PDS

Resilient *by* design

Annual Report
FY 2025-26

Corporate Information

BOARD OF DIRECTORS

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

Pallak Seth
Promoter & Executive Vice Chairman

Parth Gandhi
Non-Executive & Non-Independent Director

Yael Gairola
Non-Executive & Non-Independent Director

Nishant Parikh
Independent Director

Robert Sinclair
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

Sadik Sunasara*
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

Sadik Sunasara*

GROUP GENERAL COUNSEL & COMPANY SECRETARY & COMPLIANCE OFFICER

Abhishekh Kanoi

STATUTORY AUDITORS

Walker Chandiok & Co. LLP

SECRETARIAL AUDITORS

SGGS & Associates
Practicing Company Secretaries

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 Limited
Standard Chartered Bank (Hong Kong) Limited
Standard Chartered Bank (India) Limited
ICICI Bank Limited
Habib Bank Zurich (Hong Kong) Limited
State Bank of India (UK) Ltd.

REGISTERED & CORPORATE OFFICE

Unit 1031 & 1032, 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: investor.helpdesk@in.mpms.mufg.com

**Effective April 1, 2026. Rahul Ahuja resigned as Group Chief Financial Officer with effect from the close of business hours on March 31, 2026, and continues as Strategic Advisor to PDS Limited.*

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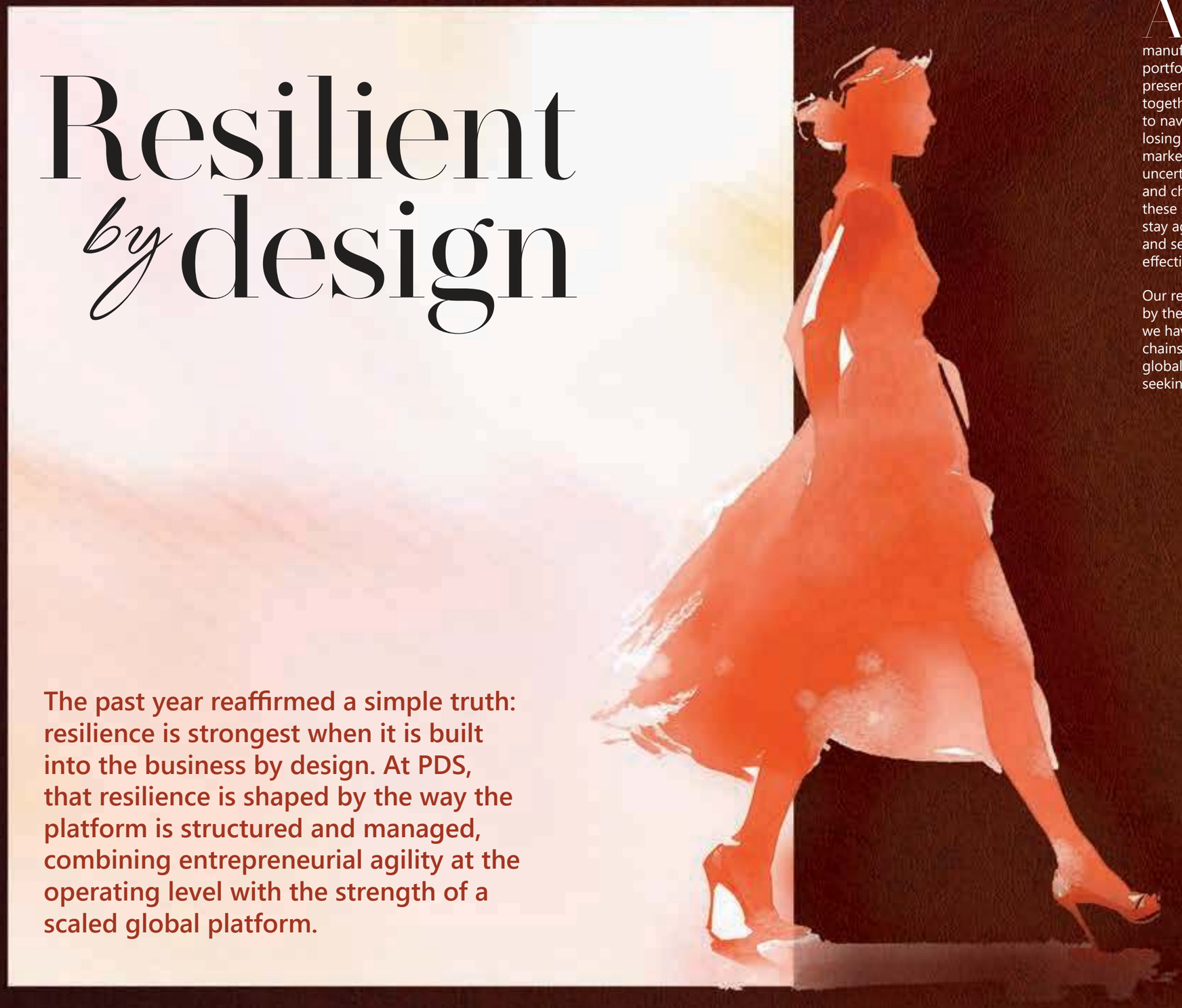
To view the report online, log on to pdsltd.com/investors/financialreports/

Scan the QR Code to know more about the company

Resilient *by* design



The past year reaffirmed a simple truth: resilience is strongest when it is built into the business by design. At PDS, that resilience is shaped by the way the platform is structured and managed, combining entrepreneurial agility at the operating level with the strength of a scaled global platform.

A diversified, asset-light sourcing network, strategic investments in manufacturing, a broad customer portfolio and an expanding presence across categories have together created a platform built to navigate disruption without losing momentum. In a year marked by uneven demand, tariff uncertainty, geo-political tensions and changing trade patterns, these strengths enabled us to stay agile, respond decisively and serve customers with greater effectiveness.

Our resilience is further reinforced by the nature of the relationships we have built over time. As supply chains grow more complex, global retailers are increasingly seeking partners who can seamlessly manage the journey from concept to delivery. We are well aligned with this shift. Long-standing customer relationships, design-led execution and end-to-end capabilities continue to strengthen the relevance of our platform in an industry moving steadily towards integrated partnership models.

Technology and discipline have added another dimension to our resilience. Deeper digital integration across sourcing, product development and manufacturing improved visibility, coordination and execution across markets. At the same time, tighter cost control, stronger working capital management and a more focussed operating structure reinforced our core.

With firmer foundations and resilience embedded in our platform, we are well positioned to capture the next cycle of opportunities and create greater value for all our stakeholders.

About the cover

The walking silhouette represents our purposeful progress, moving forward with confidence through an ever-changing landscape. The fluid backdrop reflects the dynamic nature of global markets, while the steady stride symbolises balance, adaptability and momentum.

Grounded in the language of fashion, the cover captures how we have embedded resilience into our platform by design. With stronger foundations and a clear sense of direction, we are poised to embrace our next phase of growth and value creation.

About PDS

A Global Platform Designed for Modern Retail

With over 25 years of experience, PDS has emerged as a leading global fashion infrastructure company, strengthening the fashion value chain through technology, innovation and responsible practices.

We are an entrepreneur-led sourcing and manufacturing solutions platform supporting the world's leading brands and retailers across fashion, home and consumer goods. Through 40+ business verticals, we partner with our customers to deliver bespoke, end-to-end solutions spanning product design, sourcing strategy, manufacturing, compliance and delivery.

Our strength lies in our exposure to diverse global markets, customers and sourcing ecosystems. This positions us uniquely not as a transactional intermediary, but as a value-added and strategic partner. Increasingly, customers engage with us for operating model support, sourcing strategy and product design, alongside execution.

We combine entrepreneurial agility with platform scale through a decentralised vertical structure and an integrated operating model. Continued investments in digital and sustainable solutions help us stay agile, scalable and future-ready.

Responsibility is embedded in our operating model. With a strong focus on ethical sourcing, compliance and operational transparency, we seek to uphold high standards across the value chain and support a more responsible and resilient fashion ecosystem.

Vision

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

Mission

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

Values

- Entrepreneurial Spirit
- Customer Centricity
- People First
- Transparency, Collaboration and Teamwork
- Trust, Integrity and Ethics
- Social Responsibility

CORE DIFFERENTIATORS

Global fashion infrastructure platform
Bringing together design, sourcing, compliance, manufacturing and delivery through one integrated platform.

Entrepreneur-led model
Empowering verticals with ownership, speed and accountability, while staying close to customers and markets.

Agile federation, platform strength
Combining decentralised execution with central governance to create both responsiveness and consistency.

Asset-light, diversified sourcing
Enabling flexibility and resilience through an asset-light model and a broad multi-country sourcing network.

Sticky customer relationships
Building long-standing partnerships through deep integration, execution strength and trusted delivery.

Working capital advantage
Leveraging strong banking relationships and working capital access to support trade flows efficiently.

AI and technology-enabled
Embedding digital tools, AI and traceability solutions to improve speed, visibility and decision-making.

Innovation-led approach
Advancing new sourcing models, partnerships and future-ready capabilities across the value chain.

IN FOCUS

25+ Years of experience

250+ Brands and retailers served

40+ Business verticals

22+ Countries of presence

15+ Sourcing geographies

90+ Offices

12,000+ Employees & Workers

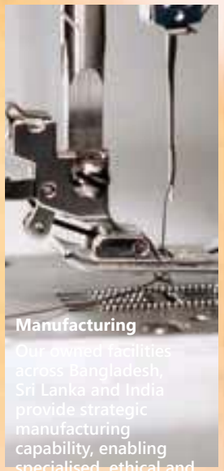
250+ Designers

Our Solutions and Categories

Solutions Designed for Every Need

Our solutions have evolved beyond traditional sourcing to support customers across multiple stages of the value chain. We offer integrated models tailored to category needs, market priorities and operating structures, helping customers navigate complexity with greater agility.

SOLUTIONS

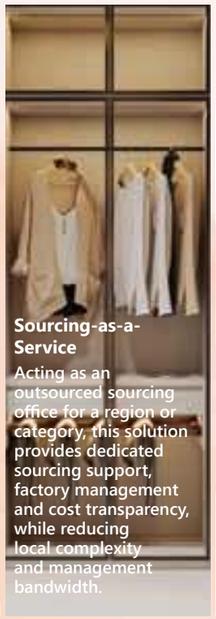


Manufacturing

Our owned facilities across Bangladesh, Sri Lanka and India provide strategic manufacturing capability, enabling specialised, ethical and scalable production with stronger execution control, operational oversight and customer responsiveness.

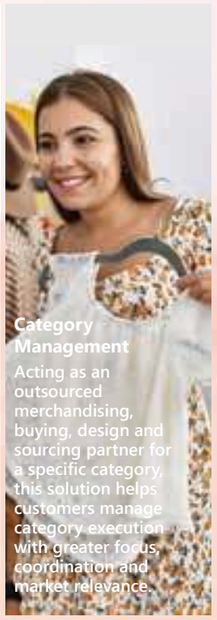
ign-led sourcing

cting as a design arm or our customers, his solution brings ther concepts, d insights and rcing expertise deliver products competitive costs, hile ena g greate peed, re e and esponsi



Sourcing-as-a-Service

Acting as an outsourced sourcing office for a region or category, this solution provides dedicated sourcing support, factory management and cost transparency, while reducing local complexity and management bandwidth.



Category Management

Acting as an outsourced merchandising, buying, design and sourcing partner for a specific category, this solution helps customers manage category execution with greater focus, coordination and market relevance.

Brand Management

Leveraging our capabilities to grow brands through br management a wholesale distri of licensed bra the solution s planning, desig sourcing and execution wi brand control alignment.

PRODUCT CATEGORIES

Apparel | Footwear | Accessories | Home Decor | Health & Beauty | General Merchandise

SOLVING FOR CUSTOMER PRIORITIES

- Demand Volatility & Inventory Optimisation
- Speed-to-Market & Design Agility
- Margin Protection & Cost Efficiency
- Working Capital Optimisation
- Supply Chain Diversification
- ESG, Traceability & Compliance

Organisational and Operating Structure

Woven for Resilience

Our organisational model combines the agility of entrepreneurial execution with the strength of a scaled platform. While our subsidiaries stay close to customers and delivery, the Group and Platform Team provide the strategic direction, governance and institutional support that create value greater than the sum of the parts.

THE PDS PLATFORM
Focus on Partnerships & Operational Excellence

Growth & Partnerships | Treasury | HR | Risk & Compliance
Banking | IT | Legal

GOODEARTH APPAREL LIMITED
GSL
CSS
KNIT
clover collections
KRAYONS
CASA COLLECTIVE
PG GROUP
NEW LOBSTER
3RAND COLLECTIVE
TECHNO DESIGN
PDS ASIA STAR
zamira Fashion Limited
simple approach
Poeticgem INTERNATIONAL LTD
POSITIVE MATERIALS

THE SUBSIDIARIES
Focus on the Customer

Design | Development | Critical Path | Manufacturing | Quality Assurance

Performance Highlights

Mapping Our Resilience

GMV (₹ in crore)

FY26	**19,666**
FY25	18,744
FY24	15,048
FY23	12,230
FY22	10,516

17% CAGR

Revenue (₹ in crore)

FY26	**13,110**
FY25	12,578
FY24	10,373
FY23	10,577
FY22	8,828

10% CAGR

Gross Margin (%)

FY26	**21**
FY25	20
FY24	20
FY23	17
FY22	16

438 bps

PAT (₹ in crore)

FY26	**178**
FY25	241
FY24	203
FY23	327
FY22	293

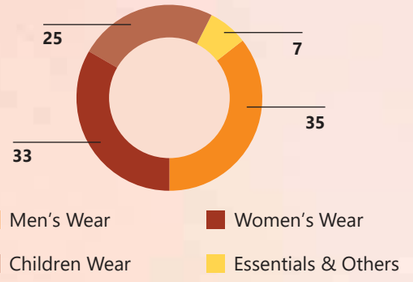
12% CAGR

SEGMENT-WISE PERFORMANCE IN FY 2025-26

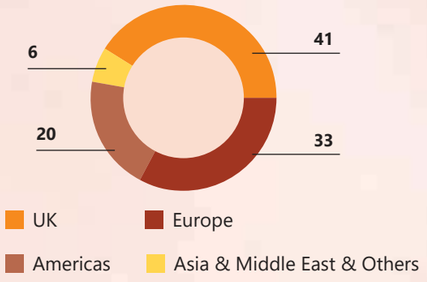
(₹ in crore, unless mentioned otherwise)

	Revenue	EBIT	Gross Capital Employed	Net Capital Employed	ROCE
Sourcing	12,399	266	1,525	-	18%*
Manufacturing	1,034	57	943	-	6%*
PDS Ventures & Others	1	22	524	-	4%*
PDS Consolidated	13,110	354	2,991	1,955	18%#

CATEGORY-WISE REVENUE SPLIT %



GEOGRAPHY-WISE SPLIT %



*Based on Gross Capital Employed
#Based on Net Capital Employed

Leadership Perspectives

Chairman's Message

Our focus remains unchanged: delivering quality, reliability and value to our customers.

Dear Shareholders,

As I reflect on the past year, I am proud of the resilience demonstrated by our organisation. We continued to strengthen our platform, deepen customer relationships, enhance operational discipline and position the business for its next phase of growth. These achievements are a testament to the commitment of our teams across the world, the trust of our customers and partners, and the continued support of our shareholders.

Over the years, we have learned that sustainable success comes from staying focussed on fundamentals, adapting to change and executing with discipline. These principles have guided us through different business cycles and continue to shape the way we approach the future. The global business environment continues to evolve rapidly. Supply chains are being reconfigured, technology is transforming industries, and customer expectations are constantly rising. While change brings challenges, it also creates opportunities for organisations that are agile, entrepreneurial and prepared. I believe PDS is well positioned to benefit from these shifts.

Our focus remains unchanged: delivering quality, reliability and value to our customers. As long as we continue to execute well, strengthen relationships and uphold the highest standards of ethics and compliance, we will continue to earn the trust that has been the foundation of our business for many years.

Equally important is the culture that underpins our organisation. PDS today brings together diverse teams, capabilities and perspectives across geographies, united by a shared sense of purpose and entrepreneurial spirit. The ability to combine local expertise with global collaboration remains one of our greatest strengths.

As an organisation, we believe there can be no compromise when it comes to integrity, ethics and compliance. Business conditions may change, but the standards by which we operate must remain constant. We maintain a zero-tolerance approach towards non-compliance and unethical conduct, while transparency, accountability and responsible business practices continue to guide our decisions every day.

I have also long believed that business is ultimately about relationships. Over the years, we have built enduring partnerships with all stakeholders including customers, suppliers, banking partners, employees and communities across the world. Trust is earned over time and must never be taken for granted. These relationships have been instrumental in building the resilience of our business and remain one of our greatest strengths as we continue to grow and create long-term value.

Beyond our business operations, we remain committed to creating meaningful impact in the communities we touch. Through initiatives such as Soham in India and Soham for All in Bangladesh, we support education, livelihoods and social inclusion. These programmes reflect our belief that sustainable success must be accompanied by positive social impact.

As we look ahead, I am optimistic about the opportunities before us. The need for trusted partners, strong execution and resilient supply chains has never been greater. The combined power of our entrepreneurial culture and long-standing stakeholder relationships gives me confidence that PDS is well equipped to capitalise on future opportunities.

> BUSINESS CONDITIONS MAY CHANGE, BUT THE STANDARDS BY WHICH WE OPERATE MUST REMAIN CONSTANT.

I would like to thank our employees for their dedication, our customers and partners for their trust, and our shareholders for their continued support. Together, I am confident that we will continue to create sustainable value and build on the strong foundation that has made PDS what it is today.

Warm regards,

Dr. Deepak Kumar Seth

Chairman

Leadership Perspectives

Executive Vice Chairman's Message

PDS today is fundamentally different from the organisation we were a decade ago.

Dear Shareholders,

FY 2025-26 was another defining year for the global retail and sourcing industry. Retailers continued to navigate a dynamic environment shaped by evolving consumer demand, inventory discipline, geopolitical developments and changing trade flows. At the same time, structural shifts in global sourcing accelerated as brands sought greater supply chain diversification, speed and resilience.

These changes are reshaping the role of sourcing partners. Increasingly, retailers are looking beyond traditional vendor relationships and seeking partners that can provide integrated solutions across product development, sourcing, manufacturing and supply chain execution. As supply chains become more complex, the ability to deliver agility, transparency and accountability has become a critical competitive advantage.

This environment plays to the strength of the business we have built at PDS. Our asset-light model, diversified sourcing footprint and entrepreneurial led business enable us to operate with flexibility while maintaining scale and execution capability. Over the years, we have evolved to support customers across multiple markets, categories and sourcing destinations, allowing us to respond effectively to changing industry requirements.

Importantly, PDS today is fundamentally different from the organisation we were a decade ago. While sourcing remains a core capability, our role within customer ecosystems has expanded significantly. We have transitioned from being primarily a product-led organisation to becoming a solution provider. Today, we partner with customers across the entire value chain, offering capabilities spanning design, product development, sourcing, manufacturing, supply chain management and execution. This evolution has strengthened our relevance with customers and positioned us to participate in a greater share of their sourcing and product development requirements.

One of the most encouraging developments during the year was the progress made in North America. The US remains one of the most important retail markets globally, and we continued to strengthen our presence by deepening existing customer relationships and expanding engagement with new retail partners. Our growing relevance in this market reflects the breadth of capabilities we bring to customers and reinforces our confidence in the long-term opportunity ahead.

Alongside strengthening customer engagement, we continued to invest in building a more integrated and responsive supply chain platform. A key milestone during the year was the completion of the Knit Gallery acquisition, which strengthened our manufacturing capabilities and expanded our presence in one of India's important apparel manufacturing clusters. These investments are helping build a more integrated solutions that combine sourcing, manufacturing and execution capabilities to support evolving customer requirements.

We are particularly excited about the long-term opportunity emerging in India. As global sourcing strategies continue to diversify, India's manufacturing ecosystem, skilled workforce, improving infrastructure and evolving trade relationships position it as an increasingly important sourcing destination.

> OUR GROWING RELEVANCE IN THIS MARKET REFLECTS THE BREADTH OF CAPABILITIES WE BRING TO CUSTOMERS AND REINFORCES OUR CONFIDENCE IN THE LONG-TERM OPPORTUNITY AHEAD.

While the external environment remains dynamic, the long-term fundamentals of our industry remain compelling. Retailers will continue to seek trusted partners that can simplify complexity, improve speed and deliver value across the supply chain. Our focus remains on strengthening strategic customer partnerships, expanding our integrated capabilities and positioning PDS as a leading global solutions platform for the retail industry.

The progress we have achieved reflects the efforts of our teams across the world and the trust placed in us by our customers and partners. As we look ahead, I am confident that the strategic choices we have made, combined with the strength of our platform, position us well to capture the opportunities that lie ahead and create sustainable value for all stakeholders.

Warm regards,

Pallak Seth

Executive Vice Chairman

Leadership Perspectives

Group CEO's Message

Our focus now shifts from transformation to conversion.

Dear Shareholders,

FY 2025-26 was a year of disciplined execution and decisive action. Our focus was clear: improve business quality, strengthen cash generation, enhance capital efficiency and build a stronger and more resilient business capable of delivering sustainable long-term value.

Against a backdrop of continued market uncertainty, we concentrated on the areas within our control – driving operational excellence, improving profitability, strengthening our balance sheet and accelerating organisational transformation. The progress achieved during the year reflects the effectiveness of these efforts and the commitment of our teams across the organisation.

DELIVERING THROUGH DISCIPLINE

During the year, we delivered Gross Merchandise Value (GMV) of ₹19,666 crore ($2.23 billion), representing growth of 5% over the previous year. Revenue increased 4% to ₹13,110 crore ($1.48 billion), while gross margins expanded by 50 basis points to 20.6%, supported by improved sourcing efficiencies, a stronger business mix and disciplined execution.

External market pressures had an impact on profitability, however, the underlying quality of earnings improved. More importantly, the actions undertaken throughout the year translated into stronger cash generation and a healthier balance sheet.

Cash flow from operations improved to ₹781 crore ($86 million), compared to a cash outflow in FY 2024-25. Net working capital reduced sharply from approximately 17 days to 4 days, reflecting stronger collections, tighter inventory management and enhanced operating discipline. Net debt declined by 72%, from ₹374 crore at the beginning of the year to ₹105 crore at year end, despite continued investments in strategic growth initiatives.

These outcomes demonstrate the progress made in strengthening the financial resilience of the business and creating a stronger platform for future growth.

STRENGTHENING THE ORGANISATION

Throughout the year, we took several difficult but necessary decisions to improve the structural quality of our business. We streamlined leadership structures, intensified cost discipline, rationalised underperforming operations, strengthened capital allocation processes and sharpened our focus on profitable growth. In parallel, we continued to optimise our legal entity structure. While our global platform is supported by more than 150 subsidiaries and operating entities – an inherent feature of our entrepreneurial, decentralised model – we are selectively consolidating and winding down non-strategic legal entities. This will simplify governance and reduce administrative complexity.

These actions were not short-term responses to market conditions. They were deliberate measures designed to create a more agile, efficient and scalable organisation capable of delivering sustainable value creation.

We continued to invest selectively in capabilities that strengthen our long-term competitiveness. During the year, we further enhanced our manufacturing ecosystem through targeted capacity building and operational excellence initiatives. Our investments in the United States also gained momentum, supported by new customer acquisitions and a clearer pathway towards profitability.

Within PDS Ventures, we completed two successful exits, generating positive returns on invested capital. As the portfolio matures, our focus is increasingly centred on maximising value from existing investments while maintaining disciplined capital deployment.

BUILDING THE DIGITAL ENTERPRISE

Technology and data are becoming increasingly central to how we operate, collaborate and scale.

During FY 2025-26, we accelerated Project PULSE, our enterprise-wide transformation programme focussed on procurement excellence, contract governance, trusted enterprise data and operating efficiency. Through AI-enabled sourcing, pricing and analytics capabilities, the programme is improving decision-making, automating workflows and creating opportunities for margin enhancement.

We also launched Project Butterfly, a multi-year initiative that will progressively connect more than 150 entities across 22 countries through standardised processes, integrated systems and real-time visibility. Together with our broader AI agenda, these initiatives are creating a more connected, data-driven and scalable organisation.

Over time, we expect these investments to deliver meaningful improvements in productivity, efficiency and operating leverage across the business.

LOOKING AHEAD

As we enter FY 2026-27, our priorities remain clear.

We will continue to drive profitable growth, strengthen cash generation, improve returns on capital, accelerate the adoption of technology and AI, and enhance execution across the organisation. Equally important, we will remain disciplined in how we allocate capital and evaluate growth opportunities.

The work undertaken over the past two years has strengthened the foundations of PDS. Our focus now shifts from transformation to conversion – translating stronger foundations into higher profitability, stronger cash flows and improved returns.

I would like to thank our employees for their dedication, our customers and partners for their trust, and our shareholders for their continued support. Together, we remain focussed on creating sustainable long-term value for all stakeholders.

Warm regards,
Sanjay Jain
Group CEO

Operating Context

Designed to Navigate Market Trends

The global fashion and retail landscape continues to evolve amid structural shifts. In this dynamic environment, our capabilities and differentiators put us in a strong position to navigate complexity, respond to unfolding opportunities and create long-term value.

1. Geopolitical uncertainty is reshaping sourcing priorities

Climate disruptions, regional conflicts, tariff volatility and pandemic after-effects have made supply chain resilience a strategic priority for global buyers. Brands are moving away from concentrated sourcing models towards diversified, multi-country networks that can better manage risk and ensure continuity.

Our response

We support this shift through a diversified sourcing footprint and an asset-light model that enables flexibility across geographies. Our integrated platform allows customers to rebalance sourcing without compromising on speed, quality or execution.

2. Trade agreements are opening new sourcing opportunities

Recent trade agreements, particularly the UK-India FTA and the India-EU trade deal, are expected to reshape sourcing economics. These developments are expected to improve competitiveness, simplify market access and support sourcing shifts towards favourable regions.

Our response

We are well positioned to capture these opportunities through our established relationships with UK customers and our growing manufacturing presence in India. Recent investments, including Knit Gallery, strengthen our ability to scale India-based sourcing, while our focus on traceability and compliance aligns with evolving buyer expectations.

3. Vendor consolidation is favouring scaled, trusted partners

Retailers and global brands are rationalising supplier bases, consolidating volumes with fewer partners that can offer scale, compliance and reliability. At the same time, retailers are seeking service closer to the customer interface, while internal cost pressures are accelerating the need for fewer, more capable external partners.

Our response

As customers consolidate partners, we act as a strategic solutions partner rather than a single-service vendor. Our platform enables us to design or recommend the right operating model for each customer, supporting new business models, categories and geographies through strengths in banking, compliance, IT, HR and risk management.

4. The role of suppliers is expanding beyond execution

As retail organisations become leaner and more agile, suppliers are expected to take on broader responsibilities across design, sourcing strategy, category support and execution. This reflects the growing need for partners who can extend internal capabilities and enable faster, more informed decision-making.

Our response

We have evolved beyond a product-led sourcing model into a broader solutions platform. Customers increasingly engage with us for product design, operating model support, category management and end-to-end execution. This is supported by continued investment in talent and capabilities across our verticals.

5. Sustainability is moving from preference to requirement

Sustainability is becoming a core sourcing requirement, shaped by regulatory expectations, consumer behaviour and brand accountability. Traceability, ethical sourcing, responsible materials and supply chain transparency are now critical to supplier selection and long-term partnerships.

Our response

We continue to strengthen our sustainability and compliance framework across the value chain. Our focus on ethical sourcing, governance, traceability and responsible practices supports customers in meeting evolving standards, while reinforcing long-term resilience across our sourcing ecosystem.

Business Model

Designed for Value Creation

Depicting the value creation model through inputs, activities, strategy and output (without capital-wise break-up)

Creating value through a connected, platform-led operating model

INPUT > **PROCESS OF VALUE CREATION** > **OUTPUT**

Financial Strength
- **₹1,859 crore** Net Worth
- **0.06x** Net Debt/Equity
- **~₹5,200 crore (~$550mn)** Working Capital Lines

Global Reach
- **22+** Countries
- **600+** Factory Partners
- **250+** Designers

Manufacturing Capability
- **3** Manufacturing Facilities
- World-class Certified Facilities

Human Capital
- **12,000+** Workforce
  - **4,500+** Employees
  - **7,500+** Factory Associates

Governance & Sustainability
- Independent Compliance Framework
- Robust Risk Management
- **2 of 3** Manufacturing Facilities Solar-Powered

WHAT WE DO

Integrated Customer Solutions

Design-led sourcing	Brand management	Sourcing as a service	Manufacturing

PDS

HOW WE DO IT

Growth Funding & Working Capital	Human Resource Management	Compliance, Legal, Audit & Accounts	Logistics	Risk Management

An entrepreneur-led, asset-light platform that enables businesses to scale by providing shared capabilities across sourcing, technology, procurement, compliance, working capital and risk management.

Empowers entrepreneurs with

Global Talent	Technology	Procurement Scale	Working Capital

A

WHAT IT TRANSLATES TO

Scalable Platform Delivering Sustainable Value Creation

B

The entrepreneur-driven Plug-and-Play platform enables us to deliver value to our customers backed by –

Speed to Market	Global expertise in ESG and Sustainability	Supply Chain Resilience	Global Sourcing Network

Financial Value
- **₹19,666 crore** GMV
- **₹13,110 crore** Revenue
- Strong Operating Cash Flow
- Dividend Payout **42%**

Global Scale
- **1.3 million** Pieces Handled per Day
- Global sourcing and manufacturing platform
- Diversified customer and supplier ecosystem

Trusted Partnerships
- Global Customer base across **250+** brands & retailers
- Long-term customer relationships
- Preferred strategic sourcing partner
- High standards of quality, governance and reliability

Human Capital
- Global Diverse workforce
- **50%** Women workforce

Sustainable Impact
- Responsible business practices
- Positive community engagement
- Continued progress towards sustainability commitments

Attract and enable entrepreneurial creativity | **Maximise customer relationships** | **Drive economies of scale and synergies across operations** | **Deliver world-class customised offering and services to customers**

PDS Ventures

Resilience, Powered by Innovation

Innovation is redefining the global fashion value chain, driven by sustainability imperatives, digital transformation, and evolving consumer expectations. Through PDS Ventures, we remain at the forefront of this shift, investing in breakthrough ideas and technologies that are reshaping how the industry designs, manufactures, and operates.

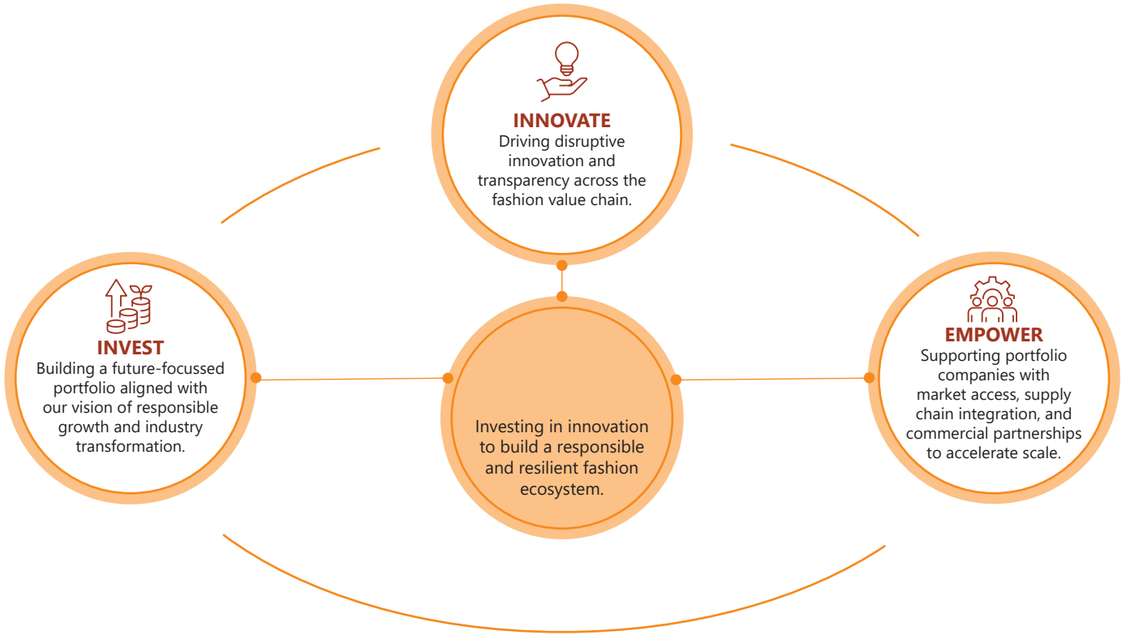
PDS Ventures is the strategic investment arm of the PDS Group, focussed on backing early- and growth-stage companies across the fashion ecosystem. Our investment approach spans the full value chain – from material science and next-generation manufacturing to circular business models, traceability, and fashion technology enablers – with a clear emphasis on scalable, impact-led Innovation.

STRATEGIC ROLE

Positions PDS as a solutions-led, future-ready partner to global retailers

Provides early access to disruptive technologies shaping the industry

Strengthens the resilience and relevance of the PDS ecosystem



OUR INVESTMENT FOCUS

Material Science
Backing breakthrough materials that reduce environmental impact while maintaining performance and scalability.

BIOFLUFF · MATEREAL · SHELLWORKS · Solarcore® · PACT

Manufacturing Solutions
Focussed on next-generation manufacturing technologies that improve agility, efficiency, and sustainability outcomes.

ColoriFix · Manny AI · Linspun · NATURE COATINGS · SMARTEX.AI

Circular Economy
Supporting technologies and platforms that enable circular business models and reduce industry waste while advancing traceability.

EVRNU · PENTATONIC · refiberd.

Traceability & Transparency
Investments in data and AI-driven platforms that bring visibility across the supply chain – enabling better tracking, compliance and decision-making.

Blue Kaktus · Fabacus · Sheep Inc. · northbound

Fashion Tech Enablers
Investments in digital and AI-led platforms that enhance merchandising, personalisation and marketplace efficiency.

BIGTHINX · good on you · lovethesales · refive · SELECTIKA

2 SUCCESSFUL EXITS

MONOLITH — **6.5x** Return

kavida.ai — **4.8x** Return

STRATEGIC GLOBAL PARTNERS

Co-investing with strategies

Walmart · H&M · RALPH LAUREN · BESTSELLER · GFA · Upcycle LABS · MATERRA · KOHL'S · FASHION FOR GOOD · aii · TRUE. · ColoriFix · UK Research and Innovation

INDUSTRY PARTNERSHIPS

PDS Ventures continued its long-standing partnership with Global Fashion Agenda through the Trailblazer Programme, an industry platform that identifies and supports breakthrough start-ups advancing climate action, social equity and circularity in fashion. In 2025, the programme drew over 200 applications from 44 countries, reflecting its growing global relevance and reach, and reinforcing our engagement with emerging innovation shaping the future of the fashion value chain.

Resilience at PDS is Not a Single Lever.

IT IS A SYSTEM THAT PROTECTS DELIVERY, CUSTOMER CONFIDENCE, AND CASH DISCIPLINE WHILE KEEPING THE BUSINESS READY TO CAPTURE GROWTH. THE FEATURE STORIES THAT FOLLOW UNPACK THIS SYSTEM IN ACTION, SHOWING HOW THE PLATFORM, TEAMS, AND GOVERNANCE COME TOGETHER TO EXECUTE CONSISTENTLY ACROSS GEOGRAPHIES AND PRODUCT CYCLES.

EACH STORY IS A PROOF POINT OF READINESS, FROM TECH-ENABLED DECISION-MAKING AND MANUFACTURING CAPABILITIES TO SUSTAINABILITY EXECUTION AND A MODEL DESIGNED TO MOVE.

The Strength of a Diversified Partner Ecosystem

A Wider Network. A Steadier Platform.

One of PDS' defining strengths is the breadth of its partner ecosystem. Across sourcing markets, supplier relationships and customer accounts, the business is built on diversity rather than concentration. This gives the platform a stronger footing in an industry where demand patterns, trade equations and operating conditions can change quickly.

Our engagement framework is designed to be consistent, multi-channel and responsive, enabling us to build long-term relationships based on trust, transparency and shared value creation.

A SOURCING NETWORK DESIGNED FOR FLEXIBILITY

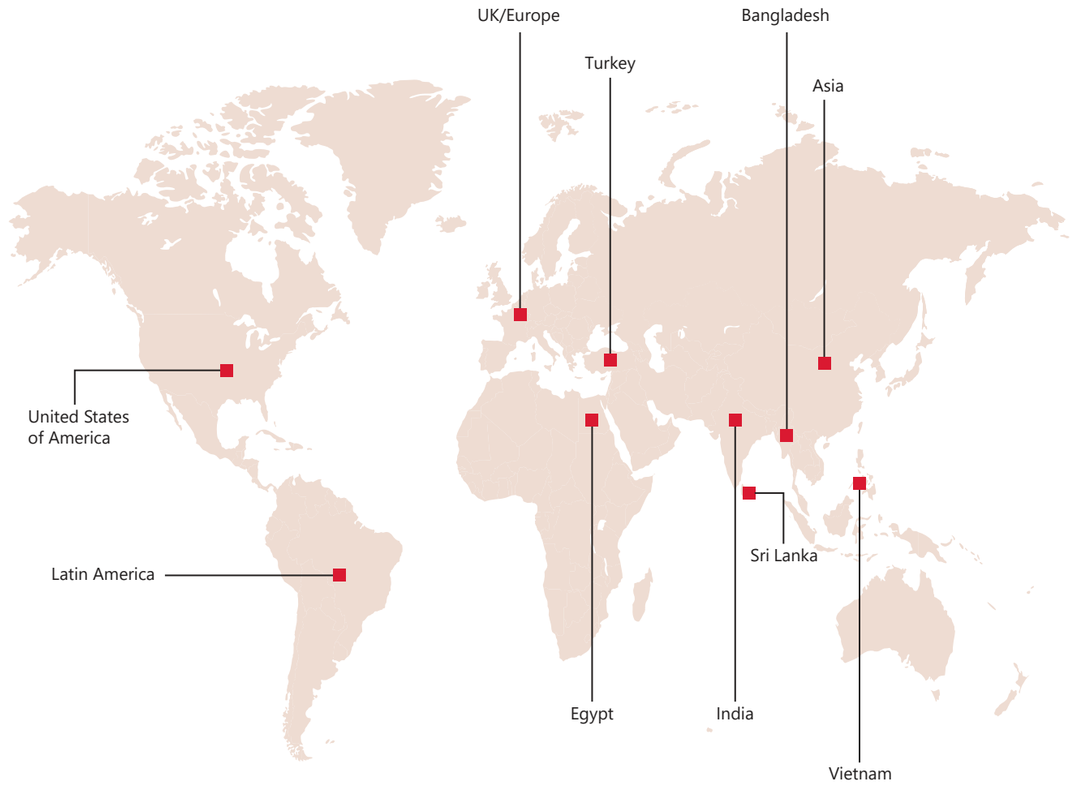
On the sourcing side, PDS works through a multi-country network that spans Bangladesh, India, Sri Lanka, Turkey, Vietnam and other emerging regions. This spread gives the business greater flexibility in planning programmes, allocating volumes and responding to changes on the ground. During the year, as geopolitical tensions, tariff-related uncertainty and disruption in Bangladesh affected sourcing decisions across the industry, this network helped PDS maintain continuity and respond with agility to customer needs.

The strength of the model lies in the fact that it is designed to absorb movement. Bangladesh continues to remain central to the sourcing base, while the expansion of capabilities in other markets such as India, Vietnam, Egypt and Latin America has further strengthened the overall system. This has helped reduce concentration risk, widen available options and improve readiness as customers increasingly look for partners who can support multi-country sourcing strategies.

A CUSTOMER PORTFOLIO BALANCED ACROSS MARKETS

The same principle is visible in the customer portfolio. PDS serves more than 250 brands across geographies and categories, creating a broad demand base across markets. This diversity lends greater stability to the business, as performance is not tied too closely to any one region, customer segment or retail cycle. During the year, deeper engagement with large retailers in the UK, the onboarding of new accounts in the US and continued efforts to rebuild volumes in Europe reflected the value of having a customer base that is both broad and expandable.

This breadth of relationships also creates room to grow in more meaningful ways. As customer needs become more nuanced, PDS is able to respond with greater precision, whether through adjacent categories, more flexible sourcing routes or production models that suit shorter lead times and smaller, faster-moving orders. A wider sourcing base further sharpens this offering by opening up tariff and duty advantages across markets. Over time, this strengthens the Company's ability to grow its share of business with existing customers, while becoming a more embedded partner to brands looking for category support, sourcing depth and greater operating ease.



Map not to scale for illustration purpose only

Serving Customers and Brands Across Markets

Design-led sourcing relationship started with:

TARGET

Multi-brand & multi-country sourcing relationship with:

Catalyst Brands

Expanding our Homeware sourcing with

The Home Depot

Strengthening our relationship with

Walmart

Fast production model with:

FASHION NOVA

Strategic sourcing partnership initiated in India with

Boots

Category management on all baby & childrenswear with

PRIMARK

Long-term collaboration with

TJ Maxx

Talent-led homeware collection launch with Kelly Hoppen and

M&S

Operating with Guardrails

Sharper Discipline. Smarter Capital Allocation.

Scale brings opportunity, but it also demands discipline. During the year, we strengthened the guardrails around capital allocation, business expansion and performance management, bringing greater structure to how growth is pursued across the platform.

A MORE DELIBERATE APPROACH TO EXPANSION

Our approach to expansion is guided by the nature of the opportunity, with a clear choice between building capabilities internally and acquiring established businesses. Businesses incubated from within continue to be funded through the P&L, typically where there is customer visibility and execution strength. Alongside this, balance sheet capital is being deployed selectively to acquire profitable businesses that bring established operations, differentiated capabilities or access to new markets and customers.

CLEARER BOUNDARIES FOR INVESTMENT DECISIONS

This approach is supported by a defined set of financial and process guardrails. At the Group level, new investments are calibrated within specified limits linked to profitability, while capital deployment within existing verticals is tied to thresholds around PAT and free cash flow. Investment decisions are also routed through formal governance structures, ensuring that new opportunities are assessed for growth potential, strategic fit and capital discipline.

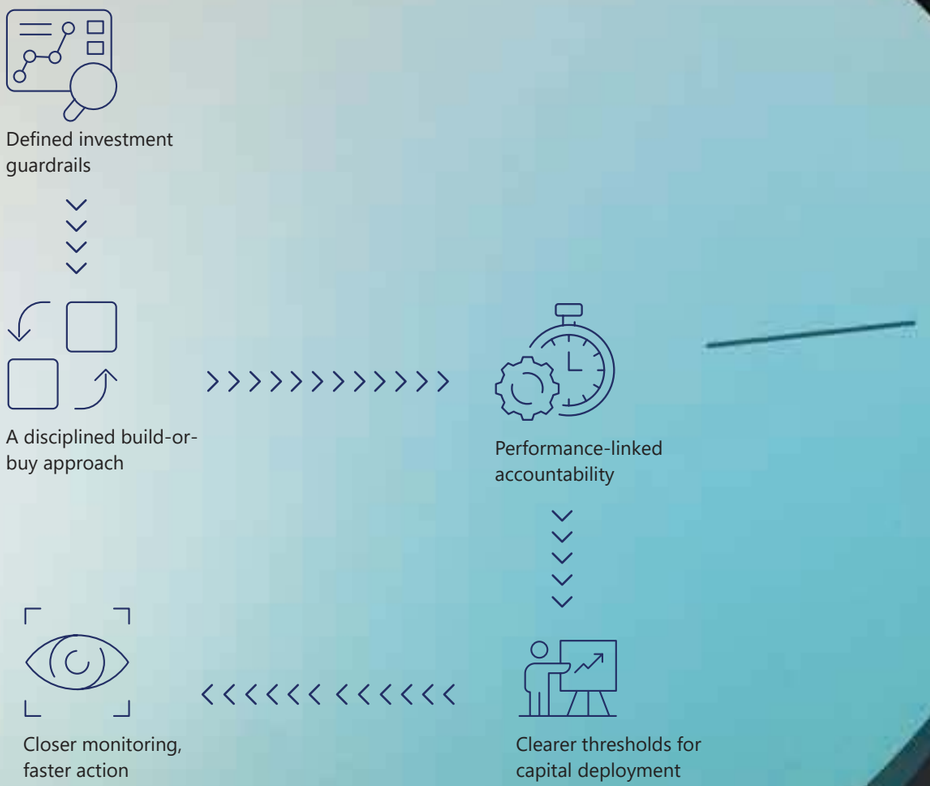
A SHARPER LINK BETWEEN PERFORMANCE AND OWNERSHIP

The operating structure has also been strengthened through more explicit incentives and disincentives for business heads. Rewards are increasingly linked to outcomes such as profitability, ROCE and working capital management, encouraging a stronger sense of ownership at the business level. Equally, underperformance is addressed through pre-defined corrective measures, helping protect the platform from prolonged capital absorption in businesses that do not meet expectations.

CLOSER OVERSIGHT, EARLIER INTERVENTION

This framework is reinforced through active monitoring. Dedicated members of the Strategy and Growth team work alongside business heads and operational CFOs to track profitability, support decision-making and provide management with regular performance updates. This enables earlier intervention, faster course correction and a more responsive operating rhythm across the platform.

DISCIPLINE EMBEDDED INTO GROWTH



Leveraging AI Across the Platform

Intelligence at Scale. Impact in Motion.

AI is rapidly reshaping the fashion and sourcing industry, changing how products are designed, developed, sourced and delivered. At PDS, a structured AI roadmap is being taken forward to improve speed, sharpen decision-making and create greater value for customers through more connected, data-led ways of working.

PDS is focussing on embedding AI across both core business functions and support operations to build a more responsive and scalable platform. The approach is centred around practical, high-impact applications that can improve speed-to-market, strengthen collaboration, support better sourcing and costing decisions and enhance productivity across functions.

AI ACROSS OUR VALUE CHAIN

Intelligent applications. Measurable impact.

1

Trend Intelligence & Design AI

- AI trend analytics
- GenAI-led ideation
- Automated mood boards
- Colour & fabric detection
- Technical sketches

Faster concept creation, stronger design alignment, improved hit-rates

2

Digital Product Development

- 3D garments
- Digital samples
- Virtual fit validation
- AI-assisted tech packs

Lower sampling costs, shorter development cycles, faster approvals

3

Sourcing & Procurement

- AI-enabled vendor selection
- Dynamic costing
- Scenario-based sourcing
- Supplier risk scoring

Better sourcing decisions, margin protection, improved responsiveness

6

Support Operations

- MIS automation
- Employee chatbots
- Spend analytics
- Policy review
- Service desk automation

Faster workflows, reduced manual effort, better decision support

5

ESG & Traceability

- Real-time ESG tracking
- Audit-readiness
- Compliance monitoring across vendor networks

Reduced compliance risk, stronger preferred-partner positioning

4

Manufacturing & Logistics

- Production simulation
- AI-driven scheduling
- Computer vision-based quality checks
- Yield analytics

Higher efficiency, lower rework, improved throughput

Tomorrow: Digital-First Workflow

Faster decisions and shorter cycles

Lower costs and sample waste

End-to-end visibility and transparency

1

Virtual Design & Review

PDS creates 3D garments and shares collections in a virtual review environment for faster feedback.

2

Virtual Sampling & Fit Validation

Avatar-based fit, drape, colour and fabric simulation validate products digitally, reducing physical samples.

3

Digital Buy Meetings

Merchandising, sourcing and planning teams collaborate in a shared digital space to finalise styles, quantities and prices.

6

Sustainability & ESG Validation

Digital workflows demonstrate reduced waste, carbon impact and compliance readiness, supporting ESG reporting.

5

Drop & Capsule Testing

Virtual collections are tested with select buyers or markets before full production, helping refine decisions earlier.

4

Factory & Supply Chain Digital Twin

A virtual view of factories, capacity, WIP and timelines improves transparency and builds customer confidence.

Driving operational efficiency at scale

Beyond product development, AI is expected to strengthen efficiency across procurement, supply chain, finance and support functions. Demand forecasting can help teams anticipate requirements earlier. Dynamic costing and supplier risk scoring can support sharper sourcing decisions. Spend analytics, MIS automation, policy review tools and service desk automation can reduce manual effort and give teams quicker access to reliable information. Together, these applications can improve visibility, reduce avoidable delays and support better decisions across the platform.

A phased roadmap for adoption

PDS is approaching this transformation through a phased 12-month roadmap that prioritises high-impact use cases while strengthening the required data, systems and operating foundations. The roadmap includes initiatives across AI-enabled sourcing, computer vision, design collaboration and enterprise automation, with the broader objective of improving productivity, customer responsiveness and scalability over time.

Manufacturing Transformation Driving Growth

Built Over Time. Positioned to Scale.

Manufacturing has become a more strategically important part of our platform. What began as a targeted capability build has evolved into a stronger manufacturing base that is now better aligned with customer needs, operational discipline and long-term value creation.

Our manufacturing journey has advanced with clear intent since 2017, when we entered the segment through greenfield investments in Bangladesh. Over time, this has developed into a more integrated platform, shaped by stabilisation efforts, leadership strengthening and a sharper operational focus. Today, these capabilities form a more meaningful part of the broader PDS model.

A STRONGER PLATFORM FOR CUSTOMER PROGRAMMES

Owned manufacturing capabilities now serve a more strategic role within our broader model. While the platform remains largely asset-light, these capabilities improve speed-to-market, strengthen quality control and provide greater visibility across execution. They also help us support customer programmes with greater consistency, particularly as responsiveness, traceability and dependable delivery become increasingly important.

KNIT INDIA AND THE NEXT PHASE OF GROWTH

Through our recently acquired manufacturing platform in India, Knit Gallery, we are strengthening our presence in a market that is expected to play a larger role in global apparel sourcing. This expands our ability to support higher volumes, faster turnaround and more integrated solutions, while improving margin quality through greater control and traceability in manufacturing.

Further, as trade agreements such as the India-UK and India-EU FTAs progress, this platform positions us well to benefit from a potential FTA-led demand shift and from India's rising relevance in global sourcing.

SCALING WITH ALIGNMENT AND OPERATIONAL DISCIPLINE

The next phase is about bringing our capabilities together more effectively. We are aligning customer engagement and operational best practices across our manufacturing units so they can be presented as a combined platform, while continuing to operate as independent profit centres. This approach is expected to support longer-term customer relationships, drive cost efficiencies as scale increases and bring greater consistency across operations. The strengthening of manufacturing leadership during the year further supports this shift towards a more integrated manufacturing platform.

MILESTONES IN MANUFACTURING TRANSFORMATION

2017
Inception

Entered manufacturing through a greenfield investment in Bangladesh

Established GoodEarth Apparels and later Progress Apparel

2018-21
Stabilisation

Operations were impacted by COVID, delaying stabilisation

Established management teams across both units

2021-25
Profitability

Strengthened leadership across operations

Achieved ~15% growth

Turned around performance from a PBT loss of ~$14 million to a profit of ~$4 million in FY 2024-25

2025
Expansion

Acquired Knit Gallery India

Expanded presence in Indian manufacturing and sourcing

2026
Scaled Platform

Evolved from standalone factories to an integrated manufacturing platform

Positioned to support long-term customer partnerships

Scaling efficiencies, synergies and best practices across units

Leadership realigned for the next phase of growth

GoodEarth Apparels, Bangladesh

3,58,690 Sq. ft.

~10mn pieces/annum

Progress Apparel, Bangladesh

1,12,000 Sq. ft.

~12mn pieces/annum

Knit Gallery, India

4,00,470 Sq. ft.

~40mn+ pieces/annum

People

Enabling Global Scale Through Talent

Our people strategy is aligned to the evolving needs of a globally integrated sourcing and supply chain platform. As we scale across markets, categories and business verticals, we remain focussed on strengthening leadership, building organisational capability and fostering a high-performance culture. Developing the talent, agility and institutional strength required to deliver consistent execution at scale remains central to our long-term growth strategy.

FY 2025-26 was a year that tested the resilience and agility of global supply chains. In that context, our people practices played a defining role ensuring leadership continuity, enabling organisational adaptation and maintaining execution discipline across a complex, multi-entity global platform.

Operating across diverse geographies and interconnected value chains requires more than workforce scale. It requires a connected organisation; one with the ability to collaborate seamlessly, adapt quickly and execute consistently across markets and cycles. During the year, we strengthened this foundation through four strategic pillars: Build, Connect, Develop and Govern.

Together, these pillars help institutionalise scalable people practices, deepen leadership pipelines and strengthen workforce capability across the Group. Alongside business expansion, we continued to invest in employee development, learning, engagement with focus on diversity, safety and responsible growth practices reinforcing a resilient, future-focussed organisation.

OUR WORKFORCE AT A GLANCE

12,000+
Total workforce globally

22+
Countries presence

57%+
Women in the workforce

40+
Nationalities represented

01 BUILD

Building a Scalable Talent and Leadership Pipeline

As PDS continues to evolve, the strength of our leadership bench becomes increasingly important. Sustainable growth is not built on individual excellence alone – it is built on institutional capability, shared accountability and leadership depth that can scale with the organisation.

Across our businesses, operating successfully in a complex global environment requires leaders who can navigate change, collaborate across functions and deliver consistent execution across markets. Strengthening this capability remains a key strategic focus.

During the year, we invested in building a stronger leadership pipeline through targeted hiring, structured talent reviews and succession planning across critical roles and geographies. These efforts are helping create a more resilient organisation, reduce key-person dependency and ensure that PDS is equipped with the talent and leadership required to support its next phase of growth.

LEADERSHIP HIRING	Strengthened leadership depth across key markets, functions and business verticals through strategic talent acquisition and onboarding.
9-BOX TALENT FRAMEWORK	Created sharper visibility into performance and potential, enabling targeted development and stronger leadership pipeline planning.
SUCCESSION PLANNING	Enhanced continuity across critical roles by building successor readiness and reducing dependency risks across the organisation.

INTERNAL MOBILITY AND SUCCESSION IN PRACTICE

At PDS, succession planning is not a theoretical exercise, it is a live, continuously updated process embedded in our talent management rhythm. During FY 2025-26, several critical roles across Group functions and business segments were filled through internal succession, reflecting both the depth of our talent pipeline and the effectiveness of our 9-box assessment process. Internal transitions at senior levels including functional leadership roles were executed in a planned and orderly manner, ensuring continuity of institutional knowledge, stakeholder relationships and strategic direction. These transitions also validate the organisations commitment to promote internal talent and building a platform where leadership depth is a structural asset rather than an exception.

PDS BUSINESS SYSTEM

Senior Leadership Orientation Programme

Designed for Business Heads, CXOs and their direct reports.

This exclusive program is more than just an introduction; it's a gateway to understanding the heartbeat of PDS. It gives our leaders a first-hand experience of our culture, systems, and business DNA, setting the tone for collaborative, cross-functional, and high-impact leadership

02 CONNECT

Fostering a Connected and Inclusive Culture

Culture is the foundation that connects our global organisation. As we expand across geographies and businesses, we remain focussed on fostering engagement, strengthening collaboration and reinforcing a shared sense of purpose.

Throughout FY 2025-26, we advanced this agenda through leadership-led communication, employee wellness initiatives and recognition programmes that brought teams closer together and strengthened the sense of belonging across the PDS ecosystem.

COMMUNICATION & ENGAGEMENT

PDS Virtual Townhall

Connected over

1,600

employees globally

CULTURE

Inclusion & Cultural Engagement

Community Participation

Great Place to Work®

RECOGNITION & VALUES

PDS Annual Awards

Living the Values Awards

03 DEVELOP

Building Capability for Future Growth

OUR LEARNING PHILOSOPHY: THE 70–20–10 MODEL

Development at PDS is anchored in the 70–20–10 learning model – a framework that recognises learning as primarily experiential, social and continuous, rather than purely classroom-based.

70%
LEARN BY DOING
On-the-job learning, stretch assignments, cross-functional exposure and real-time feedback

20%
LEARN WITH OTHERS
Peer learning, coaching, mentoring and collaborative projects across teams and geographies

10%
STRUCTURED LEARNING
Instructor-led sessions, workshops, e-learning, external partnerships and certifications

Partnerships with:

a)plan

IVY

PDS Leadership Academy

Harvard Business School

04 GOVERN

Strengthening Governance, Rewards and People Analytics

Just as disciplined capital allocation and operational excellence underpin business performance, strong people governance ensures that our organisation can scale with consistency, agility and accountability.

During FY 2025-26, we focussed on strengthening the foundations that support our workforce across geographies, functions and business verticals. We enhanced governance frameworks, refined performance and reward structures, and expanded workforce analytics capabilities to create greater transparency, improve decision-making and reinforce a culture of accountability.

LOOKING AHEAD: PEOPLE PRIORITIES FOR FY 2026-27

Deepening Leadership Bench

As PDS scales, the leadership requirement is both broader and deeper. We will continue to invest in successor development, internal mobility and capability building at second and third tiers of leadership.

Building Future Skills and Technology Alignment

Coming year will see a structured push to build future-ready skills spanning technology, digital fluency and data literacy. In parallel, we will increase the use of technology across people processes, from learning delivery to workforce analytics, improving both employee experience and operational efficiency.

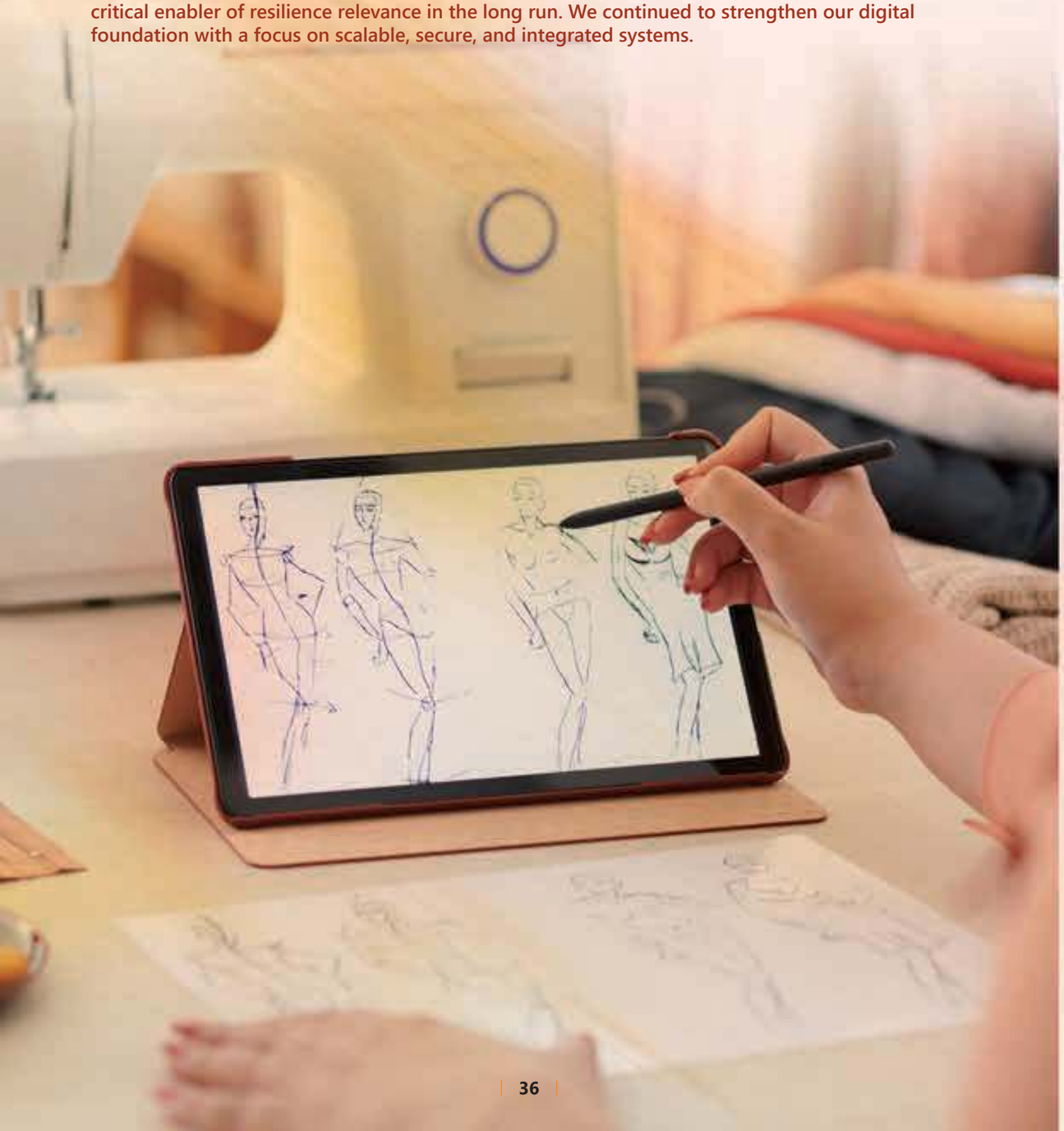
Expanding Great Place to Work Recognition

Building on our Great Place to Work® certifications in India and Sri Lanka, we will pursue equivalent recognition across additional key geographies using external benchmarks to continuously raise the bar on employee experience.

Technology

Building a Digital Backbone for Resilience

In our business, defined by global scale, complexity and speed, technology continues to be a critical enabler of resilience relevance in the long run. We continued to strengthen our digital foundation with a focus on scalable, secure, and integrated systems.



DIGITAL TRANSFORMATION FRAMEWORK

PDS is investing decisively in technology as a long-term value creation lever. This involves a 360-degree digital transformation across all subsidiaries, spanning ERP modernisation, AI-led productivity, enterprise-grade procurement platforms, factory compliance digitisation and a multi-layered cybersecurity architecture, enabling a more connected and future-ready enterprise.

Technology investments are structured around a three-horizon Long-Range Plan, comprising RUN, GROW and TRANSFORM. This framework ensures disciplined capital allocation while delivering measurable business impact within defined timeframes.

RE-ENGINEERING THE ENTERPRISE CORE

Project Butterfly is the Group's most significant enterprise transformation programme. It involves the migration from SAP ECC to SAP S/4HANA, alongside a re-engineering of business processes across entities to create a more integrated and agile digital backbone. The 19-month programme is being executed in sequential phases, with a single all-entities go-live targeted for April 1, 2027.

Beyond a system upgrade, Butterfly is enabling faster financial consolidation, improved visibility across 150+ entities and stronger control across core processes such as order-to-cash and procure-to-pay. It also establishes a single source of truth for financial data, while laying the foundation for real-time analytics and embedded intelligence.

BUILDING A SMARTER PROCUREMENT ECOSYSTEM

Project PULSE marks a shift towards a fully integrated, enterprise-wide sourcing and procurement ecosystem, bringing greater visibility, standardisation and control across the Group's supplier base. The platform supports end-to-end sourcing workflows, spanning supplier onboarding and qualification, AI-enabled sourcing and bidding using Coupa platform, contract-linked purchase orders, automated invoice matching, supplier collaboration and shipment tracking, while aligning seamlessly with both current and future ERP systems.

1,200+

supplier records streamlined and structured

RUN
Maintaining operational excellence

GROW
Optimising costs and capabilities

TRANSFORM
Creating new digital capabilities and markets

STRENGTHENING COMPLIANCE AND QUALITY AT SCALE

Project Conquer brings factory compliance and quality assurance onto a single, modern platform, replacing fragmented systems with a more cohesive and scalable solution. Built on a contemporary technology architecture, it is designed to support greater stability, usability and long-term flexibility across these critical functions.

This integration enables structured audits, real-time tracking of corrective actions and improved visibility into compliance and quality metrics across the supply chain. Enhanced interfaces and mobile-enabled capabilities further support adoption and execution on the ground.

SECURING THE DIGITAL ENTERPRISE

Project Fortress is our multi-year, enterprise-wide cybersecurity programme, designed to build a resilient and always-on security architecture. Based on the SASE framework and aligned with globally recognised NIST cybersecurity guidelines, the programme is strengthening the Group's layered defence architecture following the achievement of ISO 27001 certification.

It is designed to protect the organisation across three dimensions, data, users and systems, whether information is at rest, in transit or in use. The programme specifically addresses key cyber risks relevant to global supply chain businesses, including phishing, ransomware, credential theft, business email compromise and data leakage.

Governance

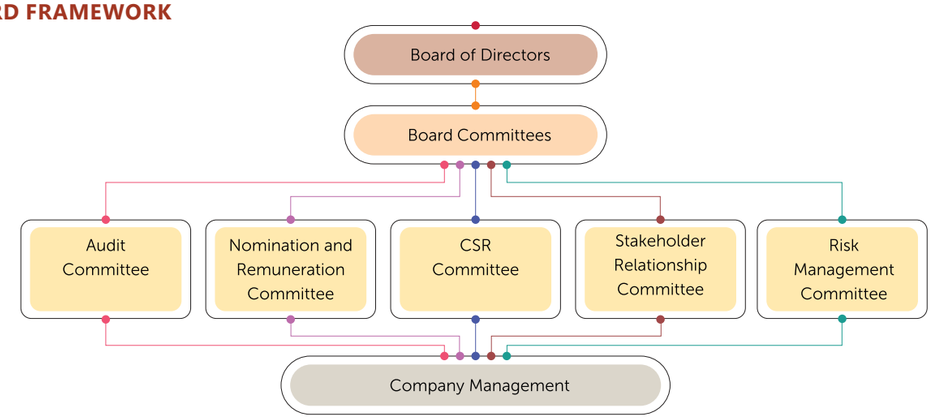
Governance that Strengthens Resilience

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



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 Board
PDS Animal Welfare & Animal Derived Materials Policy	PDS Board
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/

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.

Risk Management

Resilience through Proactive 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 FOCUSSES ON:

Identification of pertinent risks › Evaluation of their implications on business operations › Prioritisation of risks for effective management › Execution of measures to mitigate identified risks › Ongoing tracking and enhancement of risk management controls

6Cs + 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.

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.

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.

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

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.

Business Responsibility

Built for Sustainable Impact

Business responsibility is embedded in the way we grow, operate and engage with the world around us. Guided by the belief that lasting resilience is built through thoughtful choices, we bring together environmental stewardship, community development, ethical practices and inclusive progress to create value beyond the balance sheet. This approach helps us design growth that is more responsible and more enduring for the people, communities and ecosystems connected to our business.

CSR VISION AND MISSION

Vision

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

Mission

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

At Soham, we see every day how education can transform not only a child's life, but the future of an entire community. PDS's commitment to education, livelihoods, and community development reflects a belief that enduring success must be shared – creating opportunities that empower individuals, strengthen families, and build more resilient communities.

Faiza Seth
Co-Founder PDS,
Founder Soham for Kids

During FY 2025-26, the Group's CSR outreach amounted to $226,502, spanning India, Bangladesh, Hong Kong and Sri Lanka across various programmes.

Supporting Welfare of Children through Soham for Kids

Soham for Kids Education Society, Hyderabad, supports underprivileged and orphaned children. It is a flagship social initiative focussed on empowering underprivileged children through education, care, and holistic development. The programme provides access to quality learning opportunities, nutrition, healthcare, uniforms, and essential educational resources, while fostering confidence, discipline, and life skills.

Together with Communities

Our community initiatives are focussed on education, healthcare, nutrition, child development, industry learning and crisis support. Through targeted programmes and partnerships, PDS and its Group entities continue to support communities with access to learning, care, essential resources and relief.

Key initiatives

- Supported 193 students through the Tesco-Poeticgem Scholarship Program
- Donated school stationery for children of factory employees
- Conducted scholarship seminars across three schools in Trincomalee
- As part of its ongoing collaboration with the National Cancer Institute, Norlanka supported the hospital's new kitchen initiative by providing 10 food trolleys to improve hygiene and efficiency

- Nutritious meals were arranged for over 1,000 patients at the National Cancer Institute, reinforcing our commitment to patient wellbeing and community health, supported by employee volunteerism in serving patients
- Supported communities through the Style for Change Phase II garment donation initiative

- Contributed $20,000 to the Rebuilding Sri Lanka Fund after Cyclone Ditwah, supporting relief, rebuilding and recovery for affected communities
- Supported practical learning and industry exposure at the University of Moratuwa by donating essential cotton fabric yarns to the Textile and Apparel Engineering Department's Spinning Lab, while also providing fabric scrap for student projects and sponsorships for selected fashion shows

Across the PDS Group, business responsibility is reflected in focussed initiatives that support environmental stewardship, community development, employee welfare, responsible practices and long-term social impact.

SCIENCE BASED TARGETS

DRIVING AMBITIOUS CORPORATE CLIMATE ACTION

Protecting the Environment

Our climate ambition is anchored in science-based targets validated by SBTi Services and aligned with the goals of the Paris Agreement. We aim to achieve net-zero emissions by FY 2049-50, supported by a roadmap that includes reducing Scope 1 and Scope 2 emissions by 42% and Scope 3 emissions by 25% by FY 2029-30, and achieving a 90% reduction across all scopes by FY 2049-50.

We are advancing environmental responsibility through initiatives that reduce resource intensity, improve waste practices and strengthen ecosystem resilience. Across our operations and partner facilities, we continue to focus on renewable energy, water conservation, circularity and biodiversity enhancement.

Key initiatives

- GoodEarth Apparels became Bangladesh's first LEED Zero Carbon factory, powered by clean energy integration and efficiency upgrades. This milestone marks an important step towards more accountable and low-carbon manufacturing
- Norlanka Trinco is USGBC LEED BD+C Gold certified, reflecting its focus on efficient and responsible facility design
- Norlanka's solar PV system has an installed capacity of 630 kWp, generating around 760 MWh annually and contributing to a GHG reduction of 1,300 tCO_2e
- Rainwater harvesting at Norlanka supports groundwater recharge through a 3,150 sqm catchment area, with annual collection of 2,625 m^3 and 60% of collected water recharged to aquifers

- The mangrove restoration project at Ambakandawila, Chilaw restored 700 mangroves, with 385 thriving plants supporting shoreline protection and biodiversity
- Norlanka Manufacturing Colombo Limited signed an MoU with Kelani Valley Plantations PLC to enrich the We Oya catchment area by planting 1,000 native trees, restoring ecosystems and strengthening water catchment resilience
- Under the Roots for Tomorrow initiative, 200 roadside trees were planted, alongside additional plantation activities linked to garment production milestones
- The Sripadha cleanup campaign brought together 45 volunteers, collecting 132.6 kg of waste
- Waste segregation awareness sessions were conducted for school children, supported by the donation of waste bins to encourage responsible habits from an early age
- At Norlanka, Tier 1 and Tier 2 facilities are connected through the Worldly platform, enabling more structured tracking and verification of environmental performance across supplier facilities
- Norlanka's verified Facility Environmental Module performance, assessed through the Worldly platform, stood at 96.8% for Tier 1 facilities and 45.8% for Tier 2 facilities
- Norlanka Trinco achieved a 93 vFEM 2024 score. vFEM, or verified Facility Environmental Module, assesses environmental management across areas such as energy, water, waste, wastewater, air emissions and chemicals. The score reflects continued progress from 78% in 2022 and 90% in 2023
- Norlanka is a member of the Lanka Responsible Care Council, reinforcing its commitment to safe chemical management, ethical operations and environmental performance

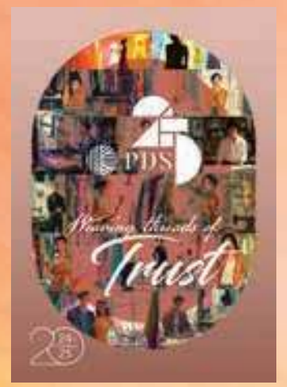
Recognitions

Designed for Distinction

PDS and its platform companies received several recognitions that reflected the strength of our leadership, our commitment to responsible business, the creativity of our brands and the quality of our reporting. These honours reaffirm the trust placed in the PDS platform and highlight the collective efforts of our teams, partners and portfolio companies across markets.

PDS RECEIVES GOLD AWARD FOR WORLD LEADERSHIP

PDS was awarded the Gold Award for World Leadership in RMG from India at the Apparel Export Promotion Council's Export Awards. The award was received by Dr. Deepak Kumar Seth and Mrs. Payel Seth from the Hon'ble Vice President of India, C. P. Radhakrishnan, reaffirms the legacy of PDS platform.



PDS ANNUAL REPORT WINS GOLD AT LACP 2025 SPOTLIGHT AWARDS

PDS FEATURED AMONG INDIA'S LEADING ESG ENTITIES

PDS was featured as one of India's leading ESG entities in Dun & Bradstreet's report, "ESG Horizons: Now and Next 2026."

NORLANKA RECOGNISED AS A GREAT PLACE TO WORK

Norlanka was recognised as a Great Place to Work for the third consecutive year.

PDS VENTURES INNOVATORS SHINE AT H&M FOUNDATION'S GLOBAL CHANGE AWARDS

NORLANKA RECOGNISED FOR ENVIRONMENTAL PERFORMANCE

Norlanka received the Merit Award in the Apparel Industry Category at the Presidential Environmental Awards 2025.

RADIUS BRANDS HONOURED AT BRAND & LIFESTYLE AWARDS 2025

Radius Brands was awarded Best Licensed Fashion and Talent Brand for its collaboration with Kelly Hoppen at the Brand & Lifestyle Awards in London.

Events

PDS on the World Stage

PDS AT TEXCON25: SHAPING INDIA'S TEXTILE FUTURE

PDS LEADERS SHARE INSIGHTS ON SOURCING AND SUPPLY CHAINS AT WORLD RETAIL CONGRESS

LITTLE MISTRESS SHORTLISTED AT DRAPERS AWARDS 2025

COLLABORATION, INNOVATION, AND AGILITY: PDS AT IAF SPRING CONFERENCE

RETAIL WEEK AWARDS 2026

EXECUTIVE SUMMIT 2026 AMERICAN APPAREL & FOOTWEAR ASSOCIATION

Board of Directors

Architects of Resilience

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

Pallak Seth
Promoter and Executive Vice Chairman

Yael Gairola
Non-Executive & Non-Independent Director

Nishant Parikh
Independent Director

Robert Sinclair
Independent Director

Parth Gandhi
Non-Executive & Non-Independent Director

BG Srinivas
Independent Director

Sandra Campos
Independent Director

BOARD SNAPSHOT

8
Board Size

2
Women Directors

5+
Countries Represented

5
Independent Directors

30+
years of Average Experience

Diverse
Industry Experience

INDUSTRY REFERENCE

Our Board's collective experience spans the global apparel, retail value chain, and adjacent industries.

- Global Apparel & Sourcing
- Retail & Consumer Brands
- Strategy & Transformation
- Finance & Risk Management
- Governance & Compliance
- Legal & Regulatory
- Technology & Digital
- Sustainability & ESG

Leadership Team

Seasoned Leadership Driving Strategy into Results

Sanjay Jain
Group Chief Executive Officer

Sadik Sunasara
Group Chief Financial Officer*

Abhishekh Kanoi
Group General Counsel & Company Secretary

Paul Wright
Executive Director Group ESG & Business Development

Prakhar Srivastava
Chief Human Resources Officer

Mohit Sharma
Chief Information Officer

Sagar Ballari
Executive Director, New Business

Ankur Agarwal
Head Investments - PDS Ventures

Naresh Sharma
Head Transformation, Special Projects & IR

Suresh Punjabi
Executive Director – Audit, Assurance & Risk Management

**Effective April 1, 2026,*
Rahul Ahuja resigned as Group Chief Financial Officer with effect from the close of business hours on March 31, 2026, and continues as Strategic Advisor to PDS Limited.

Management Discussion and Analysis

Economic Overview

Global Economic Overview

The world economy demonstrated notable resilience throughout 2025, navigating a challenging environment marked by shifting trade policies and uneven regional growth. Sustained investments in AI, automation, digital infrastructure, and supply-chain resilience enabled businesses to improve productivity, reconfigure trade networks, and absorb the effects of tariff changes and policy uncertainty, supporting continued global economic growth and moderating inflationary pressures.

The geopolitical and trade environment remained a key source of uncertainty during the year. Ongoing US tariff actions, the continuing Russia-Ukraine conflict and broader geopolitical uncertainties continued to reshape global sourcing patterns, increase logistics and operating costs, and create volatility across global supply chains. Political instability and labour disruptions in Bangladesh, one of the world's largest apparel manufacturing hubs, further highlighted the importance of diversified sourcing networks and supply chain resilience. Towards the latter part of the year, escalating tensions in West Asia emerged as an additional risk, raising concerns around energy security, shipping routes through the Strait of Hormuz and global freight costs. Collectively, these developments reinforced the need for agile, geographically diversified and digitally-enabled sourcing platforms.

Within this context, global GDP grew by 3.4% in 2025. Advanced economies expanded at a measured pace of 1.9%, with the United States recording growth of 2.1%, supported by technology investment and fiscal policy. Emerging markets continued to outperform, expanding collectively by 4.4%.

The Euro area recorded real GDP growth of 1.4% in 2025, with performance remaining uneven across major economies. Spain led the region with growth of 2.8%, while France expanded by 0.9%, Italy by 0.5% and Germany by 0.2%. Fiscal policy became increasingly supportive, particularly in Germany, where higher infrastructure and defence spending laid the foundation for stronger economic activity, albeit at the cost of a wider fiscal deficit. Consequently, the Euro area's fiscal balance is projected to weaken, with Germany's deficit expected to widen to 3.8% of GDP. In addition, US tariffs redirected a portion of Chinese exports towards Europe and other Asian markets, providing a temporary boost to regional trade and economic activity.

The United Kingdom recorded real GDP growth of 1.3% in 2025. As a net energy importer, it remained particularly vulnerable to elevated commodity prices, which continued to fuel inflationary pressures and weigh on consumer demand. The slower pace of monetary easing further constrained domestic demand and moderated the pace of economic expansion.

Region-Wise Output (% Y/Y)

World

CY 2027 (P)	**3.2**
CY 2026 (P)	3.1
CY 2025	3.4

Advanced Economies

CY 2027 (P)	**1.7**
CY 2026 (P)	1.8
CY 2025	1.9

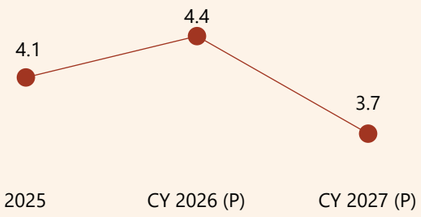
Emerging Markets and Developing Economies

CY 2027 (P)	**4.2**
CY 2026 (P)	3.9
CY 2025	4.4

Source: World Economic Outlook, April 2026, IMF, E-Estimated;

P – Projected

Global Inflation Rate (%)



Source: World Economic Outlook, April 2026, IMF,
E-Estimated; P – Projected

Outlook

The global economy is projected to grow by 3.1% in 2026 and 3.2% in 2027, supported by resilience of the service sector, artificial intelligence and technology-driven productivity gains, which are expected to partly offset the impact of persistent trade tensions, geopolitical uncertainty and evolving policy environments.

Growth across advanced economies is expected to remain broadly stable at 1.8% in 2026 before easing slightly to 1.7% in 2027. The US economy is forecast to expand by 2.3% in 2026 and 2.1% in 2027, supported by fiscal stimulus and the lagged impact of monetary easing. Emerging market and developing economies are projected to grow by 3.9% in 2026, recovering to 4.2% in 2027 as the impact of higher energy costs and trade disruptions gradually recedes.

In Europe, the UK economy is projected to slow from 1.3% in 2025 to 0.8% in 2026, before recovering to 1.3% in 2027, reflecting the effects of higher energy prices and a slower pace of monetary easing. Across the Euro area, renewed inflationary pressures are expected to delay monetary easing, while fiscal deficits are likely to widen as public debt continues to increase.

Global headline inflation is projected to ease from 3.8% in 2026 to 3.4% in 2027, although the pace of disinflation is expected to vary across regions. Despite a resilient baseline outlook, risks remain elevated, with US tariff measures, the West Asia conflict and the prolonged Russia-Ukraine war continuing to weigh on business confidence, disrupt supply chains and increase energy and transportation costs.

Source: World Economic Outlook, April 2026, IMF

Indian Economy

Indian economy demonstrated strong momentum during FY 2025-26, with real GDP growth accelerating to 7.7% from 7.1% in FY 2024-25. Growth was driven primarily by the secondary sector (8.8%) and the tertiary sector (9.3%), while private consumption and investment remained robust, with Private Final Consumption Expenditure (PFCE) and Gross Fixed Capital Formation (GFCF) growing by 7.7% and 8.2%, respectively. Manufacturing, trade-related services, and financial and professional services recorded particularly strong performance, reflecting broad-based economic expansion.

FY 2026-27 (P)	**6.8-7.2%**
FY 2025-26	7.7%
FY 2024-25	7.1%
FY 2023-24	7.2%
FY 2022-23	7.6%

P = Projections

Source: PIB (SAE), PIB (FAE), MoSPI

The Reserve Bank of India has taken a proactive stance to support growth, implementing cumulative repo rate cuts of 100 basis points between April and December 2025, bringing the policy rate to 5.25%. A favourable monsoon bolstered agricultural output and rural demand, while manufacturing and construction continued to gain traction. Real GVA expanded 7.9%, up from 7.3% in FY 2024-25, underscoring the resilience of a domestic demand-led growth paradigm. India achieved a significant milestone by surpassing Japan to become the world's fourth-largest economy, with a current GDP reaching $4.18 trillion.

Sources:

- *MoSPI (SAE), MoSPI (QE), June 2026,*
- *June 2026, The Hindu*

Outlook

India enters FY 2026-27 with strengthened macroeconomic fundamentals, backed by structural reforms in labour laws and the GST framework. Real GDP is projected to grow 6.8%-7.2%, driven by domestic consumption, government capital expenditure, services-sector resilience, and manufacturing momentum. The country remains on course to become the world's third-largest economy by 2030, targeting a GDP of $7.3 trillion.

Private consumption continues to lead growth, supported by declining inflation, rising real incomes, strong agricultural output boosting rural spending, and employment-driven urban demand. On the investment side, government infrastructure spending across roads, railways, and defence provides a solid industrial foundation, while private sector investment is picking up in manufacturing, real estate, and digital infrastructure – including data centres.

The Union Budget 2026-27 reinforces the Government's commitment to strengthening India's textile and apparel sector through an integrated policy framework focussed on enhancing manufacturing competitiveness, expanding exports and creating employment. The Budget builds on existing initiatives such as PM MITRA and the Production Linked Incentive (PLI) Scheme for Textiles, while introducing a comprehensive textile programme encompassing the National Fibre Scheme, Textile Expansion and Employment (TEEM) Scheme, Tex-Eco Initiative and Samarth 2.0. Together, these initiatives seek to strengthen the textile value chain, promote sustainable manufacturing, support workforce development and position India as a globally competitive and resilient sourcing destination, particularly as brands diversify supply chains and capitalise on emerging trade opportunities.

Sources:

- *December 2025, Reuters,*
- *June 2026, PIB*

Industry Overview

Global Fashion Industry

The global fashion industry continued to grow despite a challenging macroeconomic environment, with growth becoming increasingly selective across markets, channels and product categories. Within this landscape, the mass-fashion segment remained resilient as brands shifted their focus from volume-led expansion to profitable, demand-driven growth, placing greater emphasis on inventory discipline, sourcing agility and capital efficiency.

Consumer purchasing behaviour continued to evolve, with value increasingly defined by quality, durability and relevance rather than price alone. This shift is driving brands to strengthen product differentiation, optimise assortments and accelerate speed to market while maintaining greater flexibility across sourcing and fulfilment networks.

At the same time, the industry's operating model is undergoing structural transformation. Supply chain diversification, vendor consolidation, sustainability and digital enablement are becoming strategic imperatives as brands seek to enhance resilience, mitigate geopolitical and sourcing risks, and respond more effectively to changing consumer demand. These trends are reinforcing the importance of scalable, technology-enabled and multi-country sourcing ecosystems capable of delivering speed, flexibility and responsible growth in an increasingly complex global marketplace.

Global Apparel Market

The global apparel market was valued at USD 1,749.67 billion in 2025 and is projected to grow from USD 1,804.08 billion in 2026 to USD 2,307.04 billion by 2034, at a CAGR of 3.52%. Casual and fashion wear are the leading product categories, accounting for 35.85% of market share in 2026. Asia Pacific dominates geographically with a 41.03% share, driven by an expanding middle class across India, China, Brazil, and Southeast Asia and a growing working population with rising purchasing power.

Long-term market growth continues to be supported by structural drivers including rising incomes in emerging markets, fast-fashion innovation, advances in manufacturing technology and the continued expansion of e-commerce. However, growth remains uneven across regions as consumers in several developed markets continue to prioritise value amid economic uncertainty.

Despite improving market momentum, the industry continues to face headwinds. Consumer demand across the US and Europe remains cautious and value-driven, leading retailers to maintain lean inventories and shorter order visibility, which continues to exert pressure on margins. At the same time, wage inflation across key sourcing markets remains a structural cost challenge, reinforcing the importance of diversified sourcing strategies and disciplined cost management.

Offsetting these pressures, stabilising cotton and other raw material prices, together with easing freight rates, are improving supply chain economics. Apparel companies are responding by accelerating digital transformation, strengthening operational efficiency and embedding sustainability into their business models to enhance competitiveness and capture long-term growth opportunities.

Source:

- *June 2026, Fortune Business Insights,*

Global Apparel Sourcing

Global apparel sourcing refers to the procurement of raw materials, intermediate components, and finished garments from suppliers across international markets. The process encompasses vendor identification and evaluation, contract negotiation, logistics coordination, and adherence to applicable regulatory and quality standards.

Global apparel sourcing continued to evolve during FY 2025-26 as brands prioritised resilience, agility and supply chain diversification amid geopolitical uncertainties, trade policy shifts and increasing regulatory requirements. Retailers are progressively moving beyond a single-country sourcing model towards diversified sourcing networks that balance cost competitiveness with speed-to-market, compliance and risk mitigation. At the same time, vendor consolidation remains a key trend, with brands increasingly partnering with scaled sourcing platforms capable of offering multi-country manufacturing access, design capabilities, supply chain visibility and execution excellence. India, Vietnam and Bangladesh are expected to emerge as key sourcing hubs for US and European apparel brands, as China's labour costs increased by approximately 38% between 2010 and 2021, accelerating diversification strategies. Nearshoring is also gaining momentum, with apparel and textile imports from nearshore destinations expected to increase by 2–3 percentage points by 2030 across major Western markets.

Sustainability, traceability and digitalisation are also reshaping sourcing decisions, driven by evolving regulatory frameworks and growing stakeholder expectations. These structural shifts are reinforcing demand for integrated, technology-enabled sourcing partners with diversified geographic footprints and strong compliance capabilities.

Source:

- *November 2024, The Business of Fashion,*
- *December 2025, HKUST Li & Fung Supply Chain Institute*
- *May 2025, Uniform Market*

Trends in the Apparel Market

Geographic Shift in Demand

Asia Pacific continues to lead global apparel demand, driven by rising incomes, urbanisation and expanding middle-class populations, while North America remains one of the world's largest consumer markets. These regional dynamics are reinforcing Asia's role as a global manufacturing hub and shaping sourcing and investment decisions across the apparel value chain.

Digitalisation of the Apparel Value Chain

Digital technologies are reshaping every stage of the apparel value chain – from product design and merchandising to sourcing, manufacturing and customer engagement. Artificial intelligence, data analytics, digital product development, automation and connected supply chains are enabling faster decision-making, improved forecasting and shorter product development cycles. At the consumer end, virtual fitting, social commerce and omnichannel retailing continue to transform how apparel is marketed and sold.

Changing Consumer Behaviour and Market Dynamics

Consumer preferences in the apparel industry are changing. People now focus more on "smart value"– buying products that offer a good balance of style, quality, and price. Because of economic uncertainty, many consumers prefer essential and value-based clothing over luxury or non-essential items. Buyers are also placing smaller, shorter-term orders, which increases pressure on retailers' margins. Brands that provide good value while maintaining quality are more likely to retain customer loyalty and stay competitive.

Sustainability Becoming Mainstream

Environmental sustainability and responsible sourcing have become integral to business strategy rather than niche differentiators. Circular fashion, recycled materials, traceability and responsible manufacturing are increasingly embedded across the apparel ecosystem as brands respond to evolving stakeholder expectations.

Expansion of Omnichannel Retailing to Favour Market Growth

Omnichannel retailing is becoming a key growth driver in affordable luxury fashion, as brands blend physical stores with e-commerce, mobile apps, and social media into a single connected experience. Rather than treating each channel in isolation, retailers are giving consumers the flexibility to engage on their own terms, whether in-store, online, or through digital platforms, making the brand more accessible and driving stronger customer loyalty and sales.

Source: June 2026, Uniform Market

Growth Enablers

1. **Diversification of Global Supply Chains**

   Geopolitical uncertainties, evolving trade policies and the need for supply chain resilience continue to accelerate the diversification of global apparel sourcing. International brands and retailers are expanding their manufacturing footprint across countries such as India, Bangladesh, Vietnam, Indonesia and Türkiye to reduce concentration risk while improving sourcing flexibility. This structural shift is expected to drive increased sourcing opportunities for manufacturers and sourcing partners with diversified geographic capabilities.

2. **Supplier Consolidation and Strategic Sourcing Partnerships**

   Global retailers are increasingly consolidating their supplier base and partnering with fewer, larger sourcing organisations capable of delivering end-to-end solutions across design, product development, sourcing, quality assurance, compliance and logistics. This trend reflects the growing importance of scale, operational excellence and supply chain transparency, while creating opportunities for integrated sourcing platforms to deepen long-term customer relationships.

3. **Accelerated Adoption of Artificial Intelligence and Digital Technologies**

   Artificial intelligence is rapidly transforming the apparel value chain, with applications spanning demand forecasting, product development, merchandising, sourcing optimisation, inventory planning and supply chain visibility. Digital technologies such as Product Lifecycle Management (PLM), predictive analytics and AI-enabled design are helping companies reduce lead times, improve decision-making and enhance operational efficiency, making technology adoption an increasingly important competitive differentiator.

4. **Growth of Value Retail and Private Labels**

   Consumers continue to demonstrate heightened value consciousness amid persistent macroeconomic uncertainty, supporting sustained growth in value apparel, private-label brands and affordable fashion segments. Retailers are strengthening sourcing partnerships to deliver quality products at competitive prices while maintaining flexibility, creating continued demand for efficient, cost-competitive sourcing and product development capabilities.

5. **Regulatory Evolution**

   Increasing regulatory requirements relating to product traceability, environmental disclosures, circularity and Extended Producer Responsibility (EPR) are encouraging greater investment in compliant and transparent supply chains.

Opportunities

AI-Driven Digitisation

The rapid adoption of artificial intelligence across the apparel value chain is enhancing product development, sourcing, demand forecasting and supply chain visibility. As retailers accelerate digital transformation, demand is growing for technology-enabled solutions that improve speed-to-market, operational efficiency and data-driven decision-making.

Balancing Speed and Sustainability

Retailers are increasingly seeking sourcing partners that can deliver both speed-to-market and strong sustainability credentials. Growing consumer expectations and evolving regulatory requirements are accelerating the adoption of responsible sourcing, traceability and compliance, creating opportunities for integrated sourcing platforms that combine agility with sustainability.

Shift in Global Sourcing Preferences

Global sourcing strategies continue to evolve as retailers diversify supply chains in response to rising production costs, geopolitical uncertainty and the need for greater resilience. Procurement decisions are increasingly driven by cost competitiveness, lead times, execution capability and geographic diversification, creating opportunities for manufacturing destinations with strong sourcing ecosystems and policy support.

Source: June 2026, Fortune Business Insights

Improving Demand Environment and Greater Order Visibility

Despite a cautious consumer environment, inventory correction across the US and European markets is largely complete, with order pipelines strengthening and visibility expected to improve further. Gradually recovering discretionary demand, together with the increasing adoption of long-term sourcing programmes and multi-season commitments, is expected to support stronger order visibility, improved revenue conversion and greater margin stability.

Free Trade Agreements and Long-Term Sourcing Programmes

The expansion of free trade agreements, including the India-UK Free Trade Agreement and the India-EU Free Trade Agreement, is expected to enhance export competitiveness and improve market access. Combined with retailers' growing preference for larger, long-term sourcing programmes, these developments are creating opportunities to expand sourcing volumes, strengthen customer relationships and build more diversified supply chains.

Government & Policy Support

Governments across key apparel markets are promoting trade, sustainability and supply chain resilience through free trade agreements, industrial incentives and regulatory reforms. These initiatives are driving supplier diversification, strengthening manufacturing ecosystems and increasing demand for sourcing partners with multi-country capabilities, compliance expertise and traceable supply chains. In India, initiatives such as the PM MITRA scheme, the PLI Scheme for Textiles and digital traceability programmes are further enhancing manufacturing competitiveness and export potential.

Challenges

1. **Trade Policy and Tariff Uncertainty**

   Frequent changes in global trade policies and tariff regimes continue to create uncertainty across apparel supply chains. Rising import duties, evolving customs requirements and increased scrutiny of country-of-origin compliance are adding to sourcing costs and operational complexity. In response, manufacturers and retailers are restructuring sourcing networks, renegotiating supplier contracts and diversifying production footprints to mitigate trade-related risks.

2. **Moderating Demand and Evolving Consumer Behaviour**

   The global fashion industry is expected to deliver low single-digit growth in 2026 amid continued macroeconomic uncertainty. Consumers remain increasingly value conscious, prioritising affordability, quality and essential purchases while becoming more selective in discretionary spending. The continued growth of value retail, resale platforms and social commerce is reshaping purchasing behaviour, requiring brands to balance pricing, product innovation and customer engagement.

3. **Supply Chain and Inventory Volatility**

   Persistent geopolitical disruptions, logistics challenges and tighter inventory management by retailers continue to reduce order visibility and increase supply chain complexity. Shorter procurement cycles, shipment deferrals and ongoing sourcing realignments are making production planning and inventory optimisation increasingly challenging across the apparel value chain.

4. **Workforce Transformation in the AI Era**

   The rapid adoption of artificial intelligence and automation is reshaping workforce requirements across the apparel industry. Companies are increasingly investing in digital capabilities, reskilling initiatives and organisational transformation to integrate AI while preserving the creativity, product innovation and design expertise that remain central to the fashion industry.

5. **Regulatory Complexity and Sustainability Compliance**

   The regulatory landscape continues to evolve rapidly, with increasing requirements relating to product traceability, Extended Producer Responsibility (EPR), environmental disclosures and product compliance across multiple jurisdictions. The absence of harmonised global standards is increasing compliance costs and operational complexity, while requiring companies to strengthen governance, transparency and sustainability practices across the value chain.

Sources:

- *April 2026, The Daily Star*
- *Bangladesh election offers hope to garment sector battered by, February 2026, Reuters*

Company Overview

About PDS Limited

PDS Limited is a global fashion solutions and infrastructure platform providing design-led sourcing, sourcing as a service, manufacturing, and brand management to leading retailers and brands worldwide. Leveraging its diversified global network, entrepreneurial operating model, and technology-enabled capabilities, PDS helps customers build resilient, agile, and responsible supply chains while driving long-term value creation.

22+
Countries

90+
Offices

40+
Business Verticals

250+
Designers

600+
Compliant Factory Partners

~1.3 mn
Pieces / day

Sourcing

Sourcing continues to be the core of PDS, contributing ₹12,399 crore in revenue and representing 95% of the Group's business. The year was marked by continued progress in expanding customer relationships, adding new accounts, broadening product categories, and increasing participation across strategic sourcing and consumption markets.

- **Design-Led Sourcing**

  PDS combines design, product innovation, and sourcing expertise to deliver a differentiated solution to leading global brands and retailers. Supported by a network of over 250+ designers across key fashion hubs, the Company translates consumer insights and market trends into commercially-relevant products. Through its integrated capabilities across design, sourcing, manufacturing, and supply chain management, PDS enables customers to expand categories, diversify sourcing, accelerate speed-to-market, and build resilient supply chains while maintaining high standards of quality, compliance, and sustainability.

- **Sourcing as a Service**

  PDS' Sourcing as a Service (SaaS) model enables retailers and brands to outsource their sourcing office function through a transparent cost-plus framework to PDS. Acting as a strategic extension of the customer's organisation, PDS provides end-to-end sourcing capabilities, including supplier management, product development, quality assurance, compliance, and execution. The model delivers flexibility, scalability, and access to a diversified global sourcing ecosystem, helping customers build agile and resilient supply chains.

- **Brand Management**

  Under Brand Management, the platform extends capabilities beyond sourcing to create, scale, and monetise brands across global markets. Spanning licensed brands, influencer-led brands, and owned intellectual property, the platform combines design, product development, sourcing, manufacturing, distribution, and marketing within a single operating ecosystem.

  Supported by deep consumer insights, creative capabilities, and a diversified global supply chain, it accelerates speed-to-market and commercial execution. This integrated approach enhances brand relevance, strengthens market presence, and drives sustainable value creation across the portfolio.

Manufacturing

The Manufacturing business continued to underpin the Group's integrated value proposition, providing strategic production capabilities alongside its global sourcing platform. Over the period, the segment has transitioned from a standalone factory setup to a more integrated manufacturing arm comprising three facilities – two in Bangladesh and one in India through the acquisition of Knit Gallery.

This transformation has enhanced alignment with sourcing operations, strengthened long-term customer partnerships, and improved the ability to leverage scale, operational efficiencies, and best practices across the platform.

PDS Ventures and Others

PDS Ventures is the Group's strategic investment platform focussed on emerging businesses driving innovation, sustainability, and circularity across the fashion value chain. Through investments in companies such as Materra, Reflaunt, and Upcycle Labs, the platform provides early visibility into disruptive technologies, evolving consumer trends, and next-generation business models.

These partnerships not only support innovation and commercialisation but also create strategic inroads into existing and prospective customer accounts, strengthening customer engagement and expanding opportunities across the broader PDS platform. Through PDS Ventures, the Group continues to build its innovation pipeline while creating long-term strategic value for the business and the wider fashion ecosystem.

Business Performance

The Company delivered a resilient performance in FY 2025-26 despite a subdued global retail environment and continued uncertainty across key markets. Growth was supported by customer diversification, increased wallet share, and continued expansion across categories and geographies. At the same time, disciplined execution of procurement, cost optimisation, and portfolio management initiatives contributed to improved gross margins and strengthened the overall quality of earnings.

Operational Highlights

- Order book as of early April 2026, increased 11% compared to the same period last year, reflecting healthy demand, deeper customer engagement, and growing momentum in higher-value Sourcing as a Service (SaaS) partnerships

- Growth was led by the UK and Americas, with the latter reflecting the success of the Group's strategic efforts to deepen its presence in the U.S. market through new customer acquisitions, expanded wallet share, and stronger engagement with key retail accounts, while softer demand in Europe and Asia moderated overall performance

- Capital allocation remained disciplined, with investments in new verticals reduced by 27% and capital expenditure lowered by 56%, reinforcing the focus on profitability, cash generation, and returns

- Project PULSE, transitioning from BCG's cost transformation recommendations, is being institutionalised as a platform-wide digital backbone focussed on sourcing, supplier governance, and master data management, aimed at driving sustainable cost efficiencies and structurally improved margins

- Continued to strengthen the digital foundation of the platform through the advancement of the S/4HANA transformation programme, enhanced master data and pricing capabilities, increased adoption of AI-enabled analytics across functions such as planning, design, product development and operations, and the launch of a new corporate website showcasing the Group's integrated global capabilities and innovation-led growth strategy

Consolidated Financial Performance

All amounts in ₹ crore unless otherwise mentioned

Particulars	FY 2025-26	FY 2024-25
Revenue from operations	13,110	12,578
Other income	100	50
Total Income	13,210	12,628
COGS	10,410	10,047
Employee Expenses	1,317	1211
Other expenses	998	863
EBITDA	385	457
EBITDA Margin (%)	2.9%	3.6%
Finance Cost	147	127
Profit after tax	178	241
Profit after tax margin (%)	1.4%	1.9%
Basic EPS	7.91	11.44

Revenue

Revenue from operations for FY 2025-26 stood at ₹13,110 crore compared to ₹12,578 crore in FY 2024-25, representing growth of 4.2% year-on-year. The increase was supported by customer retention, expansion of existing customer relationships, new customer additions, and growth across selected product categories and geographies. Gross Merchandise Value (GMV) increased to ₹19,666 crore during the year, while the order book strengthened to approximately ₹5,074 crore as of early April 2026, reflecting continued customer demand and growth in sourcing programmes, particularly in North America.

Other Income

Other income increased to ₹100 crore in FY 2025-26 from ₹50 crore in FY 2024-25, primarily due to higher foreign exchange gains and mark-to-market gains on investments within the PDS Ventures portfolio.

Gross Profit

Gross Profit increased to ₹2,701 crore in FY 2025-26 from ₹2,531 crore in FY 2024-25. Gross margin improved to 20.6% from 20.1% in the previous year, supported by procurement efficiencies, disciplined sourcing practices, and an improved business mix.

EBITDA

EBITDA for FY 2025-26 stood at ₹385 crore compared to ₹457 crore in FY 2024-25. EBITDA margin moderated to 2.9% from 3.6% in the previous year, primarily reflecting losses from new vertical investments, one-time restructuring and redundancy costs, and higher licence-related expenses. Losses from new verticals reduced by 24% year-on-year to ₹124 crore from ₹162 crore in FY 2024-25, reflecting ongoing portfolio rationalisation initiatives.

Profit After Tax

Profit after tax for FY 2025-26 stood at ₹178 crore compared to ₹241 crore in FY 2024-25. PAT margin was 1.4% compared to 1.9% in the previous year. The decline was attributable to lower operating profitability, higher finance costs, and a higher effective tax rate during the year.

Effective Tax Rate

The effective tax rate increased from 10% in FY 2024-25 to 14% in FY 2025-26, reflecting the impact of evolving global tax regulations and changes in the geographic mix of earnings. The year also included a one-time impairment charge of approximately ₹14 crore on the investment in DBS Lifestyle at the India standalone level. The effective tax rate is expected to stabilise within the range of 16%–18%, subject to the mix of profits across jurisdictions and prevailing tax regulations.

Summarised Balance Sheet

All amounts in ₹ crore unless otherwise mentioned

Particulars	FY 2025-26	FY 2024-25
Non-Current Assets	1,492	1,234
Current Assets	3,773	3,512
Inventory	557	483
Trade Receivables	1,647	1,860
Cash and Bank Balances	1,036	737
Other Current Assets	534	431
Total Assets	**5,266**	**4,745**
Total Equity	**1,859**	**1,677**
Non-Current Liabilities	258	228
Borrowings	154	119
Other Non-Current Liabilities	104	109
Current liabilities	**3,148**	**2,841**
Borrowings	987	993
Trade Payables	1,740	1,507
Other Current Liabilities	422	341
Total Equity & Liabilities	**5,266**	**4,745**

Balance Sheet Review

Assets

Total assets as of March 31, 2026 stood at ₹5,266 crore compared to ₹4,745 crore as of March 31, 2025, representing an increase of 11.0%. The increase was driven by growth in both non-current and current assets, reflecting strategic investments, acquisitions, and improved liquidity.

Non-Current Assets

Non-current assets increased by 20.9% to ₹1,492 crore as of March 31, 2026 from ₹1,234 crore in the previous year.

Property, Plant and Equipment increased to ₹559 crore from ₹496 crore, primarily due to the consolidation of Knit Gallery and the capitalisation of projects completed during the year.

Intangible assets, including assets under development, increased to ₹70 crore from ₹41 crore, reflecting continued investments in technology and digital capabilities.

Goodwill increased during the year by ₹91 crore primarily on account of the acquisitions of Knit Gallery and GSCL.

Other financial assets increased to ₹407 crore from ₹359 crore, reflecting mark-to-market gains on investments within the PDS Ventures portfolio and additional strategic investments made during the year.

Current Assets

Current assets stood at ₹3,773 crore as of March 31, 2026 compared to ₹3,512 crore in the previous year, an increase of 7.4%.

Inventories increased to ₹557 crore from ₹483 crore, primarily due to inventory held within the Ted Baker business and changes in product mix.

Trade receivables reduced to ₹1,647 crore from ₹1,860 crore, reflecting improved collections and enhanced working capital discipline. Debtor days improved to 46 days from 54 days in the previous year.

Cash and bank balances increased significantly to ₹1,036 crore from ₹737 crore, supported by strong operating cash flow generation and tighter management of working capital across the Group.

Equity

Total equity increased to ₹1,859 crore as of March 31, 2026 from ₹1,677 crore in the previous year, driven primarily by profits retained during the year & Foreign currency translation reserve.

Borrowings

Total borrowings stood at ₹1,141 crore as of March 31, 2026 compared to ₹1,111 crore as of March 31, 2025.

Long-term borrowings increased to ₹154 crore from ₹119 crore, primarily due to debt assumed as part of the Knit Gallery acquisition and term financing for office property in the United Kingdom. Short-term borrowings remained broadly stable at ₹987 crore compared to ₹993 crore in the previous year.

Current Liabilities

Current liabilities increased to ₹3,148 crore from ₹2,841 crore as of March 31, 2025. Trade payables increased to ₹1,740 crore from ₹1,507 crore, reflecting higher business activity and supplier balances at year-end.

Liquidity and Working Capital

The Group continued to strengthen its balance sheet through disciplined working capital management and robust cash generation. Net working capital days reduced significantly to 4 days as of March 31, 2026 from 17 days in the previous year, reflecting improved collections, inventory management, and payable efficiencies.

Net debt reduced substantially to ₹105 crore from ₹374 crore as of March 31, 2025, supported by strong operating cash flows and utilisation of Qualified Institutional Placement proceeds towards debt reduction. As a result, leverage remained conservative, with Net Debt to Equity at 0.06x and Net Debt to EBITDA at 0.27x.

Key Financial Ratios – Consolidated

Ratios	FY 2025-26	FY 2024-25	Change
Interest coverage ratio (x)	2.42	3.13	-0.71
Current ratio (x)	1.20	1.24	-0.04
Debt equity ratio (x)	0.61	0.66	-0.05x
Operating profit margin (%)	2.7%	3.1%	-0.4%
Net profit margin (%)	1.4%	1.9%	-0.5
Return on net worth (%)	9.6%	14.4%	-4.8
Debtors' turnover ratio (x)	7.96	6.76	1.20
Inventory turnover ratio (x)	18.69	20.78	-2.09
Return in capital employed (%)	18.0%	19.3%	-1.29

Interest Coverage Ratio

The interest coverage ratio declined to 2.42x in FY 2025-26 from 3.13x in FY 2024-25, primarily due to lower operating profitability during the year coupled with higher finance costs arising from acquisition-related borrowings and term financing.

Current Ratio

The current ratio moderated to 1.20x from 1.24x in the previous year. The movement was primarily attributable to an increase in current liabilities, particularly trade payables, in line with business growth and working capital management initiatives.

Debt-Equity Ratio

The debt-equity ratio improved to 0.61x from 0.66x in FY 2024-25, reflecting a stronger equity base and disciplined management of borrowings despite strategic investments and acquisitions during the year.

Operating Profit Margin

Operating profit margin declined to 2.7% from 3.1% in FY 2024-25, primarily due to losses from new vertical investments, one-time restructuring costs, and higher licence-related expenses incurred during the year.

Net Profit Margin

Net profit margin moderated to 1.4% from 1.9% in FY 2024-25, reflecting lower operating profitability, increased finance costs, and a higher effective tax rate.

Return on Net Worth

Return on net worth declined to 9.6% from 14.4% in the previous year, primarily due to lower profit after tax during the year, partially offset by growth in shareholders' equity.

Debtors' Turnover Ratio

Debtors' turnover improved to 7.96x from 6.76x in FY 2024-25, reflecting improved collection efficiency, tighter credit management, and a sustained focus on working capital optimisation.

Inventory Turnover Ratio

Inventory turnover moderated to 18.69x from 20.78x in FY 2024-25, primarily due to higher inventory levels within the brand management business and changes in inventory mix during the year.

Return on Capital Employed

Return on capital employed stood at 18.0% compared to 19.3% in FY 2024-25. The marginal decline reflects lower operating profitability during the year, partly offset by improved working capital efficiency and disciplined capital allocation.

Outlook

The Group enters FY 2026-27 with a sharper operating focus, a more disciplined portfolio, and a strengthened platform for sustainable growth. Ongoing portfolio rationalisation and the reduction of losses from new verticals are expected to support improved profitability and capital efficiency. The United States remains a key growth market, with recent customer wins and expanding Sourcing-as-a-Service engagements providing a strong foundation for future growth. The business is also well positioned to benefit from structural sourcing shifts, vendor consolidation trends, and emerging trade opportunities, including the anticipated India-EU Free Trade Agreement. At the same time, the Group continues to advance its enterprise-wide digital transformation programme, with investments in SAP S/4HANA, data management, sourcing technologies, and AI-enabled capabilities expected to enhance operational efficiency, strengthen governance, and support scalable growth over the medium term.

Risk Management

The Company has implemented a proactive risk management framework to safeguard operations, assets, and stakeholder interests while enabling sustainable growth. Risks across strategic, operational, financial, and compliance areas are systematically identified, assessed, and prioritised based on impact and likelihood, with targeted mitigation measures in place. A formal governance structure, led by senior management, ensures effective oversight, continuous monitoring, and enterprise-wide integration of risk management practices, fostering a strong culture of risk awareness across the organisation.

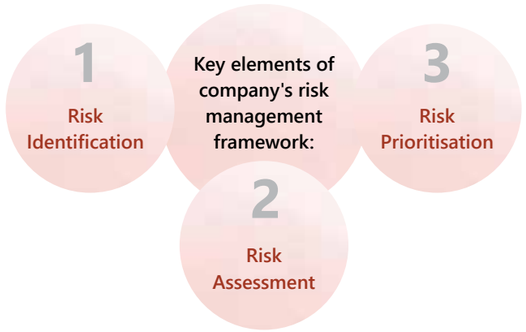
Board of Directors

Audit Committee

Risk Management Committee

Head of Departments (HODs) as Risk Managers

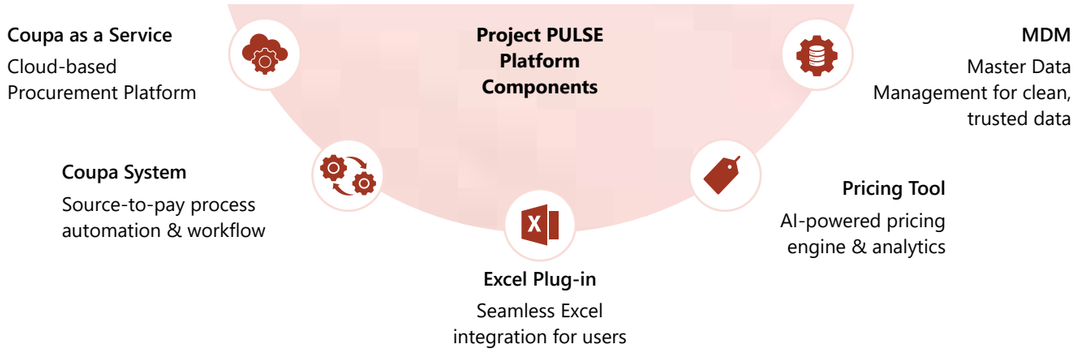
Each Employee as Risk Owner



Technology and Infrastructure

PDS Limited is advancing a structured digital transformation agenda through sustained investments in AI, analytics, and enterprise systems to enhance scalability, cybersecurity, and operational efficiency. The Company is modernising core IT infrastructure, accelerating cloud adoption, and automating critical processes to strengthen agility and decision-making. Its integrated digital architecture spans analytics, design, procurement, manufacturing, supply chain, compliance, and QA/QC, supported by real-time dashboards and cloud-based data lakes. A unified SAP S/4HANA backbone governs over 150 legal entities across 22+ countries, reinforced by advanced cybersecurity frameworks to ensure data integrity and operational continuity.

Project PULSE is PDS's enterprise-wide digital backbone for procurement excellence, transitioning the Group from the BCG-led cost transformation recommendations into a fully institutionalised, AI-enabled platform. It integrates sourcing, supplier governance, contracts, and master data into a single system designed to deliver sustained improvements in efficiency, control, and margin performance. A central ambition of PULSE is to shift from manual e-auction processes to AI-led automatic bidding as the default sourcing approach, creating a structural cost advantage across PDS's raw material spend. Harmonised master data further unlocks intelligent pricing, supplier benchmarking, and AI-powered negotiation, positioning PULSE as a platform for margin expansion rather than process efficiency alone.



Organisational Structure

The Company follows an entrepreneurial operating model that delegates full profit-and-loss accountability to business leaders across geographies. Its organisational structure includes multiple legal entities, comprising subsidiaries, joint ventures, and associate companies. This decentralised framework preserves operational independence while fostering greater transparency and strengthening customer confidence through clear visibility into individual business performance.

Human Resource Management

The Company maintains a strong focus on employee development, engagement, and well-being to foster a high-trust, high-performance culture. It enhances the employee experience through structured initiatives such as cross-functional job rotations, mentorship programmes, and strengthened communication and feedback frameworks. Capability building and leadership development remain strategic priorities, supported by formal training interventions through the PDS Learning Academy and executive coaching collaborations.

HR processes have been modernised through digitisation, including the implementation of HRMS platforms and additional modules to improve efficiency and governance. Employee engagement is reinforced through participative surveys and recognition programmes that acknowledge performance and contributions. Collectively, these initiatives support the development of a motivated, skilled, and future-ready talent base aligned with the Company's long-term growth objectives.

Internal Audit & Controls

The Company has established a comprehensive internal control framework to ensure safeguarding of assets, integrity of financial reporting, and reliability of operational data. This control environment is reinforced through a structured internal audit programme, periodic senior management reviews, and well-defined policies, standards, and procedural guidelines. Internal audit observations serve as key inputs for risk identification and evaluation. Additionally, business risks are systematically reviewed to proactively identify material exposures that could impact the Company's strategic objectives.

Cautionary Statement

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 2025-2026.

Directors' Report

Dear Shareholders,
PDS Limited

The Board of Directors of the Company ("**Board**") are pleased to present the 15th 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, 2026.

FINANCIAL HIGHLIGHTS

(₹ in Lakhs)

Particulars	Consolidated		Standalone	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025 (Restated)
Revenue from Operations	13,11,008.17	12,57,798.85	25,740.74	45,478.56
Other Income	9,965.34	4,954.15	5,868.59	8,318.03
Total Expenses	13,00,246.33	12,35,812.07	28,311.91	46,158.16
Profit from Operations Before Exceptional Item and Taxes	**20,727.18**	**26,940.93**	**3,297.42**	**7,638.43**
Share of loss of associates and joint ventures	(181.69)	(91.99)	-	-
Exceptional Item	-	-	-	-
Profit Before Tax	**20,545.49**	**26,848.94**	**3,297.42**	**7,638.43**
Tax Expense (including deferred taxes)	2,783.10	2,711.46	94.57	370.77
Profit After Tax	**17,762.39**	**24,137.48**	**3,202.85**	**7,267.66**
Other Comprehensive Income/(Loss)	13,928.65	(7,149.11)	45.52	(7.42)
Total Comprehensive Income	**31,691.04**	**16,988.37**	**3,248.37**	**7,260.24**
Earnings Per Share (₹)				
Basic	7.91	11.44	2.27	5.30
Diluted	7.87	11.28	2.26	5.23

FINANCIAL PERFORMANCE & THE STATE OF COMPANY AFFAIRS

FINANCIAL PERFORMANCE

Consolidated

The revenue from operations of the Company for the financial year ended March 31,2026 is ₹13,11,008.17 Lakhs as against ₹12,57,798.85 Lakhs in the previous year. The Consolidated Profit after Tax for the financial year ended March 31,2026 is ₹17,762.39 Lakhs as compared to ₹24,137.48 Lakhs in the previous year, mainly due to lower margins and increase of employee cost and other expenses.

Standalone

The revenue from operations of the Company stood at ₹25,740.74 Lakhs for the financial year ended March 31,2026 as against ₹45,478.56 Lakhs in the previous year. The Company reported a Profit after Tax of ₹3,202.85 Lakhs for the financial year ended March 31, 2026 as compared to ₹7,267.66 Lakhs in the previous year, mainly due to lower sales and margins and increase of 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 at https://pdsltd.com/investors/financial-reports/?report_group=investor-updates-call-transcripts.

There have been no material changes and commitments occurred after the close of financial year 2025-26 to the date of this Report, which may significantly affect the financial position or the operations of the Company.

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

Change in Registered Office of the Company

A. From the State of Maharashtra to the State of Haryana:

During the financial year, the Company obtained the approval from its Shareholders through a postal ballot dated February 10, 2026, results of which were declared on March 14, 2026, for shifting its registered office from the State of Maharashtra to the State of Haryana.

Reason for Change: The Registered Office of the Company in Mumbai, Maharashtra operates from leased premises, which is subject to periodic renewals and associated risks of change in address. In contrast, the premises available in Gurugram, Haryana, is owned by the Company, thereby offering greater long-term stability, cost-efficiency, and enhanced administrative control, while continuing to maintain high standards of operational effectiveness and regulatory compliance. The proposed shift is therefore expected to support centralized operations and improve coordination and overall management of the Company's primary corporate office.

Pursuant the approval of the Shareholders obtained through postal ballot on March 14, 2026, the Company has filed an application with the Regional Director for shifting its Registered Office from the State of Maharashtra to the State of Haryana. As on date of this report, the approvals on the said application are awaited.

B. Temporary Shift of Registered Office within the Same City and State:

The Board of Directors of PDS Limited has approved, with effect from May 15, 2026, a temporary relocation of the Company's registered office within the same premises and jurisdiction. The registered office has been shifted from Unit No. 971, Solitaire Corporate Park, Andheri Ghatkopar Link Road, Andheri East, Mumbai – 400093, Maharashtra, India to Unit No. 1031-1032, Solitaire Corporate Park, Andheri Ghatkopar Link Road, Andheri East, Mumbai – 400093, Maharashtra, India. This temporary shift has been necessitated due to the expiry of the lease term of the existing premises.

AWARDS & RECOGNITION

During the financial year, the Company's Annual Report for FY 2024-25, titled "Weaving Threads of Trust FY 2024-25", was conferred with the Gold Award at the 2025 Spotlight Awards - Global Communications Competition conducted by the League of American Communications Professionals LLP, recognising excellence in corporate communications and annual reporting. The Annual Report also recorded a significant improvement in its global ranking, advancing from 74th position in 2023 to 46th position, thereby securing a place among the Top 100 Annual Reports worldwide.

The Company was further honoured with the Gold Award for World Leadership in Ready-Made Garments (RMG) in India at the Apparel Export Promotion Council's Export Awards held in December 2025. The award was received by Dr. Deepak Kumar Seth, Group Chairman, and Mrs. Payel Seth, Promoter, from the Hon'ble Vice President of India, Shri C. P. Radhakrishnan.

In addition, various step-down subsidiaries of the Company received prestigious industry recognition across sustainability, brand excellence, and corporate reporting. Norlanka was conferred with a Merit Award in the Apparel Industry category at the Presidential Environmental Awards in October 2025, acknowledging its commitment to environmental stewardship and sustainable business practices. Radius Brands was recognized with the Best Licensed Fashion and Talent Brand Award for its collaboration with Kelly Hoppen at the Brand & Lifestyle Awards held in London in May 2025.

INVESTOR RELATIONS

During the year under review, the Company continued to actively engage with the investor community via open dialogue through the quarterly earnings call, investor conferences, one-on-one meetings, group interactions, and virtual meetings. The Company's senior leadership, including the Executive Vice Chairman, Group Chief Executive Officer, Group Chief Financial Officer, and other members of the leadership team, remained actively involved in communicating the Company's operating performance, strategic priorities, capital allocation framework, growth initiatives, and sustainability agenda to investors community.

These interactions provided stakeholders with deeper insights into the Company's diversified business model, evolving growth vectors, profitability improvement initiatives, balance sheet strengthening efforts, and long-term value creation strategy, while also enabling management to address investor queries and gather valuable feedback.

Building on the success of its inaugural Investor Day, the Company hosted its second Investor Day during the year, bringing together members of the investment community to gain insights from the Leadership team on the Group's strategic roadmap, operational priorities, growth opportunities across key business verticals, and long-term aspirations. The event featured presentations by Leadership team and business leaders, fostering greater transparency and stakeholder engagement.

The Company remains committed to maintaining the highest standards of corporate governance, transparency, and timely disclosure. All material information, investor presentations, earnings releases, conference call transcripts, and other relevant communications are made available on the Company's website, ensuring equitable access to information for all stakeholders.

DIVIDEND AND RESERVES

During the financial year, the Board at their meeting held on October 27, 2025, declared an 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%) for the financial year 2025-26. The dividend was disbursed within the statutory timelines commencing November 7, 2025, resulting in a total aggregate outflow of ₹2,332.52 Lakhs.

Based on the Company's performance and overall financial health of the Company for the financial year ended March 31, 2026, the Board has recommended, for approval of the Shareholders, a final dividend of ₹1.65 (Rupee One and Sixty-Five Paise) per equity share of face value of ₹2.00 each, i.e., 82.50%.

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 Friday, July 24, 2026. The said dividend, if approved by the Shareholders, would involve a cash outflow of ₹2,333.80 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, 2025, 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/2025/08/28.-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

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

(a) PDS Limited – Employee Stock Option Plan 2021("**PDS ESOP 2021**")

(b) PDS Limited – Employee Stock Option Plan 2021 – Plan A ("**PDS ESOP PLAN A 2021**")

(c) PDS Limited – Employees Stock Option Plan 2021 – Plan B **("PDS ESOP PLAN B 2021")**

(d) PDS Limited – Phantom Stock Units Plan 2021 **("PDS Phantom 2021")**

The Nomination and Remuneration Committee ("NRC") administers all the existing Employee Benefits Plans.

Pursuant to the shareholders' approval obtained through a postal ballot dated February 10, 2026 (results of which were declared on March 14, 2026), the Company made the following key alterations in the PDS ESOP Plan B 2021 scheme:

- **Pool Expansion:** The employee stock option pool for eligible employees of the Company and its subsidiaries was increased by 2,99,000 options. Consequently, the total pool grew from 5,06,740 options to 8,05,740 options, with each option convertible into an equivalent number of equity shares.
- **Trust Authorisation and Funding:** Consequent authorisation was granted to the 'PDS Multinational Fashions ESOP Trust' to execute further secondary acquisitions of shares. Accordingly, the loan limit extended to the Trust for these acquisitions was increased within statutory limits.

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/?governance_type=esop. The disclosure containing 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/ .

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/?governance_type=esop. 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 CAPTIAL

During the financial year, there has been no change in the Authorized Share Capital of the Company, as at March 31, 2026, 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 1,23,750 equity shares upon the exercise of an equal number of stock options by employees of the Company and its subsidiaries.

Details of change in Issued and Paid-up Share Capital during the year are given below:

Particulars	No. of Shares	Share Capital (₹)
As on April 1, 2025	14,13,18,383	28,26,36,766
Increased during the year	1,23,750	2,47,500
As on March 31, 2026	14,14,42,133	28,28,84,266

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 ITS 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 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.

SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company has several subsidiaries, joint ventures and associates spread across the globe. As on March 31, 2026, the Company had 142 subsidiaries, 4 Associates, 4 Joint Ventures 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 incorporated/acquired or dissolved/liquidated to be subsidiaries / associate / joint ventures during the financial year are as follows:

Entities Incorporated/ Acquired

Sl. No.	Name	Country
1	Knit Gallery India Private Limited	India
2	PDS Global Sourcing Limited	India
3	NexStyle Apparel Manufacturing Limited	Mauritius
4	GSC Link Limited	Hong Kong
5	Simple Approach – UK Limited	United Kingdom
6	Design Arc LLC	USA
7	Design Coe USA Inc	USA

Entities Dissolved/ Liquidated/Disposed-Off

Sl. No.	Name	Country
1	Digital Ecom Techno Private Limited	India
2	S. Oliver Fashion India Private Limited	India
3	Kontemporary Koncepts Private Limited	India
4	Fareast Vogue Limited	United Kingdom
5	Mambo Leisure Masters Limited	United Kingdom
6	New Lobster USA LLC	USA
7	Grupo Sourcing Limited	Bangladesh
8	DH Sourcing Limited	Bangladesh
9	Brand Collective BCPT, Unipessoal LDA	Portugal

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/wp-content/uploads/2025/08/13.-Policy-for-determinig-the-Material-Subsidiary.pdf.

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Directors

Non-Executive & Non-Independent Directors

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.

In accordance with the provisions of the Act and the Articles of Association of the Company, Ms. Yael Gairola is liable to retire by rotation at the ensuing 15th AGM and being eligible, has offered herself for re-appointment. On the recommendation of the NRC, the Board of Directors recommends her re-appointment as Director, liable to retire by rotation. The said re-appointment is subject to the approval of members at the ensuing AGM.

Executive Director

As on the date of this report, Mr. Pallak Seth is the Executive Vice Chairman of the Company, who is liable to retire by rotation.

Independent Directors

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.

During the financial year, Ms. Sandra Campos (DIN: 10390929), Independent Director of the Company, completed her first term of two years on November 27, 2025. Pursuant to the provisions of the Companies Act, 2013 and applicable regulations, she was re-appointed for a second consecutive term of two years, commencing from November 28, 2025, to November 27, 2027 (both days inclusive). The re-appointment was duly approved by the shareholders at the AGM of the Company held on July 24, 2025.

All the Directors of the Company have confirmed that they are not disqualified to act as Director in terms of Section 164(1), Section 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 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.

Directors seeking re-appointment in the ensuing AGM:

Basis the recommendation of the NRC, the Members of the Board, subject to the approval of the Members in the ensuing AGM, have approved the re-appointment of Mr. Nishant Parikh (DIN: 07349640) and Mr. Robert Sinclair (DIN: 09390821) as Independent Directors of the Company, not liable to retire by rotation, for a second term of 2 (two) consecutive years, with effect from December 8, 2026 to December 7, 2028 (both days inclusive) and November 9, 2026 to November 8, 2028 (both days inclusive), respectively.

Key Managerial Personnel

As on date of this report, Mr. Sanjay Jain, Group Chief Executive Officer, Mr. Sadik Ismail Sunasara, Group Chief Financial Officer and Mr. Abhishekh Kanoi, Group Legal Head & Company Secretary are the Key Managerial Personnel of the Company in accordance with the provisions of Section 2(51) read with Section 203 of the Act.

Mr. Rahul Ahuja resigned from the office of Group Chief Financial Officer of the Company effective closure of business hours on March 31, 2026. Further, Mr. Sadik Ismail Sunasara was appointed as the Group Chief Financial Officer of the Company effective April 1, 2026.

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) they 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) 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, 5 (Five) 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 composition, 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 at https://pdsltd.com/wp-content/uploads/2025/08/30.-Nomination-and-Remuneration-Policy.pdf.

We affirm that the remuneration paid to the Directors is 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 Polices 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/?governance_type=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 and Board meetings. Recommendations arising from the evaluation process were considered by the Board and its committees to further strengthen their overall performance & 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 implemented a structured induction and familiarisation programme for the orientation and training of Directors at the time of their appointment, with the objective of enabling them to gain a comprehensive understanding of the Company, its governance framework, management structure, operations, and the industry in which it operates.

The programme is designed to equip Directors with relevant insights into the Company's business model, strategic priorities, regulatory environment, risk management framework, and key organisational policies, thereby facilitating their effective participation in Board and Committee deliberations.

A detailed note describing the structured induction and familiarisation programme conducted during the financial year 2025–26, including the nature and scope of training and orientation provided to Directors, is available on the Company's website at https://pdsltd.com/investors/corporate-governance/?governance_type=directors-familiarization-programmes. The same is also included in the Corporate Governance Report forming 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:

a. the applicable Accounting Standards had been followed in the preparation of the annual accounts along with proper explanation relating to material departures;

b. 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;

c. 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;

d. the annual accounts have been prepared on a going concern basis;

e. the proper internal financial controls were in place and that such internal financial controls are adequate and were operating effectively; and

f. 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 re-appointed as Statutory Auditors of the Company at the 13th AGM held on July 26, 2024, to hold office from the conclusion of the 13th AGM till the conclusion of the 18th AGM to be held in the year 2029 for a second term of 5(five) consecutive years. 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

In accordance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. SGGS & Associates ("SGGS"), Practicing Company Secretaries [ICSI Unique Code: P2021MH086900], were appointed as Secretarial Auditors of the Company at the 14th Annual General Meeting held on July 24, 2025, to hold office for a period of 5 (five) consecutive years from the financial year 2025-26 till the financial year 2029-30.

The Secretarial Audit Report for the financial year ended March 31, 2026, in the prescribed Form MR-3, forms part of this Annual Report as **Annexure 3**. There are no qualifications, reservations, adverse remarks or disclaimers made by the Secretarial Auditors, in their Audit Report for the financial year under review. The remark therein is detailed in the report and is self-explanatory.

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, 2026, 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 2025-26.

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 required to spend ₹35,18,547 towards CSR and has fully complied with the statutory requirements of the Act. The contribution was made to 'Soham for Kids Education Society', Hyderabad, towards supporting underprivileged and orphaned children through initiatives including education, mid-day meals, healthcare, and vocational training, in line with Schedule VII of the Act.

The Company's CSR Policy and the Annual Action Plan are available on the website of the Company at:

- https://pdsltd.com/wp-content/uploads/2025/12/Corporate-Social-Responsibility-Policy.pdf
- https://pdsltd.com/wp-content/uploads/2025/12/Annual-Action-Plan-for-FY-2025-26.pdf

The same are also 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://pdsltd.com/wp-content/uploads/2025/08/31.-Risk-Management-Policy.pdf.

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 have 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 Group Legal Head & Company Secretary of the Company at investors@pdsltd.com and the same shall be furnished on such request.

RELATED PARTY TRANSACTIONS

The Company has established a robust framework for the identification, review, approval, and monitoring of Related Party Transactions ("RPTs"). All RPTs undertaken during the financial year 2025-26 were in the ordinary course of business and on an arm's length basis. The Audit Committee reviewed and approved all such transactions in accordance with the Company's RPT Policy. As a standard practice, omnibus approvals are obtained on a periodic basis for repetitive and unforeseen transactions, subject to defined criteria under the Policy. Only Independent Directors who are members of the Audit Committee participated and voted on matters relating to RPTs, and the Committee is empowered to seek any information from management and appoint third-party advisors, wherever necessary, to ensure that transactions are in the 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. The Policy is uploaded on the website of the Company at https://pdsltd.com/wp-content/uploads/2025/10/16.-Policy-on-Related-Party-Transanctions.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 under of Section 134 of the Act is not applicable.

ANNUAL RETURN

The Annual Return of the Company as on March 31, 2026, 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://pdsltd.com/investors/financial-reports/?report_group=annual-reports&sub_filter_type=annual-return.

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, 2026 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://pdsltd.com/investors/financial-reports/?report_group=annual-reports&sub_filter_type=brsr&report_year.

VIGIL MECHANISM/ WHISTLEBLOWER POLICY and VIGIL MECHANISM

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 at https://pdsltd.com/ethics-hotline/ 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/wp-content/uploads/2025/10/27.-Vigil-Mechanism-and-Grievance-Redressal.pdf .

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

COMMITMENT TO PREVENTION OF SEXUAL HARASSMENT

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 ("**POSH**") 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. To foster a safe and inclusive work environment, the Company regularly conducts sensitization and awareness programs for its employees on the prevention of sexual harassment at the workplace.

The details of the complaints under the POSH Act as of March 31, 2026 are as follows:

Number of complaints of sexual harassment received in the year	Number of complaints disposed off during the year	Number of cases pending for more than ninety days
Nil	Nil	Nil

DISCLOSURE UNDER MATERNITY BENEFIT ACT 1961

In accordance with the provisions of the Maternity Benefit Act, 1961 read with the relevant provisions of the Code on Social Security, 2020, to the extent notified, the Company has implemented a comprehensive Maternity Benefit Policy. During the financial year under review, the Company has complied with all applicable requirements of the Maternity Benefit Act, 1961, including the provision of paid maternity leave and other prescribed entitlements. The Company remains committed to fostering a supportive work environment and ensuring the welfare of our employees in full alignment with applicable labor regulations.

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 ₹ 25,481.50 Lakhs for FY 2025-26 against ₹40,834.51 Lakhs for FY 2024-25 as against foreign exchange outgo equivalent to ₹ 13,358.32 Lakhs for FY 2025-26 against ₹45,931.50 Lakhs for FY 2024-25.

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.

OTHER DISCLOSURES

A. Compliance Management:

Compliance Management is an integral part of corporate governance, ensuring adherence to applicable laws, regulations, and internal policies across all jurisdictions in which the Company operates. The Company has established a robust compliance framework designed to identify, assess, monitor, and mitigate regulatory risks while promoting a culture of integrity and accountability.

The compliance function is driven by a structured system of policies, standard operating procedures, and internal controls aligned with the requirements of the Securities and Exchange Board of India, the Ministry of Corporate Affairs, and other applicable regulatory authorities.

Further, the Company has implemented a Code of Conduct, Insider Trading Code, and other governance policies to ensure ethical business practices. Regular training and awareness programs are conducted for employees to reinforce compliance requirements and updates in regulatory landscape.

Through this structured and proactive approach, the Company continues to strengthen its compliance culture, ensuring transparency, accountability, and sustainable business practices.

B. Shareholders Awareness:

KYC Updation: Pursuant to Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 issued by the Securities and Exchange Board of India, the Company has taken necessary steps to facilitate updation of PAN, KYC details (including contact, bank details and specimen signature) and nomination for shareholders holding securities in physical form.

As mandated, shareholders are required to furnish these details to enable service requests and electronic processing of payments, including dividends. During the year, reminder communications were issued to such shareholders to update their details with the Registrar and Transfer Agent, MUFG Intime India Private Limited.

Special Window for Transfer and Dematerialization of Physical Securities: Pursuant to SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, issued on "Special Window for Transfer and Dematerialisation of Physical Securities", the Company undertook necessary investor outreach initiatives during the year. This awareness was designed to sensitize and guide shareholders holding shares in physical form about the operational mechanics, step-by-step procedures, and statutory timelines of the special window, thereby facilitating a seamless transition to dematerialised holdings.

Investor Education and Protection Fund: In line with the IEPFA's "Saksham Niveshak" campaign, the Company undertook awareness initiatives and supported processing of unclaimed dividends for shareholders who updated their bank details. Further details are provided in the Corporate Governance Report annexed to this report.

C. IT Security Breach and Safety:

The Company has implemented comprehensive IT security programmes supported by advanced technology solutions and trained personnel to safeguard its employees, systems, and assets across all locations from potential IT security breaches and cyber threats. During the financial year, no material security incidents or breaches occurred. Minor, non-material incidents were duly reported in the Integrated Corporate Governance Report filed with the Stock Exchanges for the quarter ended September 30, 2025. The Company undertakes periodic cybersecurity risk assessments and continuously strengthens its security framework to address the evolving threat landscape. Further, it has deployed best-in-class IT security measures and processes to ensure the protection, integrity, and resilience of its digital infrastructure and critical information assets.

D. Anti-Modern Slavery Statement:

The Company has adopted an Anti-Modern Slavery and Human Trafficking Policy, which is also available on the Company's website at https://pdsltd.com/wp-content/uploads/2025/10/21.-Anti-Modern-Slavery-and-Human-Trafficking-Policy.pdf and maintains a zero-tolerance approach towards all forms of modern slavery, including forced labour, bonded labour, and child labour. In line with this Policy, the Company follows a risk-based approach to identify, prevent, and mitigate such risks across its operations and supply chain. Appropriate due diligence, contractual safeguards, and monitoring mechanisms are in place to ensure compliance by employees, suppliers, and business partners. The Company continues to strengthen awareness, reporting mechanisms, and enforcement measures to uphold human rights and ethical labour practices across its value chain.

E. 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.

F. Executive Vice-Chairman, Group CEO & Group CFO Certificate:

In accordance with the provisions of Regulation 17(8) of the SEBI Listing Regulations, certificate from the Executive Vice-Chairman, Group CEO & Group CFO in relation to the Financial Statements for the year ended March 31, 2026, is provided in **Annexure 6** forming part of this Board's Report.

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.

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 during the year under review and value the contributions made by every member of the PDS family globally. Their dedication, teamwork, and support have been key to the Company's sustained growth.

By Order 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, 2026
Place: Mumbai, India

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 2025-26

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 2025-26 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.

For details, please refer to Note No. 44 to Standalone Financial Statements mentioned in the Annual Report 2025-26 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 Limited – Phantom Stock Units Plan 2021**
1	Date of Shareholders Approval	25-Feb-21	30-Jul-21	30-Jul-21	30-Jul-21
2	Total No. of Options approved under ESOP	26,57,825 Stock Options	29,12,050 Stock Options	8,05,740# 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 ('NRC') determines the vesting conditions and schedule pursuant to which the Options may vest with the relevant Eligible Employee. The terms and conditions determined by the NRC are 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 Nomination and Remuneration Committee (NRC') determines the exercise price which may be equal to or less than the market price of the Equity Shares of the Company but shall not be less than the face value of the underlying Equity Share. The price determined by the NRC are identified in the grant letter issued to the Option grantee.			
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.	Refer Note 1	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 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, 2025	4,75,000	18,58,810	2,55,613	2,25,375
	Number of Options/Units granted during the year	0	0	1,77,335	5,32,665
	Number of Options/Units forfeited/lapsed during the year	0	4,93,000	45,000	31,250
	Number of Options/Units vested during the year	5,000	5,55,567	55,307	68,125
	Number of Options/Units exercised during the year	0	1,23,750	0	31,250
	Number of Shares arising as a result of exercise of options/units	0	1,23,750	0	Nil*
	Money realized by exercise of options/units (Amount in ₹)	0	2,83,68,250	0	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, 2026	4,75,000	12,42,060	3,87,948	6,95,540
	Number of Options/units exercisable as at March 31, 2026	4,70,000	12,19,560	98,113	1,50,375
11	**Weighted average exercise price of Options/Units granted whose**				
	(a) Exercise Price equals market price (b) Exercise Price is greater than market price (c) Exercise Price is less than market price	Refer Annexure A & Refer to Note No. 44 to Standalone Financial Statements			
	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	Refer **Annexure A** & Refer to Note No. 44 to Standalone Financial Statements			
	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 2025-26	-	-	Mr. Sanjay Jain (Group CEO): 1,77,335	Mr. Sanjay Jain (Group CEO): 5,32,665
	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;	NA	NA	As stated above.	As stated above.
	iii) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversations) of the Company at the time of grant	NA	NA	NA	NA
13	A description of the method and significant assumptions used during the year to estimate the fair value of options.	Refer Annexure A & Refer to Note No. 44 to Standalone Financial Statements			

Notes:

 # On March 14, 2026, following the recommendation of NRC and Board, the shareholders increased the ESOPs pool under the Plan from 5,06,740 to 8,05,740 options.

** 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	Nil
4	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	₹ 9,46,76,808/-
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	2,23,032 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** / **No. of Shares** Nil Primary Issuance: **Not Applicable** Weightage average cost of acquisition per share: **Not Applicable**
Number of shares transferred to the employees / sold along with the purpose thereof	No employees exercised any stock options during the financial year 2025-26.
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- **2,23,032**	0.17%
Acquired during the year **– Nil**	0
Sold during the year – **Nil**	0
Transferred to the employees during the year- **Nil**	0
Held at the end of the year - **2,23,032**	0.17%

By Order 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, 2026
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, 2026	March 31, 2025
Weighted average Grant date fair value, per share (in ₹)	353.00	480.35
Weighted average Exercise price, per share (in ₹)	243.00	396.00
Assumptions used:		
Volatility	39.26%	40.75% - 42.17%
Expected lives (in years)	3.00	1.50 - 5.00
Risk-free interest rate	5.79%	7.00% - 7.04%
Expected dividend yield rate	0.47%	0.28% - 0.43%

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

Particulars	March 31, 2026		March 31, 2025	
	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	**25,89,423**	**227.67**	**38,93,835**	**193.30**
Granted during the year	1,77,335	243.00	1,25,000	396.00
Adjustment due to stock Split	-	-	-	-
Exercised during the year	(1,23,750)	229.24	(14,14,412)	147.44
Forfeited during the year	(5,38,000)	238.04	(15,000)	246.00
Outstanding at the end of the year	**21,05,008**	**226.42**	**25,89,423**	**227.83**
Exercisable at the end of the year	17,87,673	213.54	16,35,423	208.29

Annexure 2

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 Private Limited	20.03.2019	NA	INR	5.00	790.63	1,420.03	624.40	-	1,830.73	369.74	77.85	291.88	-	55.00%
2	Norlanka Manufacturing India Private Limited (Erstwhile Norlanka Brands Private Limited)	01.02.2021	NA	INR	741.60	(297.50)	458.25	14.15	102.60	-	(40.86)	-	(40.86)	-	100.00%
3	Multinational Textile Group Limited	13.05.2014	NA	USD	26,618.10	62,635.79	1,63,907.14	74,653.25	182.57	-	5,559.61	-	5,559.61	-	100.00%
4	Norwest Industries Limited	13.05.2014	NA	HKD	3,764.46	94,921.28	1,07,530.99	8,845.25	4,044.70	19,320.55	366.23	(8.42)	374.65	-	100.00%
5	PDS Sourcing Bangladesh Limited	13.05.2014	NA	BDT	906.70	(561.63)	350.08	5.01	-	-	4.16	3.15	1.01	-	100.00%
6	Onme Soho Health and Beauty Limited (Erstwhile PDS Smart Fabric Tech Limited)	07.09.2020	NA	HKD	241.93	(750.32)	9.58	517.97	-	-	(583.09)	-	(583.09)	-	85.00%
7	Techno Design GmBH	14.02.2014	NA	EUR	109.56	(202.37)	16,374.43	16,467.24	259.11	48,224.33	(2,474.37)	(748.26)	(1,726.11)	-	55.00%
8	PDS Fashions Limited	03.07.2018	NA	GBP	1,097.56	(2,866.95)	22,523.31	24,292.71	-	92.34	(459.59)	(114.90)	(344.69)	-	100.00%
9	Twins Asia FZCO	17.01.2019	NA	AED	25.82	734.92	2,279.18	1,518.45	-	8,132.00	32.90	2.66	30.24	-	100.00%
10	Design Arc FZCO	17.01.2019	NA	AED	25.82	(2,153.10)	770.28	2,897.56	-	1,139.96	(889.31)	-	(889.31)	-	100.00%
11	Kleider Sourcing FZCO	17.01.2019	NA	AED	25.82	492.18	4,232.72	3,714.72	-	34,242.14	2,555.23	206.75	2,348.48	-	51.00%
12	Spring Near East FZCO	17.01.2019	NA	GBP	53.83	2,741.30	23,391.94	20,596.81	-	37,998.73	659.96	52.98	606.97	-	85.00%
13	Techno Sourcing BD Limited	22.10.2019	NA	BDT	74.53	259.63	517.52	183.35	-	-	70.72	52.42	18.30	-	49.00%
14	Clover Collections FZCO	20.02.2020	NA	AED	25.82	19,332.97	35,171.12	15,812.32	-	80,777.66	8,134.00	658.44	7,475.56	-	75.00%
15	Design COE Limited (Formerly known as PDS Fashion USA Limited)	16.10.2024	NA	HKD	450.82	1,514.23	6,998.00	5,032.95	-	42,892.19	1,640.91	124.14	1,516.77	-	85.00%
16	Techno Design HK Limited	13.05.2014	NA	HKD	94.11	8,566.33	23,158.12	14,497.67	-	31,506.50	3,122.23	243.29	2,878.94	-	55.00%
17	PG Group Limited	13.05.2014	NA	USD	948.33	2,240.10	6,463.61	3,275.19	-	18,772.25	1,095.33	85.35	1,009.98	-	51.00%
18	PG Shanghai Manufacturer Co. Limited	13.05.2014	NA	RMB	173.33	(123.79)	201.82	152.27	-	-	14.11	-	14.11	-	51.00%
19	PG Home Group Limited	13.05.2014	NA	USD	237.08	2,504.37	3,802.21	1,060.76	-	3,852.62	310.38	24.19	286.19	-	45.90%
20	PG Home Group SPA	13.05.2014	NA	CLP	3.07	(513.40)	258.44	768.77	-	-	12.18	3.28	8.90	-	45.90%
21	Grupo Sourcing Limited, Hongkong	15.03.2016	NA	HKD	94.11	(1,057.66)	679.22	1,642.77	-	84.41	(494.47)	5.07	(499.54)	-	51.00%
22	Zamira Fashion Limited	13.05.2014	NA	HKD	235.28	1,782.55	11,038.68	9,020.86	-	44,176.89	1,751.85	152.32	1,599.54	-	67.00%
23	PDS Brands Manufacturing Limited	24.10.2014	NA	HKD	197.63	621.77	2,998.46	2,179.06	-	5,342.73	550.16	41.03	509.12	-	100.00%
24	Zamira Fashion Limited Zhongshan	26.06.2015	NA	RMB	404.36	(289.97)	127.83	13.44	-	-	(39.26)	-	(39.26)	-	67.00%
25	Poeticgem International Limited	13.05.2014	NA	HKD	40.78	1,274.69	10,151.51	8,836.04	-	20,318.14	158.44	12.34	146.10	-	100.00%
26	Simple Approach Limited	13.05.2014	NA	HKD	3,237.44	5,880.12	63,218.11	54,100.56	-	1,86,653.91	1,708.80	289.10	1,419.70	-	80.00%
27	Simple Approach (Canada) Limited	02.05.2013	NA	CAD	0.13	284.04	288.39	4.22	-	-	(115.16)	-	(115.16)	-	80.00%

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**
28	PDS Asia Star Corporation Limited	13.05.2014	NA	HKD	282.33	4,553.71	9,519.76	4,683.72	-	45,546.64	1,650.08	138.38	1,511.70	-	60.00%
29	PDS Trading (Shanghai) Company Limited	13.05.2014	NA	RMB	962.85	(459.57)	3,047.69	2,544.41	-	4,508.02	(124.35)	4.92	(129.27)	-	60.00%
30	Casa Forma Limited	13.05.2014	NA	GBP	1,160.27	(1,169.03)	41.95	50.70	-	-	(17.29)	-	(17.29)	-	100.00%
31	PDS Sourcing Limited	13.05.2014	NA	USD	13,264.47	5,731.58	36,997.78	18,001.73	-	-	4,790.51	-	4,790.51	-	100.00%
32	GoodEarth Lifestyle Limited (Erstwhile Green Apparel Industries Limited)	15.03.2016	NA	HKD	23,433.77	(7,806.00)	25,400.61	9,772.84	-	11,405.30	(210.30)	-	(210.30)	-	92.78%
33	GoodEarth Apparels Limited (Erstwhile Green Smart Shirts Limited)	04.05.2016	NA	BDT	13,689.27	255.15	24,780.69	10,836.26	-	30,247.94	1,590.28	279.06	1,311.22	-	92.78%
34	Progress Manufacturing Group Limited	17.07.2015	NA	HKD	28,242.87	(7,729.45)	36,067.99	15,554.57	-	22,590.34	518.26	40.26	478.00	-	92.78%
35	Progress Apparels (Bangladesh) Limited	12.07.2015	NA	BDT	18,990.84	(8,145.78)	29,238.95	18,393.89	-	44,334.43	1,908.35	331.78	1,576.58	-	92.78%
36	PDS Ventures Limited, Mauritius	25.11.2015	NA	USD	33,786.04	(955.38)	32,844.67	14.01	237.08	-	200.88	-	200.88	-	100.00%
37	Poetic Brands Limited	15.01.2015	NA	GBP	62.72	3,429.17	13,880.72	10,388.83	-	34,364.32	969.11	-	969.11	-	60.00%
38	Poeticgem Limited	13.05.2014	NA	GBP	62.72	13,294.11	35,112.80	21,755.97	52.58	20,007.07	327.50	-	327.50	-	100.00%
39	Design Arc UK Limited	21.10.2016	NA	GBP	62.72	1,093.48	2,103.56	947.36	-	2,733.82	(296.72)	16.73	(313.46)	-	100.00%
40	Recovered Clothing Limited	24.07.2018	NA	GBP	62.72	(2,249.16)	1,208.91	3,395.35	-	191.42	(492.52)	-	(492.52)	-	60.00%
41	Techno Design USA LLC	16.04.2020	NA	USD	165.96	(151.75)	14.39	0.19	-	-	4.96	-	4.96	-	55.00%
42	360 Notch Limited	31.07.2015	NA	HKD	94.11	(2,739.00)	401.82	3,046.70	-	465.96	224.51	17.44	207.07	-	100.00%
43	Casa Collective Limited	19.01.2018	NA	HKD	94.11	526.41	1,593.10	972.58	-	1,262.80	1,255.36	73.46	1,181.90	-	75.00%
44	Nor Lanka Manufacturing Limited	22.10.2008	NA	HKD	1.85	6,588.62	16,409.70	9,819.24	-	82,112.94	2,705.55	210.17	2,495.37	-	90.50%
45	Krayons Sourcing Limited	16.12.2014	NA	HKD	9.41	8,303.27	8,955.17	642.48	-	60,414.28	5,019.93	389.81	4,630.12	-	75.00%
46	Design Arc Europe Limited	13.05.2015	NA	HKD	94.11	(2,354.82)	663.53	2,924.24	-	3,328.06	74.24	-	74.24	-	70.00%
47	Kleider Sourcing Hong Kong Limited	01.10.2018	NA	HKD	9.41	184.71	629.34	435.22	-	-	(481.41)	(7.54)	(473.87)	-	51.00%
48	Kleider Sourcing Limited Bangladesh	01.10.2018	NA	BDT	1,110.25	(629.12)	655.34	174.20	-	1,280.66	(25.29)	(4.45)	(20.84)	-	51.00%
49	Origin Global Limited (Erstwhile PDS Far-East Limited)	23.08.2016	NA	HKD	0.94	(6,005.32)	13,169.17	19,173.54	-	33,833.93	838.87	-	838.87	-	80.00%
50	Kindred Brands Limited	23.10.2018	NA	HKD	0.94	(44.75)	2.21	46.02	-	-	(5.56)	-	(5.56)	-	57.50%
51	Styleberry Limited	13.09.2016	NA	HKD	9.41	(3,630.49)	2,871.32	6,492.40	-	35.47	(226.01)	-	(226.01)	-	100.00%
52	PDS Far East USA, Inc.	11.07.2017	NA	HKD	6.05	(114.54)	519.64	628.13	-	1,318.30	-	-	-	-	100.00%
53	PDS Ventures Limited	28.12.2017	NA	HKD	31,772.06	(2,565.69)	29,566.33	359.97	26,027.93	-	1,661.26	-	1,661.26	-	100.00%
54	Apex Black Limited	28.12.2017	NA	HKD	9.41	3,323.12	6,691.46	3,358.93	6,504.86	-	(5.51)	-	(5.51)	-	65.00%
55	Jcraft Array Limited	12.04.2018	NA	HKD	47.06	(543.86)	25.79	522.59	-	589.44	(246.40)	-	(246.40)	-	100.00%
56	Rising Asia Star Hong Kong Company Limited	13.05.2014	NA	HKD	9.41	(1,823.83)	467.15	2,281.57	-	-	19.37	10.94	8.44	-	100.00%
57	Northern Apparel Limited (Formerly known as PDS Tailoring Limited)	13.05.2014	NA	HKD	9.41	(2,918.42)	664.20	3,573.21	-	8,292.68	(224.08)	-	(224.08)	-	70.00%
58	Spring Near East Manufacturing Company Limited	13.05.2014	NA	GBP	169.30	223.17	3,289.41	2,896.94	-	2,560.18	116.42	9.12	107.29	-	65.00%
59	Clover Collections Limited	13.05.2014	NA	HKD	188.22	361.67	1,660.06	1,110.17	-	7,142.71	125.92	10.31	115.62	-	100.00%
60	Twins Asia Limited	27.07.2015	NA	HKD	118.14	(136.25)	449.99	468.10	-	521.15	(642.88)	-	(642.88)	-	100.00%
61	Design Arc Asia Limited	18.12.2012	NA	HKD	149.35	1,327.90	3,466.37	1,989.12	-	52,834.39	(397.92)	-	(397.92)	-	93.00%
62	Smart Notch (Shanghai) Limited	20.04.2018	NA	RMB	412.65	(403.34)	15.88	6.57	-	88.27	(88.56)	-	(88.56)	-	100.00%
63	LillyandSid Limited	10.03.2020	NA	GBP	0.13	(1,207.97)	1,268.71	2,476.56	-	1,358.86	(468.62)	-	(468.62)	-	55.00%
64	Nor Lanka Manufacturing Colombo Limited	13.05.2014	NA	HKD	547.19	213.81	1,125.35	364.35	-	14,700.12	1,138.80	355.43	783.36		90.50%
65	Brand Collective Limited	30.09.2020	NA	HKD	14.12	(1,318.30)	13.27	1,317.45	-	4.91	(213.73)	-	(213.73)	-	70.00%

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**
66	Poeticgem International FZCO	01.02.2021	NA	AED	25.82	775.49	29,324.27	28,522.96	-	1,01,458.04	600.20	48.59	551.62	-	75.00%
67	PDS Multinational FZCO	01.02.2021	NA	AED	10,922.35	9,193.83	33,948.51	13,832.33	-	2,331.11	1,707.00	136.16	1,570.84	-	100.00%
68	PDS Manufacturing Limited	22.03.2021	NA	USD	54,231.96	112.41	54,795.52	451.16	-	1,257.08	104.16	15.44	88.72	-	92.78%
69	Norlanka Progress Private Limited	20.10.2015	NA	LKR	-	-	-	-	-	-	-	-	-	-	90.50%
70	PDS Brands Private Limited	28.07.2021	NA	INR	1.00	(1.00)	-	-	-	-	11.08	-	11.08	-	100.00%
71	Spring Design London Limited	13.05.2021	NA	GBP	-	(1,886.46)	1,224.66	3,111.12	-	855.39	(13.21)	-	(13.21)	-	100.00%
72	PG Capital FZE	27.09.2021	NA	AED	25.82	467.07	1,276.40	783.51	-	-	3.71	-	3.71	-	100.00%
73	PDS Brands Manufacturing FZCO	01.01.2022	NA	AED	25.82	(253.20)	950.06	1,177.44	-	529.55	(379.60)	1.35	(380.95)	-	100.00%
74	PDS MEA Limited	11.06.2014	NA	EGP	0.29	(134.15)	74.28	208.15	-	-	(95.82)	-	(95.82)	-	100.00%
75	Brand Collective Corporation Limited	29.11.2021	NA	GBP	0.00	(433.24)	2,851.48	3,284.72	-	12,841.29	747.65	-	747.65	-	70.00%
76	Sourcing Solutions Limited	31.05.2021	NA	HKD	9.41	346.61	3,093.99	2,737.96	-	10,894.73	(6.29)	-	(6.29)	-	51.00%
77	Simple Approach Bangladesh Private Limited	25.05.2022	NA	BDT	940.00	(499.64)	990.96	550.60	-	-	126.04	144.57	(18.53)	-	80.00%
78	Design Arc Europe SPA	13.05.2014	NA	EUR	3.29	(56.02)	24.45	77.18	-	-	1.80	-	1.80	-	70.00%
79	DBS Lifestyle India Private Limited	27.10.2022	NA	INR	2.04	131.70	3,180.78	3,047.05	-	1,743.90	(973.44)	(249.31)	(724.13)	-	51.00%
80	Suri Overseas Private Limited	27.10.2022	NA	INR	2.09	2.01	39.09	34.99	-	-	(7.61)	(1.82)	(5.78)	-	51.00%
81	Sunny Up Limited	09.08.2022	NA	GBP	0.00	(95.42)	3,547.20	3,642.62	-	2,495.51	(1,010.31)	(177.62)	(832.69)	-	60.00%
82	PDS North America Limited (Erstwhile PDS Fashions Hong Kong Limited)	02.08.2022	NA	HKD	9.41	(2,040.97)	3,120.86	5,152.42	-	4,664.73	(564.65)	-	(564.65)	-	100.00%
83	PDS NORTH AMERICA LLC	27.11.2024	NA	USD	0.09	12.12	79.82	67.60	-	185.03	11.44	-	11.44	-	100.00%
84	Knit Gallery Hong Kong Limited (Erstwhile PDS Incubation Company Limited & PDS Sourcing Hong Kong Limited)	10.10.2022	NA	HKD	9.41	(8.14)	2.24	0.97	-	-	(3.16)	-	(3.16)	-	51.03%
85	Online Enterprise HK Limited (Erstwhile PDS Design Services Limited and PDS Online Enterprise HK Limited)	08.12.2022	NA	HKD	9.41	(676.70)	1,200.64	1,867.92	-	6,840.74	(604.24)	-	(604.24)	-	100.00%
86	DBS Lifestyle Limited (Erstwhile PDS Lifestyle Limited)	08.12.2022	NA	HKD	9.41	7.60	17.98	0.97	-	92.77	12.38	-	12.38	-	51.00%
87	SKOPE Apparels FZCO	26.12.2022	NA	AED	25.82	203.59	1,775.58	1,546.18	-	6,615.92	(319.65)	-	(319.65)	-	75.00%
88	PDS Logistics FZCO	03.10.2022	NA	AED	25.82	(43.65)	10.98	28.82	-	-	(6.89)	-	(6.89)	-	51.00%
89	Stellar Brands Global FZCO (Erstwhile PDS Sourcing FZCO)	26.10.2022	NA	AED	25.82	(387.54)	964.31	1,326.04	-	756.73	(367.80)	-	(367.80)	-	100.00%
90	Collaborative Sourcing Services FZCO	25.07.2022	NA	AED	25.82	1,026.50	3,762.77	2,710.45	-	-	2,727.11	354.44	2,372.67	-	75.00%
91	LILY AND LIONEL LONDON LIMITED	06.01.2023	NA	GBP	0.13	(966.57)	658.60	1,625.05	-	347.60	(194.73)	-	(194.73)	-	100.00%
92	PG Group SPA	24.01.2023	NA	CLP	3.07	3.33	6.86	0.45	-	-	4.42	-	4.42	-	51.00%
93	PDS Central America Limited (Erstwhile PDS Collective Sourcing Limited)	17.03.2023	NA	HKD	94.11	(589.76)	234.79	730.44	-	-	(233.18)	-	(233.18)	-	100.00%
94	DESIGN ARC BRANDS LIMITED	22.02.2023	NA	GBP	0.13	(3,624.40)	1,302.68	4,926.95	-	422.08	(1,013.40)	-	(1,013.40)	-	100.00%
95	PDS Global Procurement Service FZCO	22.03.2023	NA	AED	25.82	(608.75)	1,277.89	1,860.82	-	585.17	(351.88)	-	(351.88)	-	100.00%
96	Upcycle Labs Limited	21.09.2021	NA	GBP	627.80	(2,429.29)	1,799.86	3,601.34	-	117.89	(457.84)	-	(457.84)	-	61.00%
97	Pangram Brands Global Private Limited	13.05.2014	NA	INR	5.00	(1.93)	3.65	0.58	-	-	(0.63)	(0.15)	(0.48)	-	51.00%
98	Pangram Celebrity Brands Private Limited	13.05.2014	NA	INR	-	-	-	-	-	-	-	-	-	-	52.82%
99	Simple Approach Home Limited	28.09.2023	NA	HKD	94.11	(168.63)	172.41	246.93	-	-	(139.88)	(23.08)	(116.80)	-	80.00%
100	Moda & Beyond Limited (Erstwhile Moda and Beyond Limited)	04.08.2023	NA	GBP	12.54	(2,251.71)	1,481.97	3,721.13	-	4,833.35	(882.50)	(11.84)	(870.66)	-	64.00%
101	Wonderwall (F.E) Limited, Hongkong	01.04.2023	NA	HKD	0.00	(746.76)	7,172.01	7,918.77	-	17,301.13	(29.40)	(4.85)	(24.55)	-	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**
102	Wonderwall (F.E) Limited	01.04.2023	NA	GBP	0.00	(889.60)	549.64	1,439.24	-	-	(92.10)	-	(92.10)	-	60.00%
103	PDS Fashions Bangladesh Limited	25.07.2023	NA	BDT	41.69	(125.24)	315.35	398.90	-	-	196.57	70.86	125.71	-	100.00%
104	Techno Sourcing Dis Ticaret Anonim Sirketi	31.05.2023	NA	TRY	69.63	(41.93)	39.80	12.10	-	-	(82.01)	6.20	(88.22)	-	55.00%
105	Techno (Shanghai) Trading Company Limited	02.06.2023	NA	RMB	296.19	355.67	728.40	76.54	-	-	156.56	7.93	148.63	-	55.00%
106	New Lobster Limited	02.05.2023	NA	GBP	0.00	13,227.03	37,132.56	23,905.52	-	53,040.59	(4,923.84)	(1,422.53)	(3,501.31)	-	100.00%
107	PDS Lifestyle Limited UK	03.04.2023	NA	GBP	0.00	(2,020.41)	18,359.87	20,380.28	-	-	(1,510.72)	-	(1,510.72)	-	100.00%
108	PDS DSGN FZCO (Erstwhile PDS Lifestyle FZCO)	08.05.2023	NA	AED	25.82	(663.71)	700.47	1,338.36	-	657.71	(403.06)	-	(403.06)	-	100.00%
109	Moda and Beyond FZCO (Erstwhile PDS Design Services FZCO)	08.05.2023	NA	AED	25.82	(29.49)	6.62	10.29	-	-	(8.64)	-	(8.64)	-	100.00%
110	Design Hub Sourcing FZCO	10.04.2023	NA	AED	94.75	170.81	1,305.96	1,040.41	-	3,567.22	(4.51)	-	(4.51)	-	60.00%
111	PDS Radius Brands FZCO	03.07.2023	NA	AED	25.82	(940.70)	922.58	1,837.47	23.69	558.23	(54.87)	-	(54.87)	-	100.00%
112	The Source Fashions Platform FZCO	10.08.2023	NA	AED	25.82	(23.20)	16.20	13.59	-	96.86	(8.54)	-	(8.54)	-	70.00%
113	SNE MODA TASARIM SANAYi VE TiCARET ANONiM SiRKETi	16.10.2024	NA	TRY	5.33	1,247.46	2,750.75	1,497.96	-	13,956.18	1,649.53	350.52	1,299.02	-	70.00%
114	Positive Materials Industries LDA (Erstwhile Progressive Crusade Unipessoal LDA)	19.10.2023	NA	EUR	0.11	(902.80)	1,281.17	2,183.86	-	2,037.42	114.29	-	114.29	-	60.00%
115	Home Sourcing Solutions Limited	24.11.2023	NA	HKD	94.11	(191.47)	150.61	247.97	-	-	(277.78)	(45.83)	(231.94)	-	80.00%
116	VIVERE LONDON LIMITED	29.10.2023	NA	GBP	0.12	(64.67)	1,636.64	1,701.20	-	1,380.85	(25.27)	-	(25.27)	-	60.80%
117	Sourcing Solutions Europe BVBA	31.10.2023	NA	EUR	65.74	(1,244.98)	593.89	1,773.14	-	499.31	166.84	-	166.84	-	51.00%
118	The Brand Group Limited	26.01.2024	NA	HKD	47.06	(536.63)	2,379.82	2,869.39	-	-	(514.91)	-	(514.91)	-	80.00%
119	INFINITY FASHION TEDARiK HiZMETLERi ANONiM SiRKETi (Erstwhile GEORGE TEDARIK HIZMETLERI ANONIM S1RKETI)	12.03.2024	NA	TRY	15.27	127.34	182.37	39.75	-	-	4.66	-	4.66	-	100.00%
120	Infinity Fashion FZCO	26.12.2022	NA	AED	25.82	40.23	1,197.59	1,131.54	-	1,262.13	161.93	34.50	127.43	-	100.00%
121	COLLECTIVE NEAR EAST SOURCING SERVICES FZCO	06.03.2024	NA	AED	25.82	(23.08)	4.25	1.51	-	-	(11.71)	-	(11.71)	-	100.00%
122	ONME SOHO HEALTH AND BEAUTY FZCO	21.08.2024	NA	AED	25.82	(17.16)	8.66	(0.00)	-	-	(10.27)	-	(10.27)	-	85.00%
123	Onme Soho Health and Beauty Limited	15.10.2024	NA	GBP	-	(164.74)	301.66	466.40	-	252.94	(155.51)	-	(155.51)	-	100.00%
124	Simple Approach Trading FZCO	20.01.2025	NA	AED	25.82	1,138.26	1,741.76	577.69	-	-	(172.44)	-	(172.44)	-	75.00%
125	Tritron Fashion FZCO	20.01.2025	NA	AED	25.82	(285.83)	286.20	546.22	-	272.13	(266.24)	-	(266.24)	-	60.00%
126	Positive Materials Limited	07.04.2024	NA	EUR	0.13	(131.94)	5.45	137.25	-	7.80	(38.97)	-	(38.97)	-	60.00%
127	Roksanda UK Limited	22.05.2024	NA	GBP	0.13	(514.06)	2,298.08	2,812.01	-	2,757.34	(55.60)	-	(55.60)	-	80.00%
128	Northern Brands Limited (Erstwhile Subtract Retail Limited)	05.04.2024	NA	GBP	0.94	(123.19)	124.84	247.09	-	33.76	(94.26)	-	(94.26)	-	70.00%
129	Poeticgem Europe Limited	05.06.2024	NA	EUR	0.11	(521.46)	22.77	544.12	-	-	(265.71)	-	(265.71)	-	75.00%
130	Adaptive Fashion Limited (Erstwhile UNHIDDEN-UK LIMITED)	18.07.2024	NA	GBP	0.13	(109.65)	58.36	167.88	-	192.47	(70.35)	-	(70.35)	-	80.00%
131	OLE Fashion Limited (Erstwhile PDS Online Enterprise UK Limited)	30.05.2024	NA	GBP	0.00	(1,171.77)	277.72	1,449.49	-	1,354.16	220.82	-	220.82	-	100.00%
132	Online Enterprise USA Inc (Formerly PDS Online Enterprise USA Inc)	20.06.2024	NA	USD	0.09	(5.46)	1,404.42	1,409.78	-	10,618.58	16.30	38.79	(22.48)	-	100.00%
133	Angelic-Partners Limited	01.07.2024	NA	HKD	0.01	(380.73)	3,421.36	3,802.08	-	4,130.18	44.91	-	44.91	-	55.00%
134	Sunny Up US Limited	06.06.2024	NA	USD	0.09	(177.22)	319.78	496.91	-	853.88	(189.78)	-	(189.78)	-	60.00%
135	Nexstyle Apparel Manufacturing Limited	12.02.2025	NA	INR	4,779.94	(225.50)	6,224.71	1,670.26	-	-	(241.62)	(60.81)	(180.80)	-	92.78%
136	PDS Global Sourcing Limited	20.03.2026	NA	INR	10.00	-	10.00	-	-	-	-	-	-	-	100.00%
137	GSC Link Limited	01.07.2025	NA	HKD	0.01	4.09	468.81	464.71	-	-	(89.66)	-	(89.66)	-	60.00%
138	Simple Approach UK Limited	31.10.2025	NA	GBP	0.00	2,612.66	3,939.66	1,326.99	-	-	2,466.39	-	2,466.39	-	80.00%
139	Knit Gallery India Private Limited	13.05.2025	NA	INR	200.00	1,029.61	20,782.58	19,552.98	-	23,810.53	215.97	(148.99)	364.97	-	51.03%
140	Design Arc LLC	29.07.2025	NA	USD	-	-	-	-	-	-	-	-	-	-	100.00%
141	DESIGN COE USA INC	17.10.2025	NA	USD	-	-	-	-	-	-	-	-	-	-	100.00%
142	Nexstyle Apparel Manufacturing Limited, Mauritius	13.05.2025	NA	USD	256.14	(10.93)	247.92	2.70	-	-	(10.18)	-	(10.18)	-	92.78%

**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*

For and on behalf of Board of Directors of
PDS Limited

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

Pallak Seth
Executive Vice Chairman
DIN : 00003040

Sanjay Jain
Chief Executive Officer

Sadik Sunasara
Chief Financial Officer

Abhishekh Kanoi
Group Legal Head & Company Secretary
Membership No. FCS 9530

Mumbai, India
May 15, 2026

Notes:

1. Names of subsidiaries which are yet to commence operations
   PDS Global Sourcing Limited
   Design Arc LLC
   Design COE USA INC

2. There are below subsidiaries which have been liquidated or sold during the year.
   DH Sourcing Limited
   New Lobster USA LLC
   Kontemporary Koncepts Private Limited
   Fareast Vogue Limited
   Grupo Sourcing Limited, Bangladesh
   S.Oliver Fashion India Private Limited
   Brand Collective BCPT, Unipessoal LDA

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

Currency	For Conversion	
	Closing rate (in ₹)	Average rate (in ₹)
HKD	12.10	11.32
USD	94.83	88.33
GBP	125.43	118.41
RMB	13.76	12.43
AED	25.82	24.05
BDT	0.77	0.72
EUR	109.56	102.41
INR	1.00	1.00
CAD	131.97	122.05
LKR	0.30	0.29
TRY	2.13	2.13
EGP	0.58	0.55
CLP	0.10	0.09

4. Winding up process has been initiated for following companies:
   Norlanka Progress Private Limited
   PDS Brands Private Limited
   Pangram Celebrity Brands Private Limited
   Design Arc LLC

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)	Networth attributable to shareholding as per latest audited Balance Sheet (₹ Lakhs) (7)	Profit or Loss for the year (₹ Lakhs)(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	Yellow Octopus EU SA	31-Mar-26	27.09.2021	-	AED 4,43,56,026	50.00%	50% joint venture	NA	582.45	6.45	-
3	YELLOW OCTOPUS CIRCULAR SOLUTIONS LIMITED (formerly Yellow Octopus-UK Limited and Yellow Octopus Fashion Limited)	31-Mar-26	27.09.2021	-	USD 10000	50.00%	50% joint venture	NA	(22.18)	8.41	-
4	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	-	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	5.63	(117.84)	-
3	Nobleswear (Private) Limited	31-Mar-25	19.01.2024	70,28,000	HKD 8098980	26.00%		NA	635.22	(78.35)	-
4	Reflaunt Pte Limited	-	27.09.2021	-	-	26.00%		NA	-	-	-

Notes:

1. Names of joint ventures associates which are yet to commence operations - NIL
2. Names of joint ventures and associates which have been liquidated or sold during the year.
   Digital Ecom Techno Private Limited

For and on behalf of Board of Directors of
PDS Limited

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

Pallak Seth
Executive Vice Chairman
DIN : 00003040

Mumbai, India
May 15, 2026

Sanjay Jain
Chief Executive Officer

Sadik Sunasara
Chief Financial Officer

Abhishekh Kanoi
Group Legal Head & Company Secretary
Membership No. FCS 9530

Annexure 3

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2026

[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.1031 and 1032, 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, 2026 **('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').

This report is issued with following general remarks:

General Remarks:

Compounding of contravention under FEMA

The Company filed a compounding application with the Reserve Bank of India (RBI) for contravening Regulation 5(1) of FEMA 120/RB-2004. The matter pertained to a multi-layered investment structure involving the Company's foreign subsidiary, Multinational Textile Group Limited, Mauritius. This subsidiary, through its step-down subsidiary in Hong Kong, invested in an Indian entity, Digital Ecom, resulting in a non-permitted FDI-through-ODI structure (Round Tripping) across multiple tranches between July 2016 and July 2019.

The RBI compounded the said contravention via an order dated August 28, 2025, upon payment of a compounding fee amounting to INR 5,24,000/-.

We further report that:

Composition:

(i) As on March 31, 2026, the Board of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors, Independent Directors including Independent Woman Director. There was no change in the composition of the Board during the year under review.

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:

Declaration of Dividend

Final Dividend: The members of the Company at its 14th Annual General Meeting held on July 24, 2025, had approved the declaration of the Final Dividend of ₹1.70 per equity share for the Financial Year 2024-25.

Interim Dividend: The Board of Directors of the Company at its Meeting held on October 27, 2025, had approved the declaration of the Interim Dividend for the Financial Year 2025-26 of ₹1.65 per equity share.

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.

Shifting of Registered Office

The Company is in the process of relocating its registered office from Maharashtra to Haryana following shareholder

approval dated March 14, 2026. While the necessary application has been submitted to the Regional Director as per the Companies Act, 2013, formal approval is awaited as on date of this report.

Employee Stock Option Plan – 2021 (Plan B)

The Board of Directors and shareholders approved an amendment to Plan B, which included: (i) an increase in the total pool of options available for grant to eligible employees of the Company and its subsidiaries; and (ii) the authorisation of the Trust for secondary acquisition of equity shares, along with a corresponding increase in the Trust's loan limit. The Company has completed all requisite disclosures and regulatory compliances in relation to these amendments.

Change in CFO

Mr. Rahul Ahuja resigned as the Group Chief Financial Officer and Key Managerial Personnel of the Company, effective March 31, 2026. Consequently, the Board appointed Mr. Sadik Ismail Sunsara to the same position, effective April 1, 2026.

Acquisitions and Disinvestments

During the period under review, the Company undertook strategic expansions through acquisitions via its foreign subsidiaries. Simultaneously, as part of a group restructuring exercise, certain overseas entities were disinvested or struck off. The Company has complied with disclosure requirements by reporting these events to the Stock Exchanges pursuant to SEBI Listing Regulations, and through quarterly Integrated Corporate Governance filings, as applicable.

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: A036600H000372971
Peer Review Certificate No.: 5721/2024

Place: Delhi
Date: May 15, 2026

'Annexure I'

List of other laws applicable to the Company

Under the Major Group and Head

1. Labour Codes (To the extent applicable)
2. The Child Labour (Prohibition and Regulation) Act, 1986
3. The Maternity Benefit Act, 1961
4. The Payment of Bonus Act, 1965
5. The Payment of Wages Act, 1936
6. The Minimum Wages Act, 1948
7. The Payment of Gratuity Act, 1972
8. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
9. The Apprentices Act, 1961
10. The Contract Labour (Regulation and Abolition) Act, 1970
11. The Employees Compensation Act, 1923
12. The Employees Provident Funds and Miscellaneous Provisions Act, 1952
13. The Employees State Insurance Act, 1948
14. The Equal Remuneration Act, 1976
15. The Shops and Establishment Act for each state where the Company has its office situated.
16. The Rights of Persons with Disabilities Act, 2016
17. 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: A036600H000372971
Peer Review Certificate No.: 5721/2024

Place: Delhi
Date: May 15, 2026

'Annexure II'

To,
The Members,
PDS Limited,
Unit No.1031 and 1032, 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 a remark, 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: A036600H000372971
Peer Review Certificate No.: 5721/2024

Place: Delhi
Date: May 15, 2026

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 remains committed to adopting responsible and sustainable business practices that balance economic performance with social well-being and environmental responsibility. Our CSR philosophy is anchored in the belief that long-term business success is closely linked with the development and well-being of the communities we serve.

During FY 2025–26, the Company has undertaken its CSR initiatives through contributions to Soham for Kids, focusing on creating meaningful and measurable impact. Our approach emphasizes strategic, impact-driven interventions aimed at improving access to quality primary education, fostering inclusive development, and addressing key social challenges.

Through this partnership, the Company seeks to contribute towards holistic community development and capacity-building, while continuing to align its CSR efforts with sustainable and equitable growth. We remain committed to creating a positive and lasting impact on society.

2. Composition of the CSR Committee as on March 31, 2026:

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	2	2
2.	Mr. Pallak Seth	Executive Vice Chairman, Member	2	0
3.	Mr. Parth Gandhi	Non-Executive - Non-Independent Director, Member	2	2

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/

CSR Policy https://pdsltd.com/investors/corporate-governance/?governance_type=corporate-social-responsibility

CSR Projects https://pdsltd.com/wp-content/uploads/2025/12/Annual-Action-Plan-for-FY-2025-26.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.	₹17,28,23,675
b)	Two percent of average net profit of the company as per section 135(5).	₹34,56,473
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).	₹34,56,473

6. Details of CSR Amount Spent:

a)	Amount spent on CSR Projects (Other than ongoing project)	₹35,18,547
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)].	₹35,18,547

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
35,18,547	-	-	-	-	-

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	34,56,473
ii.	Total amount spent for the Financial Year	35,18,547
iii.	Excess amount spent for the Financial Year [(ii)-(i)]	62,074
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: Not Applicable.

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**

Sandra Campos
Independent Director
Chairperson of CSR Committee
DIN: 10390929

Pallak Seth
Executive Vice Chairman
Member of CSR Committee
DIN: 00003040

Date: May 15, 2026
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 2025-26 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 2025-26.

The median remuneration of employees of the Company during 2025-26 was ₹10,89,000/- 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 2025-26 (₹ In Lakhs)	Ratio of Directors Remuneration to Median Remuneration of Employees for 2025-26	% increase in Remuneration in the FY 2025-26#
1	Dr. Deepak Kumar Seth	Chairman and Non-Executive Director	NIL	NA	NA
3	Mr. Pallak Seth	Executive Vice Chairman	NIL	NA	NA
4	Mr. Parth Gandhi%	Non-Executive Director	NIL	NA	
5	Mr. Robert Sinclair*	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	-	NIL
12	Mr. Rahul Ahuja$^	Group Chief Financial Officer	187.92	-	NIL
13	Mr. Abhishekh Kanoi^	Group Legal Head & Company Secretary	78.48	-	NIL

**Mr. Robert Sinclair, 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. Parth Gandhi has been granted 1,25,000 ESOPs on January 28, 2025, at a price of INR 396/- each.

$ Mr. Rahul Ahuja, Group Chief Financial Officer, has resigned as the Group Chief Financial Officer and Key Managerial Personnel of the Company w.e.f., close of business hours of March 31, 2026.

#The percentage increase in remuneration is provided for only those Directors and KMPs who have drawn remuneration from the Company for full financial year 2025-26.

^The remuneration excludes variable pay and stock options granted in accordance with the Employee Stock Option Plan for the financial year 2025-26.

@ Mr. Sanjay Jain's remuneration drawn from the Company is mentioned. During the financial year, he was granted 7,10,000 Options at an exercise price of ₹243/-.

Note:

1. Median for employees is calculated based on the fixed salaries for the respective financial years.
2. The aforesaid details are calculated on the basis of remuneration for the financial year 2025-26 and include sitting fees paid to Directors during the financial year.
3. The remuneration to Directors, wherever applicable is within the overall limits approved by the shareholders of the Company.
4. 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 2025-26 was 9% as compared to FY 2024-25.

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

There were 231 permanent employees on the rolls of the Company as on March 31, 2026.

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 2025-26, the average percentage increase in salary of the Company's employees, excluding the Key Managerial Personnel ("KMP") was 11%. whereas the increase in managerial remuneration for the financial year 2025-26 was NIL% (excluding any other perquisite).

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 of the Company.

By Order 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, 2026
Place: Mumbai, India

Annexure 6

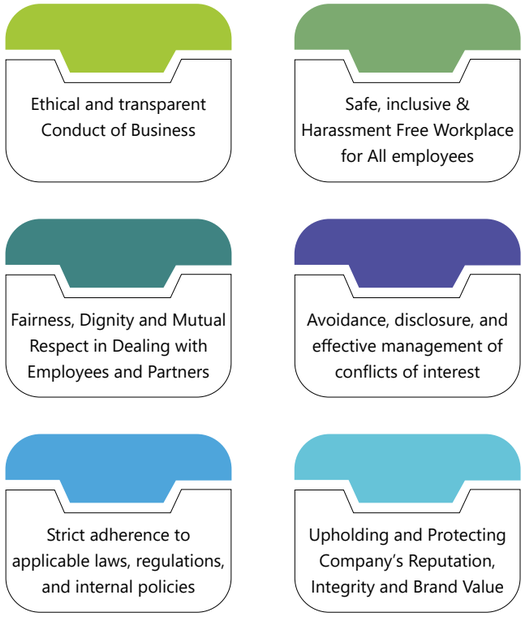
REPORT ON CORPORATE GOVERNANCE

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 form the foundation of sustainable business success. The Company's governance framework is designed to oversee business strategy while ensuring financial discipline, ethical conduct, transparency, and fairness towards all stakeholders, including employees, investors, customers, regulators, suppliers, and the wider community. The Company takes pride in its strong leadership and governance practices, which are deeply embedded in the culture and values of PDS.

The Company's corporate governance principles are embedded in its Code of Conduct, which provides a framework for ethical decision-making and responsible business conduct across the organisation:



As part of the PDS Group, the Company is guided by a philosophy of building sustainable businesses that are closely aligned with community development and environmental stewardship. The Group's longstanding commitment to sustainability is reflected in the Company's governance practices, which are anchored in integrity, fairness, and transparency, as articulated in the PDS Code of Conduct ("**CoC**").

The Company has implemented the CoC for all employees, including the Group Chief Executive Officer, Executive Directors, Non-Executive Directors and Independent Directors that align with the duties outlined in the Companies Act, 2013. ("**the Act**") and is available on the website of the company at https://pdsltd.com/investors/corporate-governance/

This Corporate Governance Report outlines the ethical business practices, governance structure, policies, and procedures adopted by the Company in alignment with globally recognised governance standards, with the objective of fostering long-term sustainable value creation for all stakeholders. The Company recognises that corporate governance extends beyond regulatory compliance and is integral to its value-driven business philosophy.

The Report is structured into key sections, including Corporate Governance Philosophy and Structure, Board of Directors, Board Committees, Senior Management, Codes, Policies and Frameworks, and General Shareholder Information.

The Company remains committed to all its stakeholders, including customers, suppliers, employees, banks and financial institutions, government authorities, and regulatory bodies, who are directly or indirectly associated with its operations.

Governance Structure: To ensure long-term value creation for our stakeholders, the Company has established a strong, resilient, and robust governance structure. This framework has supported the Company's growth journey over the years while ensuring that all business practices are conducted in alignment with defined governance principles and applicable regulatory requirements.

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 processes to be followed while conducting business.

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

re-appointment of statutory auditors, etc. The Company engages with the Shareholders to obtain their approval at the Annual General Meeting, Extra-Ordinary General Meeting or, where required, through postal ballot.

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 Chaired by a Non- Executive Director & Promoter of the Company as the Chairman, 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://pdsltd.com/investors/board-of-directors/ .

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 the committee meetings. This helps the Board to focus on other strategic initiatives.

Group Chief Executive Officer: The Group Chief Executive Officer ("CEO") of the Company operates under the guidance of the Board and its Committees and is responsible for implementing Board-approved strategies, while ensuring efficient management of the Company with a focus on financial and operational performance, as well as sustainability. The CEO's key performance indicators include financial parameters such as growth, margins, EBITDA, and working capital management, along with non-financial parameters covering stakeholder engagement, digital transformation, talent management, diversity and inclusion, and sustainability/ Environmental, Social and Governance ("**ESG"**) initiatives.

Auditors: The Statutory Auditors and Secretarial Auditors play a pivotal role in ensuring independence, fairness, and transparency in the preparation, presentation, and disclosure of financial statements, as well as in ensuring compliance with applicable corporate and regulatory requirements. They provide independent assurance on the accuracy of financial reporting and the adequacy of compliance mechanisms within the Company. In order to uphold audit independence and objectivity, both Statutory and Secretarial Auditors have direct access to the Chairperson of the Audit Committee to report any observations, concerns, or material findings without any restriction. This framework strengthens the integrity of the audit process and ensures that issues, if any, are appropriately escalated and addressed in a timely manner.

Internal Auditor: The Internal Auditor is responsible for independently assessing and evaluating the effectiveness of the Company's governance framework, risk management processes, and internal control systems. The role also includes reviewing operational efficiency, compliance with internal policies and applicable regulations, and identifying areas for process improvement to strengthen the overall control environment and governance standards. The Internal Auditor reports its findings, observations, and recommendations to the Audit Committee for its review and necessary action.

BOARD OF DIRECTORS

Composition, meetings and attendance during the year:

a. The Company has an optimum combination of Executive, Non-Executive, and Independent Directors. As on March 31, 2026, the Company's Board of Directors ("Board") comprises of 8 (Eight) Directors out of which 4 (Four) are Independent Directors, 3 (Three) are Non-Executive and Non-Independent Directors of which 1 (One) is a Promoter and 1 (One) Executive Director and Promoter. The Board composition is in compliance with the provisions of the Act and the 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.

b. None of the Directors on the Board hold directorships in more than 10 (Ten) public companies. None of the Independent Directors serve as an Independent Director on more than 7 (Seven) listed companies. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2026, have been made by the Directors. None of the Directors is a member of more than 10 committees or acts as 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.

c. During the financial year, 5 (Five) Board Meetings were held on May 15, 2025, July 31, 2025, October 27, 2025, February 10, 2026, and March 31, 2026. 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 the SEBI Listing Regulations read with various circulars issued by the Ministry of Corporate Affairs ("**MCA**") and Securities Exchange Board of India ("**SEBI**").

d. 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, 2026 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)	4	5	-	1	Yes	Pearl Global Industries Limited – NED (NID)
Mr. Pallak Seth Executive Vice Chairman	00003040	Promoter & ED	3	1			Yes	-
Mr. Parth Gandhi Non-Executive & Non-Independent Director	01658253	NED (NID)	5	-			Yes	-
Ms. Yael Gairola Non-Executive & Non-Independent Director	08434509	NED (NID)	5	-			Yes	-
Mr. Robert Sinclair Independent Director	09390821	NED (I)	5	-			Yes	-
Mr. Nishant Parikh Independent Director	07349640	NED (I)	5	1			Yes	-
Mr. B G Srinivas Independent Director	00517585	NED (I)	5	-			Yes	-
Ms. Sandra Campos Independent Director	10390929	NED (I)	5	-			Yes	-

Notes:

(i) ED - Executive Director/ NED(I) - Non-Executive Director (Independent)/ NED- Non-Executive Director/ NED(NID) - Non-Executive Non-Independent Director.

(ii) #Foreign Companies, Body Corporates, Private Companies and Companies under Section 8 of the Act are excluded for the above purpose.

(iii) Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders' Relationship Committee in Listed Companies (other than PDS Limited) and Unlisted Public Companies.

(iv) @Member includes Chairman.

(v) As on March 31, 2026, Dr. Deepak Kumar 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, 2026

Name of Director	No. of Shares held	% of total share capital
Dr. Deepak Kumar Seth	1,57,78,670	11.16
Mr. Parth Gandhi	1,25,000	0.09
Ms. Yael Gairola	Nil	Nil

Shareholding of Executive Directors as on March 31, 2026

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 financial year, Ms. Sandra Campos (DIN: 10390929), Independent Director of the Company, completed her first term of two years on November 27, 2025. Pursuant to the provisions of the Companies Act, 2013 and the SEBI Listing Regulations and shareholders resolution passed at the AGM on July 24, 2025, she was re-appointed for a second consecutive term of two years, commencing from November 28, 2025, to November 27, 2027 (both days inclusive).

The Board of Directors, on the recommendation of Nomination & Remuneration Committee, at their duly convened meeting held on May 15, 2026, subject to the approval of the Members at the ensuing AGM, have approved the re-appointment of:

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

b. Mr. Nishant Parikh as an Independent Director of the Company for a second term of two consecutive years commencing from December 8, 2026, up to December 7, 2028 (both days inclusive).

e. During the Financial Year 2025-26, 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 Company's business segments 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.

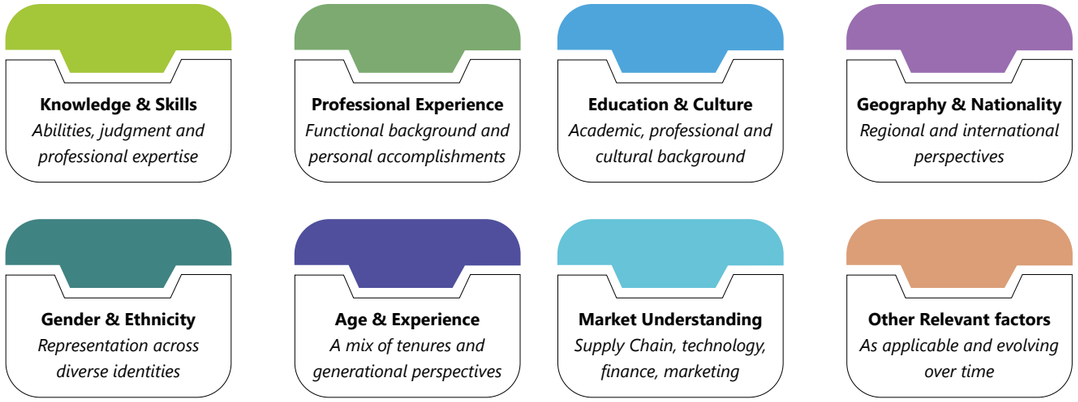
The Board have identified the following skills / expertise / competencies fundamental for the effective functioning of the Company:

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)	✓	✓	✓	✓	✓	✓	✓	-
Mr. Pallak Seth (DIN: 00003040)	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Parth Gandhi (DIN: 01658253)	✓	-	✓	✓	✓	✓	✓	-
Ms. Yael Gairola (DIN: 08434509)		✓	✓	✓	✓		✓	✓
Mr. Robert Sinclair (DIN: 09390821)	✓	✓	✓	✓	✓	-	✓	-
Mr. Nishant Parikh (DIN: 07349640)	-	-	-	-	✓	✓	-	-
Mr. B G Srinivas (DIN: 00517585)	-	-	✓	-	-	-	✓	✓
Ms. Sandra Campos (DIN: 10390929)	-	✓	✓	✓	✓	✓	✓	✓

Board Diversity

Under the Company's Policy on Board Diversity, the Nomination and Remuneration Committee ("**NRC**") is responsible for identifying and evaluating suitable Board candidates -assessing a broad range of criteria to build a balanced, diverse and effective Board.

Diversity criteria considered by the NRC are stated as below:



Appointment Process:

NRC	Board	Shareholders'
Step 1	Step 2	Step 3
Evaluation & recommendation: The NRC identifies and assesses candidates against diversity criteria, then recommends a suitable nominee to the Board.	**Appointment:** Acting on the NRC's recommendation, the Board appoints the candidate and, where required, recommends approval to Shareholders.	**Shareholders' approval:** Where applicable, the appointment is placed before Shareholders for their formal approval.

The Policy on Board Diversity is available on the Company's website at https://pdsltd.com/wp-content/uploads/2025/10/1.-Board-Diversity-Policy.pdf.

Independent Directors

The Company has established formal terms and conditions governing the appointment of Independent Directors, defining their roles, responsibilities and duties in line with Regulation 16 of the SEBI Listing Regulations and Section 149 read with Schedule IV of the Companies Act. Formal letters of appointment are issued at the time of each appointment or re-appointment.

The terms of appointment cover:

a. **Independence criteria, Age limits and Tenure** – as per Regulation 16 of the SEBI Listing Regulations and Section 149 read with Schedule IV of the Companies Act.

b. **Committee Memberships –** as per the SEBI Listing Regulations.

c. **Sitting Fees –** as per applicable provisions of the Companies Act & the SEBI Listing Regulations.

d. **Importance of independence –** in fact & spirit.

Declaration Timeline:

a. **On Appointment** : Independent Director submits a self-declaration confirming independence and compliance with all eligibility criteria, which is placed before the Board for information.

b. **Each Financial Year** : Declaration renewed at the start of every financial year, affirming continued independence and absence of disqualifying circumstances. The Company also ensures that its Directors meet the above eligibility criteria.

Regulatory Compliance:

a. **IICA Databank Registration** : Each Independent Director has registered themselves on the online databank maintained by the Indian Institute of Corporate Affairs.

b. **Confirmation from Independent Director** : 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.

c. **Board's Opinion** : In the Board's view, all Independent Directors fulfil the conditions specified under the Act, the rules made thereunder and the SEBI Listing Regulations, and are independent of the management of the Company.

The terms and conditions for appointment of Independent Directors are available on the Company's website at https://pdsltd.com/wp-content/uploads/2025/10/Terms-and-Conditions-of-Appointment-of-Independent-Directors-1.pdf.

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 February 10, 2026.

The Independent Directors inter-alia (i) discussed strategic agenda items and various other Board-related matters; (ii) identified areas where they need clarity or information from the Management; (iii) discussed 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.

Familiarisation Programmes

The Company has implemented a structured induction and familiarisation programme for the orientation and training of Directors at the time of their appointment, with the objective of enabling them to gain a comprehensive understanding of the Company, its governance framework, management structure, operations, and the industry in which it operates.

Upon joining, Directors participate in one-to-one interactive sessions with the top management team and business and functional heads, covering operations and technology. They are provided an information handbook containing key policies, processes, the Code of Conduct, the Memorandum and Articles of Association, and details of Board and Committee composition. Through the formal letter of appointment, Directors are also made aware of their roles, functions, duties and responsibilities, remuneration, training and development, and the performance evaluation process.

The Board maintains an active communication channel with executive management, enabling Directors to raise queries and seek clarifications freely, supporting a thorough understanding of the Company and its various operations.

As part of the ongoing programme, business and functional heads are periodically present at Board and Committee meetings to update Directors on the Company's strategy, business performance, operations, finance, risk management framework and human resources. Regular business and regulatory updates are also circulated to keep Directors abreast of significant developments.

The programme is designed to equip Directors with relevant insights into the Company's business model, strategic priorities, regulatory environment, risk management framework, and key organisational policies, thereby facilitating their effective participation in Board and Committee deliberations.

The details on the familiarisation programmes conducted during FY 2025–26 is available on the Company's website at https://pdsltd.com/wp-content/uploads/2026/04/Details-of-Familiariaztion-Progr-2025-26.pdf.

Performance Evaluation:

The Board conducts an annual performance evaluation of the Board, its Committees and individual Directors, providing structured feedback, identifying the right mix of competencies, and supporting continuous improvement in governance. The process, criteria and questionnaires are approved by the Nomination and Remuneration Committee and carried out through a combination of detailed questionnaires and verbal discussions.

a. **Evaluation Process:**

i. **NRC Approval:** Process, criteria and questionnaires approved by the NRC.

ii. **Questionnaire:** Detailed questionnaires completed by all Directors

iii. **Discussion:** Verbal discussions to supplement written responses

iv. **Board Review:** Findings and outcomes reviewed at Board level annually

b. Evaluation Criteria:

Evaluated	Criteria assessed				
Board	Diversity & Composition	Meeting effectiveness	Structure	Devotion of time	Specific Duties
Committees	Composition & Skills	Charter effectiveness	Board Contribution	Decision-making	
Directors	Diverse Perspectives	Independent Judgment	Quality of inputs	Attendance	Strategic Oversight
Independent Director	Outside-in perspective	Board effectiveness	Independence	Domain Expertise	
Group CEO	Business performance	Leadership	Talent Management	Strategic goals	
Chairperson	Encouraging Participation	Meeting Moderation	Strategic Thinking	Vision	
Executive Director	Board Relations & Governance Support	Operational & Programmatic	Strategic Leadership & Vision	Organizational Culture	Stakeholder Advocacy

c. Outcomes & Actions:

i. **Outcome for FY2025-26:**

- All Directors participated in the evaluation process.
- Board satisfied itself with performance of the Board, Committees and individual Directors.
- Adequate information flow from Management to the Board was confirmed.
- Committees met on a timely basis, covering all the agendas effectively, and were found well managed.

ii. **Actions from previous year:**

- Prior year recommendations were implemented to the Board's satisfaction.
- Comprehensive Board agenda preparation strengthened.
- Management presentations on business progress and industry trends introduced.

Compliance with the Code of Conduct ("CoC")

The Company's Code of Conduct ("**CoC**") is a guiding document that reflects the Company's commitment to ethical, transparent and lawful business conduct. It applies to Board members, Senior Management and all employees, and is reinforced through a structured annual compliance confirmation process. The CoC is available on the website of the Company at https://pdsltd.com/wp-content/uploads/2025/10/9.-COC_Board-and-SMP.pdf.

Core Principles:

Ethics	Legal	Workplace	Conflicts	Anti-bribery	Reputation
Ethical and transparent conduct in all business dealings	Full compliance with all applicable laws and regulations	Safe, respectful and harassment-free workplace for all	Avoidance of conflicts of interest at all times	Zero tolerance towards bribery or corruption in any form	Upholding and protecting the Company's reputation

Annual CoC Confirmation: All covered personnel confirm compliance with the Code of Conduct at the close of each financial year.

Group CEO Declaration: A declaration signed by the Group Chief Executive Officer, confirming that the Board of Directors and Senior Management Personnel have affirmed compliance 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 outlines their scope and responsibilities. As per the SEBI Listing Regulations, the Board has 5 (Five) Statutory Committees:

i. the Audit Committee

ii. the Nomination & Remuneration Committee

iii. the Stakeholders Relationship Committee

iv. the Corporate Social Responsibility Committee, and

v. 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/?governance_type=committees-charter and https://pdsltd.com/investors/board-of-directors/ respectively.

AUDIT COMMITTEE

Composition, meetings and attendance during the year:

The Audit Committee is duly constituted by the Board in accordance with Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations, with well-defined terms of reference, powers, roles and responsibilities.

As on March 31, 2026, the Committee comprised three members. The Audit Committee is chaired by a Non-Executive Independent Director, who was present at the last AGM. The composition of the Committee and the attendance of its members during FY 2025–26 is provided below.

3	6	≤120	94.44%
Committee Members	Meetings held in FY2025–26	Max. days between meetings	Attendance

Composition		Meeting dates	
2	Non-Executive Independent Directors (including the Chairman)	1.	May 15, 2025
		2.	Jun 16, 2025
1	Non-Executive & Non-Independent Director	3.	Jul 31, 2025
		4.	Oct 27, 2025
✓	All members financially literate with accounting and financial management expertise.	5.	Feb 10, 2026
		6.	Mar 31, 2026

The Audit Committee Members Attendance:

Name of Director	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	5
Mr. B G Srinivas	Member	Independent Director	6	6

Invitees & Secretary:

Group Chief Executive Officer, Group Chief Financial Officer, Statutory Auditors and Internal Auditors are invitees to the meetings of Audit Committee. The Group Legal Head & Company Secretary acts as Secretary to the Audit Committee. Minutes of each meeting are placed before and noted at the Board meeting.

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;
- To Consider and comment on rationale, cost-benefits and impact of schemes involving Merger, Demerger, Amalgamation etc., on the listed entity and its shareholders.
- 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 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 the SEBI Listing Regulations, the Audit Committee reviews operations of the subsidiary companies including their financial statements, related party transactions, and statement of loans and investments.

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 ("**NRC**") is duly constituted by the Board in accordance with Section 178 of the Companies Act and Regulation 19 of the SEBI Listing Regulations, with well-defined terms of reference, powers, roles and responsibilities.

As on March 31, 2026, the Committee comprised three members. The NRC is chaired by a Non-Executive Independent Director, who was present at the last AGM to address the queries of the shareholders. The composition of the Committee and the attendance of its members during FY 2025–26 is provided below:

3	4	2	91.67%
Committee Members	Meetings held in FY2025–26	Independent Directors	Attendance

Composition		Meeting dates	
2	Non-Executive Independent Directors (including the Chairman)	1.	May 15, 2025
		2.	Jul 31, 2025
1	Non-Executive & Non-Independent Director	3.	Oct 27, 2025
		4.	Feb 10, 2026

The Nomination and Remuneration Committee Members attendance:

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

The Group Legal Head & Company Secretary acts as Secretary to the Committee. Minutes of each meeting are placed before and noted at the Board meeting.

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.
- 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 of 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/2025/08/30.-Nomination-and-Remuneration-Policy.pdf.

DIRECTOR REMUNERATION

The Directors received remuneration and sitting fees exclusively from the subsidiary companies; consequently, the remuneration from the holding company is nil.

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

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 also paid by the subsidiary companies. Mr. Parth Gandhi has been granted ESOPs, details of which are mentioned in the Annexure 1 and 5 of this Report.
- **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 ("SRC") is duly constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations, with clearly defined roles, responsibilities, and scope of work.

As on March 31, 2026, the Committee comprised three members. The SRC is chaired by a Non-Executive and Non-Independent Director, who was present at the last AGM to address the queries of the shareholders. The composition of the Committee and the attendance of its members during FY 2025–26 is provided below:

3	4	1	91.67%
Committee Members	Meetings held in FY2025–26	Independent Directors	Attendance

Composition		Meeting dates	
2	Non-Executive & Non-Independent Directors (including the Chairman)	1.	May 15, 2025
		2.	Jul 31, 2025
1	Independent Director	3.	Oct 27, 2025
		4.	Feb 10, 2026

The Stakeholders Relationship Committee Members attendance:

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

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

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

Opening as on April 1, 2025	Received during the year	Resolved during the year	Closing as on March 31, 2026
0	2	2	0

Name, Designation and Address of the Compliance Officer

Mr. Abhishekh Kanoi, Group Legal Head and Company Secretary & Compliance Officer.
Address: Unit 1031 & 1032, Building No. 10, 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 to an issue & 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 constituted a Risk Management Committee in accordance with the requirements of Regulation 21 of the SEBI Listing Regulations. The Committee oversees the implementation of a comprehensive risk management framework designed to identify, assess, and mitigate risks across the organisation.

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 a wide range of risks. These include financial, operational, sustainability, information, and cyber security risks. The said policy is also available on the website of the Company at https://pdsltd.com/wp-content/uploads/2025/08/31.-Risk-Management-Policy.pdf.

The composition of the Committee and the attendance of its members during FY 2025–26 is provided below:

7	2	1	92.86%
Committee Members	Meetings held in FY2025–26	Independent Directors	Attendance

Composition		Meeting dates	
1	Independent Director (Chairman)	1.	Jul 23, 2025
2	Non-Executive & Non-Independent Directors		
1	Executive Director	2.	Jan 30, 2026
3	Non-Board Members		

The Risk Management Committee Members:

Name of Directors/ Members	Position	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	1
Mr. Parth Gandhi	Member	Non-Executive Non-Independent Director	2	2
Mr. Sanjay Jain*	Member	Group CEO	2	2
Mr. Rahul Ahuja*$	Member	Group CFO	2	2
Mr. Suresh Punjabi*	Member	Executive Director - Internal Audit, Assurance & Risk Management	2	2
Mr. Sadik Ismail Sunasara*@	Member	Group CFO	NA	NA

**Non-Board Members.*

$ Resigned from the office of Group Chief Financial Officer w.e.f., the close of business hours on March 31, 2026. Accordingly, Mr. Rahul Ahuja ceased to be a Member of the Committee w.e.f., March 31, 2026.

@ Mr. Sadik Ismail Sunasara was appointed as the Group Chief Financial Officer and Member of the Risk Management Committee w.e.f., April 1, 2026.

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 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.
- To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Composition, meetings and attendance during the year:

The Corporate Social Responsibility ("CSR") Committee is constituted in accordance with the provisions of Section 135 of the Act read with rules made thereunder. The Committee is entrusted with the responsibility of formulating and recommending to the Board the CSR Policy, identifying and recommending CSR activities in line with Schedule VII of the Act, recommending the amount of expenditure to be incurred on such activities, and monitoring the implementation of the CSR Policy from time to time.

The composition of the CSR Committee and the attendance of its members during FY 2025–26 is provided below:

3	2	1	66.67%
Committee Members	Meetings held in FY2025–26	Independent Directors	Attendance

Composition		Meeting dates
1	Independent Director (Chairperson)	1. May 15, 2025
1	Non-Executive & Non-Independent Director	
1	Executive Director	2. Feb 10, 2026

The CSR Committee Members attendance:

Name of Directors/ Members	Position	Category of Directorship	No. of Meetings	
			Held	Attended
Ms. Sandra Campos	Chairperson	Independent Director	2	2
Mr. Pallak Seth	Member	Executive Director	2	0
Mr. Parth Gandhi	Member	Non-Executive & Non-Independent Director	2	2

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 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")

The details of KMP are as follows:

Name	Designation
Mr. Sanjay Jain	Group Chief Executive Officer
Mr. Rahul Ahuja*	Group Chief Financial Officer
Mr. Sadik Ismail Sunasara**	Group Chief Financial Officer
Mr. Abhishekh Kanoi	Group Legal Head & Company Secretary

**Mr. Rahul Ahuja resigned from the office of Group Chief Financial Officer and Key Managerial Personnel of the Company effective from closure of business hours on March 31, 2026.*

***Mr. Sadik Ismail Sunasara was appointed as the Group Chief Financial Officer and Key Managerial Personnel of the Company effective from April 1, 2026.*

SENIOR MANAGEMENT PERSONNEL ("SMP")

The particulars of SMP are as follows:

Name	Designation
Mr. Sanjay Jain	Group Chief Executive Officer
Mr. Rahul Ahuja[1]	Group Chief Financial Officer
Mr. Sadik Ismail Sunasara[2]	Group Chief Financial Officer
Mr. Abhishekh Kanoi	Group Legal Head & Company Secretary
Ms. Reenah Joseph[3]	Deputy Group Chief Financial Officer
Mr. Naresh Sharma[4]	Head- Strategy
Mr. Saurabh Saxena[5]	Group Chief Information Officer
Mr. Mohit Sharma6	Head-Information Technology & Digital
Mr. Raamann Ahuja[7]	Group Chief Human Resource Officer
Mr. Prakhar Srivastava[8]	Lead - Global HR Initiatives
Mr. Daniel Coen[9]	President – Strategy & Markets
Mr. Paul Wright[10]	Group ESG & Business Development Director
Ms. Mansi Agrawal	Head – Taxation
Mr. Sagar Ballari1[1]	Executive Director- New Business
Mr. Ankur Agarwal[12]	Head – VC Investments

[1]Mr. Rahul Ahuja stepped down as Group Chief Financial Officer & SMP w.e.f. March 31, 2026.
[2]Mr. Sadik Ismail Sunasara was appointed as Group Chief Financial Officer & SMP w.e.f., April 1, 2026.
[3]Ms. Reenah Joseph stepped down as the Deputy Group Chief Financial Officer & SMP w.e.f., October 27, 2025.
[4]Mr. Naresh Sharma, Head – Strategy was designated as SMP w.e.f., February 10, 2026.
[5]Mr. Saurabh Saxena, stepped down as Group Chief Information Officer & SMP w.e.f. May 18, 2025.
[6]Mr. Mohit Sharma, Head- Information Technology & Digital was designated as SMP w.e.f. July 1, 2025.
[7]Mr. Raamann Ahuja, stepped down as the Group Chief Human Resource Officer & SMP w.e.f. June 30, 2025.
[8]Mr. Prakhar Srivastava, Lead – Global HR Initiatives was designated as the SMP w.e.f. July 1, 2025.
[9]Mr. Daniel Coen, stepped down as the President- Strategy & Markets & SMP w.e.f. July 11, 2025.
[10]Mr. Paul Wright, Group ESG & Business Development Director was designated as SMP w.e.f. July 15, 2025.
[11]Mr. Sagar Ballari, Executive Director – New Business was designated as SMP w.e.f. February 10, 2026.
[12]Mr. Ankur Agarwal, Head – VC Investments was designated as SMP w.e.f. February 10, 2026.

INVESTORS' INFORMATION

General Body Meetings

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

Financial Year	Date and Time	Location	Special Resolution Passed
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.
2024-25	July 24, 2025 at 2:30 pm (IST)	Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	Re-appointment of Ms. Sandra Campos (DIN: 10390929) as an Independent Director of the Company.

b) **Extraordinary General Meeting:** No Extra Ordinary General Meeting of the Shareholders of the Company was held during the financial year 2025-26.

c) **Details of Postal Ballot conducted during the financial year 2025-26:**

During the year 2025-26, and in accordance with the provisions of Sections 110 and 108 of the Act read with rules made thereunder and MCA Circulars issued in this regard, the Company passed the following Resolutions by postal ballot (e-voting):

Postal Ballot No. 1

Date of Postal Ballot Notice	Thursday, March 27, 2025
Date of Declaration of Result	Thursday, May 1, 2025
Voting Period	Tuesday, April 1, 2025 to Wednesday, April 30, 2025
Date of Approval	Wednesday, April 30, 2025

The details the resolutions and results of Postal Ballot are as under:

Resolution passed	Voting results	Scrutinizer
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.	Voting in favour: 99.9546% Voting against: 0.0454%	SGGS & Associates [Certificate of Practice No.: 21563], Practicing Company Secretaries
Approval for the grant of 1,25,000 Employee Stock Options to Mr. Parth Gandhi, Non-Executive Non-Independent Director under the PDS Limited – Employee Stock Option Plan 2021 – Plan B.	Voting in favour: 99.9786% Voting against: 0.0214%	

Postal Ballot No. 2

Date of Postal Ballot Notice	Tuesday, February 10, 2026
Date of Declaration of Result	Saturday, March 14, 2026
Voting Period	Friday, February 13, 2026 to Saturday, March 14, 2026
Date of Approval	Saturday, March 14, 2026

The details the resolutions and results of Postal Ballot are as under:

Resolution passed	Voting results	Scrutinizer
To approve the shifting of Registered Office of the Company from 'State of Maharashtra' to the 'State of Haryana'.	Voting in favour: 99.9983% Voting against: 0.0017%	SGGS & Associates [Certificate of Practice No.: 21563], Practicing Company Secretaries
To approve an amendment in the terms of PDS Limited Employee Stock Option Plan 2021 – Plan B.	Voting in favour: 97.8987% Voting against: 2.1013%	
To approve an amendment in the terms of PDS Limited Employee Stock Option Plan 2021 – Plan B, for grant of employee stock options to eligible employees of the Company's subsidiaries.	Voting in favour: 97.8987% Voting against: 2.1013%	
To authorise PDS Multinational Fashions ESOP Trust to acquire equity shares of the Company by way of secondary market acquisition for administration of PDS Limited Employees Stock Option Plan 2021 – Plan B.	Voting in favour: 97.8987% Voting against: 2.1013%	
To authorise the Company to grant a loan to the PDS Multinational Fashions ESOP Trust to acquire equity shares of the Company for implementation of the PDS Limited Employees Stock Option Plan 2021 – Plan B.	Voting in favour: 97.8987% Voting against: 2.1013%	

d) **Procedure for postal ballot:** The above-mentioned 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. The detailed procedure on voting through remote e-voting was provided in the notice of postal ballot

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.

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.

i. **Website:** Comprehensive information about the Company, and its business operations and investors information can be viewed at the Company website viz. www.pdsltd.com.

ii. **Financial Results:** The quarterly, half-yearly and annual results are regularly posted by the Company on its 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. Economic Times (All India Edition) and in one Marathi (Regional Language) newspaper viz. Mumbai Lakshadeep 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 at https://pdsltd.com/investors/financial-reports/?report_group=investor-updates-call-transcripts.

vi. **Press Release:** The official press releases of key events are disseminated to the Stock Exchanges and are displayed on the Company's website at https://pdsltd.com/media/?section=press-releases.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting	
Day	Friday
Date	July 31, 2026
Time	2:30 PM IST
Venue	Through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")
Financial Calendar (Tentative)	
1st quarter results for quarter ending June 2026	On or before 14 August 2026
2nd quarter results for quarter ending September 2026	On or before 14 November 2026
3rd quarter results for quarter ending December 2026	On or before 14 February 2027
Last quarter results for quarter ending March 2027	On or before 30 May 2027
Financial year	**1 April to 31 March**
Book Closure Dates	From Saturday, July 25, 2026 To Friday, July 31, 2026 (both days inclusive)
Dividend Payment date (subject to approval of shareholders)	Final Dividend for the financial year ended March 31, 2026, if declared, shall be paid on or before Saturday, August 29, 2026.
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 2026-27 to BSE and NSE have been paid by the Company within the prescribed time.

The Annual Custodian Fees for the financial year 2026-27 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 under review.

Registrar to an Issue 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: investor.helpdesk@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) ("MUFG Intime" or "RTA") acts as the Registrar to an Issue and Share Transfer Agent of the Company.

In accordance with Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as amended from time to time, transfer (including transfer of shares under special window of lodgement open upto February 4, 2027), transmission, and transposition of securities are required to be effected only in dematerialised form.

Pursuant to the SEBI Circulars, the listed entities are mandated to issue securities in dematerialized form only when processing investor service requests. This applies to requests such as the issuance of duplicate share certificates, transmission, transposition, endorsement, and other related matters. To comply with this process, the Company and its RTA issued a Letter of Confirmation ('LOC') instead of a physical share certificate.

In order to simplify the process for credit of securities pursuant to investor service requests and to reduce timelines as well as risks of loss and pilferage, SEBI vide Circular No. HO/38/13/(3)2026-MIRSD-POD/I/3763/2026 dated January 30, 2026, has dispensed with the requirement of issuance of the LOC effective April 2, 2026, and enabled directly credit of securities to the demat account of the investor.

Special Window for Re-lodgement of Transfer Requests of Physical Shares

SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025 and HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated January 30, 2026, has introduced a special window for the re-lodgement of transfer requests for physical shares.

In accordance with the provisions of the aforesaid circulars, shareholders who had submitted requests for transfer of physical shares prior to April 1, 2019, and whose requests were rejected, returned, or remained unprocessed due to deficiencies or incomplete documentation, have been granted an opportunity to re-lodge such transfer requests during the special window period.

The details of the special windows are as below:

- First Special Window (as per Circular dated July 2, 2025): Opened for a period of 6 (six) months from July 7, 2025, to January 6, 2026.
- Second Special Window (as per Circular dated January 30, 2026): Open for a period of 1 (One) Year from February 5, 2026, to February 4, 2027.

The eligibility of shareholders to re-lodge transfer requests under the current special window is determined based on the following criteria:

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

The Eligible Shareholders who wish to avail the opportunity of this special window are requested to submit the requisite documents to the RTA.

The Shareholders are hereby informed that the securities re-lodged for transfer pursuant to the above circular, shall only be issued in demat form. In case of any queries or assistance, Shareholders are requested to raise a service request at https://web.in.mpms.mufg.com/helpdesk/Service_Request.html or Investor.helpdesk@in.mpms.mufg.com.

During the financial year, the Company has also published notices in newspapers to inform shareholders about the opening of the aforementioned special windows and to encourage eligible shareholders to avail themselves of this facility.

'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's Website at https://web.in.mpms.mufg.com/KYC-downloads.html, or download the same from the Company's website at https://pdsltd.com/investors/investor-information/. 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-PoD/P/CIR/2025/91 dated June 23, 2025, 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 upon registering all the required details.

During the year under review, the Company has issued reminder letters to shareholders holding shares in physical form whose details were not updated, requesting them to register their email IDs with the RTA and to update their PAN and KYC details in compliance with the aforesaid Circular.

Therefore, we kindly request you 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/ and MUFG Intime's website at https://web.in.mpms.mufg.com/KYC-downloads.html.

IEPFA campaign "Saksham Niveshak" - A 100-Day Drive to Facilitate Dividend Claims and KYC Updates

The Investor Education and Protection Fund (IEPF) Authority launched a 100 Days Campaign titled 'Saksham Niveshak' in July 2025. This initiative aimed to create awareness amongst investors and facilitate the resolution of pending issues relating to unclaimed dividends and shares transferred to the IEPF, updation of KYC and nomination details and enables investors to claim their rightful entitlements.

In line with this initiative, the Company has published newspaper advertisements and website disclosures to create awareness amongst shareholders about updating KYC and claiming unpaid dividends. Additionally, the Company's RTA launched a special drive to process unclaimed dividends. Through this initiative, shareholders who updated their bank details successfully received their outstanding dividends from multiple quarters.

The ISR forms are available on the Company's website under the respective section at https://pdsltd.com/investors/investor-information/. In case of any queries or assistance, Shareholders are requested to raise a service request at https://web.in.mpms.mufg.com/helpdesk/Service_Request.html or Investor.helpdesk@in.mpms.mufg.com.

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, 2026

i. **Distribution of shareholding as on March 31, 2026:**

Shares Range			No. of Shareholders	Percentage of Shareholders	Number of Shares	% of Total Share Capital
From	-	To				
1	-	500	26,834	87.20	29,18,885	2.06
501	-	1000	2,041	6.63	15,61,934	1.10
1001	-	2000	934	3.04	13,81,869	0.98
2001	-	3000	285	0.93	7,24,944	0.51
3001	-	4000	139	0.45	4,93,433	0.35
4001	-	5000	101	0.33	4,68,734	0.33
5001	-	10000	167	0.54	11,79,165	0.83
10001	&	above	273	0.89	13,27,13,169	93.83
Total			**30,774**	**100.00**	**14,14,42,133**	**100.00**

ii. Category of Shareholding as on March 31, 2026:

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	-	8,67,99,430	61.37
TOTAL (A)	**3**	**8,67,99,430**	**-**	**8,67,99,430**	**61.37**
PUBLIC					
Mutual Funds	3	50,20,966	-	50,20,966	3.55
Alternate Investment Funds	7	14,47,433	-	14,47,433	1.02
Insurance Companies	1	16,92,137	-	16,92,137	1.20
Banks	2	395	395	790	0.00
Foreign Portfolio Investors Category I	35	44,87,760	-	44,87,760	3.17
Foreign Portfolio Investors Category II	2	2,07,098	-	2,07,098	0.15
Directors and their relatives (excluding Independent Directors and nominee Directors)	1	1,25,000	-	1,25,000	0.09
Key Managerial Personnel	1	18,600	-	18,600	0.01
Resident Individuals	28,234	2,84,28,371	3,31,545	2,87,59,916	20.32
Non-Resident Indians (NRIs)	753	21,37,918	65,480	22,03,398	1.56
Bodies Corporate	190	79,96,232	1,190	79,97,422	5.65
Trust	1	200	-	200	0.00
Bodies Corporate – LLPs	36	7,89,912	-	7,89,912	0.56
Hindu Undivided Family	815	11,85,108	-	11,85,108	0.84
Unclaimed or Suspense or Escrow Account	2	2,75,885	-	2,75,885	0.20
Clearing Members	11	2,08,046	-	2,08,046	0.15
TOTAL (B)	**30,094**	**5,40,21,061**	**3,98,610**	**5,44,19,671**	**38.47**
NON-PROMOTER - NON-PUBLIC					
Shares held by Employee Trust	1	2,23,032	-	2,23,032	0.16
TOTAL (C)	**1**	**2,23,032**	**-**	**2,23,032**	**0.16**
TOTAL (A)+(B)+(C)	**30,098**	**14,10,43,523**	**3,98,610**	**14,14,42,133**	**100.00**

Dematerialization of shares and liquidity as on March 31, 2026

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 99.72% of the Company's Equity Share Capital are in dematerialized form as on March 31, 2026, and the entire promoters holding have been held in the dematerialized as on March 31, 2026.

Break up of shares in physical and demat form as on March 31, 2026, is as follows:

Category	Shareholders	Shares	% of total equity
Demat Mode			
NSDL	11,768	12,69,53,798	89.76
CDSL	18,217	1,40,89,725	9.96
Total	**29,985**	**14,10,43,523**	**99.72**
Physical Mode	**789**	**3,98,610**	**0.28**
Grand total	**30,774**	**14,14,42,133**	**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 is not exposed to any commodity price risk. The Company has no foreign exchange receivable and payable as on March 31, 2026.

Plant locations:

The Company owned 16 (Sixteen) manufacturing plants through its subsidiaries in India, 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

Mr. Abhishekh Kanoi
Group Legal Head, Company Secretary & Compliance Officer
PDS Limited
Registered Office*:
Unit 1031 & 1032,
Solitaire Corporate Park,
Andheri-Ghatkopar Link Road, Andheri East,
Mumbai – 400093, Maharashtra, India.
E-mail: investors@pdsltd.com
Web: www.pdsltd.com

Note:

Change in Registered Office:

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

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

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

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 program 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:

The Company has established a robust framework for the identification, review, approval, and monitoring of Related Party Transactions ("RPTs"). All RPTs undertaken during FY 2025–26 were in the ordinary course of business and on an arm's length basis. The Audit Committee reviewed and approved all such transactions in accordance with the Company's RPT Policy. As a standard practice, omnibus approvals are obtained on a periodic basis for repetitive and unforeseen transactions, subject to defined criteria under the Policy. Only Independent Directors who are members of the Audit Committee participate and vote on matters relating to RPTs, and the Committee is empowered to seek any information from management and appoint third-party advisors, wherever necessary, to ensure that transactions are in the 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.

The Policy is uploaded on the website of the Company at https://pdsltd.com/wp-content/uploads/2025/10/16.-Policy-on-Related-Party-Transanctions.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.

Matter related to capital markets during the last 3 financial years are as follows:

FY 2025-26: No penalty was imposed;

FY 2024–25: A penalty of INR 5,900 (inclusive of GST) each was initially imposed by the NSE and BSE under Regulation 23(9) of the SEBI Listing Regulations. 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.

FY 2023–24: A penalty was levied for a delay in appointing a woman independent director, which temporarily impacted the Board composition required under Regulation 17(1) of the SEBI Listing Regulations.

Vigil Mechanism/Whistle Blower Policy

The Company has established a Vigil Mechanism (Whistle Blower Policy) to enable Directors, employees, and stakeholders to report concerns about unethical behavior, leak of UPSI, fraud, or violations of the Company's code of conduct and ethics policy.

The key features include the following:

- Anonymous and confidential reporting mechanism
- Protection against retaliation or victimization of whistle-blowers
- Direct access to the Chairman of the Audit Committee
- Online reporting through Navex Hotline hosted at https://secure.ethicspoint.com/domain/media/en/gui/39044/index.html
- No personnel denied access to the mechanism

The Policy ensures that genuine concerns can be raised in full confidence without fear of reprisal. All reported concerns are investigated with strict confidentiality, and whistle-blowers are provided adequate safeguards.

The Vigil Mechanism Policy is available at https://pdsltd.com/wp-content/uploads/2025/10/27.-Vigil-Mechanism-and-Grievance-Redressal.pdf.

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 and implemented the following policies:

a. Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders including Designated Persons:

The Company has adopted a Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders including Designated Persons ("**Code**") to regulate trading activities by Designated Persons (DPs)/ immediate relatives of DPs/ Connected Persons/ Insiders. The Code is available on the Company's website at https://pdsltd.com/wp-content/uploads/2025/08/10.-COC-Insider-Trading.pdf.

The Code covers the following key aspects:

- Procedures for Designated Persons / immediate relatives of DPs Connected Persons/ Insiders while dealing in the Company's securities
- Guidelines for handling Unpublished Price Sensitive Information (UPSI)
- Obligations and responsibilities of Designated Persons
- Requirements for maintaining a structured digital database
- Mechanisms for prevention of insider trading
- Processes to familiarize employees with the sensitivity of UPSI
- Prohibited transactions and restrictions on trading
- Procedures for carrying out permitted transactions in the Company's securities

b. Code of Practices and Procedures for Fair Disclosure:

The Company has adopted a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as required under Regulation 8 of the PIT Regulations, available at https://pdsltd.com/wp-content/uploads/2025/10/Code-of-Practices-and-Procedures-for-Fair-Disclosure-of-UPSI-1.pdf.

The key features of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information are:

- Prompt and uniform disclosure of UPSI to stock exchanges before sharing with analysts/investors.
- UPSI shared only for legitimate purposes (regulatory compliance, performance of duties, ordinary business)
- 15-day silent period before declaration of financial results to prevent selective disclosure and continue upto the time when the results made publicly available.
- Only authorized officials (MD/CEO, CFO, Company Secretary, Investor Relations Head) may interact with investors/analysts.
- All presentations and transcripts posted on https://pdsltd.com/investors/financial-reports/?report_group=investor-updates-call-transcripts
- Administered by the Board on the recommendation of the Audit Committee

c. Awareness and Training Programs:

To ensure strict adherence to these policies, the Company regularly conducts awareness programs for its employees through:

- Periodic email communications
- Frequently Asked Questions (FAQs) documentation
- Educational materials on insider trading compliance

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. M/s. 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://pdsltd.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, 2026, the following subsidiaries continue to qualify as material subsidiaries of the Company.

Name of the Material Subsidiary	Date and Place of Incorporation	Name of Statutory Auditors	Date of Appointment
Multinational Textile Group Limited	March 28, 2006, Mauritius	Lancasters, Chartered Accountant, Mauritius	May 14, 2025
PDS Ventures Limited	Nov 25, 2015, Mauritius	Lancasters, Chartered Accountant, Mauritius	May 14, 2025
PDS Manufacturing Limited	Mar 22, 2021 Mauritius	Lancasters, Chartered Accountant, Mauritius	May 14, 2025
Norwest Industries Limited	Jun 26, 1998, Hong Kong	Ernst & Young, Hongkong	February 2, 2026
Simple Approach Limited	Jun 2, 2005, Hong Kong	Grant Thornton Hongkong Limited	April 1, 2026

In view of the SEBI Listing Regulations, following Independent Directors of the Company have already been appointed in the following unlisted material subsidiary companies where applicable:

Sr. No.	Name of the Company	Director
1.	Multinational Textile Group Limited	Mr. Nishant Parikh
2.	Norwest Industries Limited	Mr. BG Srinivas
3.	PDS Manufacturing Limited	Mr. Robert Sinclair

Total Fees Paid to Statutory Auditors

For the financial year 2025-26, the Company and its Subsidiaries have paid a consolidated sum of ₹ 1,19,94,384 to M/s. Walker Chandiok & Co LLP, the Statutory Auditors.

Particulars	By Company	By Subsidiaries	Total
Statutory Audit Fees	93,34,900	15,01,800	1,08,36,700
Tax Audit Fees	1,62,950	2,20,000	3,82,950
Out of pocket Expenses	7,74,734	-	7,74,734
Total	**1,02,72,584**	**17,21,800**	**1,19,94,384**

Non-compliance of any requirement of Corporate Governance report of sub-paras (2) to (10) of Schedule V(c) of the SEBI Listing Regulations

As on March 31, 2026, the Company is in compliance with the requirement of corporate governance report of sub-paras (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 Regulations, 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, 2025.	522	2,76,675
Number of shareholders who approached the Issuer/Registrar for transfer of shares from suspense account during the FY 2025-26.	2	790
Number of shareholders to whom shares were transferred from suspense account during the FY 2025-26.	2	790
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, 2026.	520	2,75,885

The voting rights on the shares in the suspense account as on March 31, 2026 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 years for which unclaimed dividends outstanding as on March 31, 2026:

Type of Dividend	Dividend per share (in ₹)	Date of declaration	Due date for Transfer	Unclaimed Dividend as on March 31, 2026 (₹)
Interim Dividend - FY 2025-26	1.65	27-10-2025	01-12-2032	10,05,393.92
Final Dividend - FY2024-25	1.70	24-07-2025	28-08-2032	10,48,995.86
Interim Dividend - FY2024-25	1.65	29-10-2024	04-12-2031	11,74,845.63
Final Dividend - FY2023-24	3.15	26-07-2024	31-08-2031	23,05,800.50
Interim Dividend - FY2023-24	1.60	01-11-2023	06-12-2030	10,99,056.64
Final Dividend - FY2022-23	2.60	31-07-2023	04-09-2030	17,64,814.50
Interim Dividend - FY2022-23	2.50	07-11-2022	12-12-2029	19,72,650.21
Final Dividend - FY2021-22	23.85	29-07-2022	02-09-2029	29,87,769.78
Final Dividend - FY2020-21	15.75	30-07-2021	03-09-2028	23,59,752.50

Details of the unclaimed dividend are available on the website of the Company at https://pdsltd.com/investors/corporate-governance/?governance_type=statement-of-unclaimed-dividend.

Details of Utilization of Fund:

The Company in the financial year 2024-25, 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.

The details of utilization of proceeds of the funds raised through Qualified Institutional Placement (QIP) are as follows:

(₹ in Lakhs)

Nature of Utilization	Amount (Approved for utilization)	Amt utilized during previous years	Amt at the beginning of the year (Apr 1, 2025)	Total Amount Utilized during FY26	Total unutilized amount as at Mar 31, 2026
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	114.00	-	114.00
Pursuing strategic unidentified acquisitions, and other inorganic growth opportunities and general corporate purposes	13,105.96	-	13,105.96	2,420.13	10,685.83
Total	**41,055.96**	**27,836.00**	**13,219.96**	**2,420.13**	**10,799.83**

As on March 31, 2026, the balance unutilized amount is mostly invested in bank fixed deposits.

Utilization of Unutilized Net Proceeds from the QIP beyond Fiscal 2026:

As per the placement document issued in connection with the QIP undertaken by the Company, the Net Proceeds were proposed to be utilised up to Fiscal 2026. However, in light of prevailing macroeconomic and geopolitical uncertainties, including ongoing global conflicts and heightened market volatility impacting supply chains and overall business sentiment, the Company has adopted a prudent and conservative approach towards capital allocation and liquidity management.

Accordingly, with a view to conserving cash resources and maintaining financial flexibility, an amount of ₹10,799.83 lakhs of the Net Proceeds remains unutilised as of Fiscal 2026. The Board of Directors, based on the recommendation of the Audit Committee at its meeting held on March 31, 2026, has approved the extension of the timeline for utilisation of the unutilised Net Proceeds beyond Fiscal 2026, in accordance with the stated objects of the issue and applicable laws.

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 available on the website of the Company at https://pdsltd.com/wp-content/uploads/2025/08/32.-Policy-on-Prevention-of-Sexual-Harassment-at-Workplace.pdf.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. The detailed disclosure is given in the Directors' Report.

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. The details of loans and advances given by the Company and its subsidiaries are disclosed in the Financial Statements annexed to this Annual Report.

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.

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 & Promoter Non-Executive Non-Independent Director 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 ("EVC"), Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") Certification

The EVC, CEO and 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 EVC, CEO and 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, 2026.

Sanjay Jain
Group Chief Executive Officer

Date: May 15, 2026

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 Sadik Ismail Sunasara, 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, 2026 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, 2026 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.

Date: May 15, 2026

(Pallak Seth)
Executive Vice Chairman

(Sanjay Jain)
Group Chief Executive Officer

(Sadik Ismail Sunasara)
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 Limited,
Unit No. 1031 & 1032, 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 having registered office at Unit No. 1031 & 1032, 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, 2026, 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*
1	Mr. Deepak Kumar Seth	00003021	April 06, 2011
2	Mr. Pallak Seth	00003040	April 06, 2011
3	Mr. Parth Dasharath Gandhi	01658253	May 27, 2021
4	Mr. Robert Lloyd Sinclair	09390821	November 09, 2021
5	Mr. Nishant Parikh Ravindra	07349640	December 08, 2021
6	Ms. Yael Gairola	08434509	December 08, 2021
7	Mr. B.G. Srinivas	00517585	March 28, 2023
8	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: A036600H000372903
Peer Review Certificate No.: 5721/2024

Place: Delhi
Date: May 15, 2026

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, 2026, 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, 2026.

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: A036600H000372947
Peer Review Certificate No.: 5721/2024

Place: Delhi
Date: May 15, 2026

Annexure 7

Business Responsibility and Sustainability Report 2025-26

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

SR. No.	Particulars	Details
1	Corporate Identity Number (CIN) of the Listed Entity	L18101MH2011PLC388088
2	Name of the Listed Entity	PDS Limited ["PDS/The Company"]
3	Year of incorporation	06-04-2011
4	Registered office address	Unit No. 1031 & 1032, Solitaire Corporate Park, Andheri Ghatkopar Link Road, Andheri East, Mumbai- 400093, Maharashtra, India.
5	Corporate address	Unit No. 1031 & 1032, 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	2025-26
10	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange of India Limited and BSE Limited
11	Paid-up Capital	₹2,824.38 lakhs as of March 31, 2026
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. Abhishekh Kanoi, Group f Legal Head & 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	Limited Assurance on BRSR Core KPI's

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 is a global fashion supply chain solutions platform offering solutions such as design led sourcing, sourcing-as-a-service, manufacturing & brand management. PDS operates through a network of entrepreneur led business verticals and manufacturing partners including own manufacturing facilities, across key sourcing markets, delivering agile, scalable and customer-centric solutions.	95%

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	95%

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	14	14	28
International	3	97	100

PDS is a global B2B fashion infrastructure and supply chain solutions company serving leading brands and retailers across 22+ countries. As of March 31, 2026, the Group owns and operates 4 core manufacturing facilities of which 2 factories are in Bangladesh, 1 factory in Sri Lanka and 1 factory (Knit Gallery India Private Limited in India, acquired during year, (having 14 manufacturing units in Tirupur).

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 2025-26, 52% of PDS's Standalone turnover was from exports out of India.

c. A brief on types of customers

PDS serves a diversified global customer base of over 300 brands, retailers including value retailers and e-commerce platforms across fashion, footwear, accessories, home and lifestyle categories. Its customers range from established global retailers and private-label operators to emerging digital-first brands, reflecting the breadth and flexibility of the Company's platform.

The Company's customer footprint spans key markets including the UK, Europe, the Americas, the Middle East and Asia. PDS focuses on building long-term strategic relationships by offering tailored solutions across product development, design, sourcing, manufacturing, compliance, logistics and brand management.

Customer relationships are underpinned by a strong commitment to quality, sustainability, transparency and regulatory compliance. Through its diversified sourcing network, design-led approach and integrated supply chain capabilities, PDS helps customers respond to evolving consumer trends, optimize sourcing strategies and enhance speed-to-market while maintaining responsible business practices.

The Company's diversified customer portfolio, spanning multiple geographies, channels and product categories, helps mitigate concentration risk and supports sustainable growth through changing market cycles.

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)	4,235	3,127	74%	1,108	26%
2	Other than Permanent (E)	136	63	46%	73	54%
3	**Total Employees (D+E)**	**4,371**	**3,190**	**73%**	**1,181**	**27%**
	WORKERS					
1	Permanent (F)	5,912	1,173	20%	4,739	80%
2	Other than Permanent (G)	0	0	0	0	0%
3	**Total Workers (F+G)**	**5,912**	**1,173**	**20%**	**4,739**	**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	2	40%	3	60%
2	Other than Permanent (E)	0	0	0%	0	0%
3	**Total Differently Abled Employees (D+E)**	**5**	**2**	**40%**	**3**	**60%**
	DIFFERENTLY ABLED WORKERS					
1	Permanent (F)	8	4	50%	4	50%
2	Other than Permanent (G)	0	0	0%	0	0%
3	**Total Differently Abled Workers (F+G)**	**8**	**4**	**50%**	**4**	**50%**

21. Participation / Inclusion / Representation of women

	Total (A)	No. and % of Females	
		No. (B)	% (B/A)
Board of Directors	8	2	25%
Key Management Personnel	3	0	0%

22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

	FY 2025 26 (Turnover rate in current FY)			FY 2024-25 (Turnover rate in previous FY)			FY 2023-24 (Turnover rate in the year prior to previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	31%	32%	31%	31%	37%	32%	28%	26%	27%
Permanent Workers	34%	41%	40%	41%	53%	50%	45%	53%	52%

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	360 Notch Limited	Subsidiary	100%	Yes
2	Adaptive Fashion Limited (Erstwhile Unhidden UK Limited)	Subsidiary	80%	No
3	Angelic-Partners Limited	Subsidiary	55%	Yes
4	Apex Black Limited	Subsidiary	65%	Yes
5	Brand Collective Corporation Limited	Subsidiary	70%	Yes
6	Brand Collective Limited	Subsidiary	70%	Yes
7	Casa Collective Limited	Subsidiary	75%	Yes
8	Casa Forma Limited	Subsidiary	100%	Yes
9	Clover Collections FZCO	Subsidiary	75%	Yes
10	Clover Collections Limited	Subsidiary	100%	Yes
11	Collaborative Sourcing Services FZCO	Subsidiary	75%	Yes
12	Collective Near East Sourcing Services FZCO	Subsidiary	100%	No
13	DBS Lifestyle India Private Limited	Subsidiary	51%	Yes
14	DBS Lifestyle Limited (Erstwhile PDS Lifestyle Limited)	Subsidiary	51%	No
15	Design Arc Asia Limited	Subsidiary	93%	Yes
16	Design Arc Brands Limited	Subsidiary	100%	Yes
17	Design Arc Europe Limited	Subsidiary	70%	Yes
18	Design Arc Europe SPA	Subsidiary	70%	No
19	Design Arc FZCO	Subsidiary	100%	Yes
20	Design Arc LLC	Subsidiary	100%	No
21	Design Arc UK Limited	Subsidiary	100%	Yes
22	Design COE Limited (Formerly known as PDS Fashion USA Limited)	Subsidiary	85%	Yes
23	DESIGN COE USA INC	Subsidiary	100%	No
24	Design Hub Sourcing FZCO	Subsidiary	60%	Yes
25	GoodEarth Apparels Limited (Erstwhile Green Smart Shirts Limited)	Subsidiary	93%	Yes
26	GoodEarth Lifestyle Limited (Erstwhile Green Apparel Industries Limited)	Subsidiary	93%	Yes
27	Grupo Sourcing Limited, Hongkong	Subsidiary	51%	Yes
28	GSC Link Limited	Subsidiary	60%	Yes
29	Home Sourcing Solutions Limited	Subsidiary	80%	Yes
30	Infinity Fashion FZCO	Subsidiary	100%	No
31	INFINITY FASHION Tedarik Hizmetleri Anonim Sirketi (Erstwhile George Tedarik Hizmetleri Anonim S1rketi)	Subsidiary	100%	Yes
32	Jcraft Array Limited	Subsidiary	100%	Yes
33	Kindred Brands Limited	Subsidiary	56%	No
34	Kleider Sourcing FZCO	Subsidiary	51%	Yes
35	Kleider Sourcing Hong Kong Limited	Subsidiary	51%	Yes
36	Kleider Sourcing Limited Bangladesh	Subsidiary	51%	Yes
37	Knit Gallery Hong Kong Limited (Erstwhile PDS Incubation Company Limited & PDS Sourcing Hong Kong Limited)	Subsidiary	51%	No
38	Knit Gallery India Private Limited	Subsidiary	51%	No
39	Krayons Sourcing Limited	Subsidiary	75%	Yes
40	LillyandSid Limited	Subsidiary	55%	Yes
41	Lily And Lionel London Limited	Subsidiary	100%	No
42	Moda & Beyond Limited (Erstwhile Moda and Beyond Limited)	Subsidiary	64%	Yes
43	Moda and Beyond FZCO (Erstwhile PDS Design Services FZCO)	Subsidiary	100%	Yes
44	Multinational Textile Group Limited	Subsidiary	100%	Yes
45	New Lobster Limited	Subsidiary	100%	Yes
46	Nexstyle Apparel Manufacturing Limited	Subsidiary	93%	No
47	Nexstyle Apparel Manufacturing Limited, Mauritius	Subsidiary	93%	No
48	Nor Lanka Manufacturing Colombo Limited	Subsidiary	90.50%	Yes
49	Nor Lanka Manufacturing Limited	Subsidiary	91%	Yes
50	Norlanka Manufacturing India Private Limited (Erstwhile Norlanka Brands Private Limited)	Subsidiary	100%	Yes
51	Norlanka Progress Private Limited	Subsidiary	91%	Yes
52	Northern Apparel Limited (Formerly known as PDS Tailoring Limited)	Subsidiary	70%	No
53	Northern Brands Limited (Erstwhile Subtract Retail Limited)	Subsidiary	70%	No
54	Norwest Industries Limited	Subsidiary	100%	Yes
55	OLE Fashion Limited (Erstwhile PDS Online Enterprise UK Limited)	Subsidiary	100%	Yes
56	Online Enterprise HK Limited (Erstwhile PDS Design Services Limited and PDS Online Enterprise HK Limited)	Subsidiary	100%	No
57	Onme Soho Health And Beauty FZCO	Subsidiary	85%	No
58	Onme Soho Health And Beauty Limited, UK	Subsidiary	100%	No
59	Onme Soho Health and Beauty Limited (Erstwhile PDS Smart Fabric Tech Limited)	Subsidiary	85%	No
60	Origin Global Limited (Erstwhile PDS Far-East Limited)	Subsidiary	80%	Yes
61	Pangram Brands Global Private Limited	Subsidiary	51%	No
62	Pangram Celebrity Brands Private Limited	Subsidiary	53%	No
63	PDS Brands Manufacturing FZCO	Subsidiary	100%	Yes
64	PDS Brands Manufacturing Limited	Subsidiary	100%	Yes
65	PDS Brands Private Limited	Subsidiary	100%	No
66	PDS Central America Limited (Erstwhile PDS Collective Sourcing Limited)	Subsidiary	100%	Yes
67	PDS DSGN FZCO (Erstwhile PDS Lifestyle FZCO)	Subsidiary	100%	No
68	PDS Far East USA, Inc.	Subsidiary	100%	Yes
69	PDS Fashions Bangladesh Limited	Subsidiary	100%	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)
70	PDS Fashions Limited	Subsidiary	100%	Yes
71	PDS Global Procurement Service FZCO	Subsidiary	100%	Yes
72	PDS Global Sourcing Limited	Subsidiary	100%	No
73	PDS Lifestyle Limited UK	Subsidiary	100%	Yes
74	PDS Logistics FZCO	Subsidiary	51%	No
75	PDS Manufacturing Limited	Subsidiary	93%	No
76	PDS MEA Limited	Subsidiary	100%	Yes
77	PDS Multinational FZCO	Subsidiary	100%	Yes
78	PDS North America Limited (Erstwhile PDS Fashions Hong Kong Limited)	Subsidiary	100%	Yes
79	PDS North America LLC	Subsidiary	100%	No
80	Online Enterprise USA Inc (Formerly PDS Online Enterprise USA Inc)	Subsidiary	100%	Yes
81	PDS Radius Brands FZCO	Subsidiary	100%	Yes
82	PDS Sourcing Bangladesh Limited (Erstwhile known as Multinational OSG Services Bangladesh Private Limited)	Subsidiary	100%	Yes
83	PDS Sourcing Limited	Subsidiary	100%	No
84	PDS Trading (Shanghai) Company Limited	Subsidiary	60%	Yes
85	PDS Ventures Limited	Subsidiary	100%	Yes
86	PDS Ventures Limited, Mauritius	Subsidiary	100%	No
87	PG Capital FZE	Subsidiary	100%	No
88	PG Group Limited	Subsidiary	51%	Yes
89	PG Group SPA	Subsidiary	51%	Yes
90	PG Home Group Limited	Subsidiary	46%	Yes
91	PG Home Group SPA	Subsidiary	46%	Yes
92	PG Shanghai Manufacturer Co. Limited	Subsidiary	51%	Yes
93	Poetic Brands Limited	Subsidiary	60%	Yes
94	Poeticgem Europe Limited	Subsidiary	75%	No
95	Poeticgem International FZCO	Subsidiary	75%	No
96	Poeticgem Limited	Subsidiary	100%	Yes
97	Poeticgem International Limited	Subsidiary	100%	Yes
98	Positive Materials Industries LDA (Erstwhile Progressive Crusade Unipessoal LDA)	Subsidiary	60%	Yes
99	Positive Materials Limited	Subsidiary	60%	Yes
100	Progress Apparels (Bangladesh) Limited	Subsidiary	93%	Yes
101	Progress Manufacturing Group Limited	Subsidiary	93%	Yes
102	Recovered Clothing Limited	Subsidiary	60%	Yes
103	Rising Asia Star Hong Kong Company Limited	Subsidiary	100%	Yes
104	Roksanda UK Limited	Subsidiary	80%	Yes
105	Simple Approach (Canada) Limited	Subsidiary	80%	No
106	Simple Approach Bangladesh Private Limited	Subsidiary	80%	Yes
107	Simple Approach Home Limited	Subsidiary	80%	Yes
108	Simple Approach Limited	Subsidiary	80%	Yes
109	Simple Approach Trading FZCO	Subsidiary	75%	No
110	Simple Approach UK Limited	Subsidiary	80%	No
111	SKOPE Apparels FZCO	Subsidiary	75%	Yes
112	Smart Notch (Shanghai) Limited	Subsidiary	100%	Yes
113	SNE MODA TASARIM Sanayi VE Ticaret Anonim Sirketi	Subsidiary	70%	No
114	Sourcing Solutions Europe BVBA	Subsidiary	51%	Yes
115	Sourcing Solutions Limited	Subsidiary	51%	No
116	Spring Design London Limited	Subsidiary	100%	Yes
117	Spring Near East FZCO	Subsidiary	85%	Yes
118	Spring Near East Manufacturing Company Limited	Subsidiary	65%	Yes
119	Stellar Brands Global FZCO (Erstwhile PDS Sourcing FZCO)	Subsidiary	100%	No
120	Styleberry Limited	Subsidiary	100%	Yes
121	Sunny Up Limited	Subsidiary	60%	Yes
122	Sunny Up US Limited	Subsidiary	60%	No
123	Suri Overseas Private Limited	Subsidiary	51%	Yes
124	Techno (Shanghai) Trading Company Limited	Subsidiary	55%	Yes
125	Techno Design GmBH	Subsidiary	55%	Yes
126	Techno Design HK Limited	Subsidiary	55%	Yes
127	Techno Design USA LLC	Subsidiary	55%	Yes
128	Techno Sourcing BD Limited	Subsidiary	49%	Yes
129	Techno Sourcing Dis Ticaret Anonim Sirketi	Subsidiary	55%	Yes
130	Technocian Fashions Private Limited	Subsidiary	55%	Yes
131	The Brand Group Limited	Subsidiary	80%	Yes
132	The Source Fashions Platform FZCO	Subsidiary	70%	No
133	Tritron Fashion FZCO	Subsidiary	60%	No
134	Twins Asia FZCO	Subsidiary	100%	Yes
135	Twins Asia Limited	Subsidiary	100%	Yes
136	Upcycle Labs Limited	Subsidiary	61%	Yes
137	Vivere London Limited	Subsidiary	61%	Yes
138	Wonderwall (F.E) Limited	Subsidiary	60%	Yes
139	Wonderwall (F.E) Limited, Hongkong	Subsidiary	60%	Yes
140	Zamira Fashion Limited	Subsidiary	67%	Yes
141	Zamira Fashion Limited Zhongshan	Subsidiary	67%	Yes
142	PDS Asia Star Corporation Limited	Subsidiary	60%	Yes
143	Digital Internet Technologies Limited	Joint Venture	50%	No
144	Yellow Octopus	Joint Venture	50%	Yes
145	Yellow Octopus Circular Solutions Limited (formerly Yellow Octopus-UK Limited and Yellow Octopus Fashion Limited)	Joint Venture	50%	Yes
146	Yellow Octopus Ventures FZCO	Joint Venture	50%	No
147	GWD Enterprises Limited	Associates	25%	No
148	Loop Digital Wardrobe Limited	Associates	34%	No
149	Nobleswear (Private) Limited	Associates	26%	No
150	Reflaunt Pte Limited	Associates	26%	No

Note: Rounded off to nearest decimal

VI. CSR Details

24. CSR Details

(i)	Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)	Yes, CSR provisions under Section 135 of the Companies Act, 2013 are applicable to the Company. During the year, the Company contributed approximately ₹35.19 lakhs to Soham for Kids Education Society, a trust registered under the Societies Registration Act, 1860 and headquartered in Hyderabad. The trust follows a comprehensive approach to child welfare by providing essential services such as healthcare, balanced nutrition—including two nutritious meals a day—and access to quality education. Its educational initiatives emphasize holistic development, supporting children through various extracurricular activities including sports, music, and the arts. In addition, the trust extends its impact to families by offering vocational training programs for parents, such as sewing and English language skills, thereby enabling them to pursue sustainable livelihood opportunities.
(ii)	Turnover (in ₹)	25,740.74 lakhs
(iii)	Net worth (in ₹)	69,869.37 lakhs

Note: CSR under Section 135 of the Companies Act, 2013 is applicable to the standalone Indian entity, turnover and networth mentioned above is of the PDS Limited standalone.

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 2025-26 (Current Financial Year)			FY 2024-25 (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 (other than shareholders)	Yes	0	0		0	0	
Shareholders	Yes	0	0		0	0	
Employees and workers	Yes	32	0		29	0	
Customers	Yes	0	0		4	0	
Value Chain Partners	Yes	1	0		0	0	
Other (please specify)	Yes	6	0		3	0	

PDS has a robust Vigil Mechanism and Grievance Redressal framework that enables all stakeholders to report concerns confidentially and without fear of retaliation through the independent **NAVEX** global hotline platform, where reports are received directly by the Vigilance Officer and investigated through a structured, impartial process involving the Reviewing Authority and, when required, the Audit Committee. The Company also maintains complaint registers across factory locations for issues raised by factory associates, which are addressed by the Factory Compliance Manager and Head of Compliance. Additionally, employees, vendors, contractors, and other stakeholders are encouraged to report any misconduct to their reporting managers or HR heads, and whistleblowers with concerns regarding Protected Disclosures may reach out directly to the Vigilance Officer, ensuring transparency, confidentiality, and ethical governance throughout the process.

Reporting Mechanisms-

Ethics Hotline https://pdsltd.com/ethics-hotline/

Email whistleblower@pdsltd.com; auditcommittee@pdsltd.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	Respecting and promoting human rights is fundamental to PDS's commitment to responsible business practices and sustainable value creation. Strong human rights policies, procedures and governance frameworks help strengthen stakeholder trust, enhance brand reputation, support employee well-being and foster an inclusive workplace culture. They also reinforce customer confidence and align with evolving regulatory and stakeholder expectations across global markets. Conversely, inadequate management of human rights risks could expose the Company to legal and regulatory challenges, reputational damage, operational disruptions and potential loss of stakeholder confidence. Effective human rights due diligence therefore represents both a risk mitigation measure and an opportunity to strengthen long-term business resilience and competitiveness.	1) PDS is committed to respecting and protecting human rights across its operations and value chain. The Company has established a comprehensive human rights framework comprising policies, governance mechanisms, due diligence processes and grievance channels designed to identify, prevent and address potential human rights risks. 2) The Company maintains a zero-tolerance approach to forced labour, bonded labour, child labour, slavery and human trafficking. These principles are embedded within its Human Rights Policy, Employee Code of Conduct, Supplier Code of Conduct, POSH Policy and other people-related policies that govern employee and supplier conduct. 3) Human rights risks are monitored through ongoing compliance assessments, supplier evaluations, factory audits and stakeholder engagement processes. Oversight is provided by the Group ESG and Compliance function, which works closely with business teams and sourcing partners to ensure adherence to applicable standards and responsible business practices. 4) PDS regularly conducts awareness, training and capacity-building programmes for employees and suppliers to strengthen understanding of human rights expectations, ethical conduct and accountability across the value chain. 5. The Company's approach is further supported by its commitment to internationally recognised standards, including the United Nations Global Compact (UNGC), under which PDS reports its progress annually through the Communication on Progress (CoP).	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. As a responsible global business, PDS recognizes the importance of managing its carbon footprint and supporting the transition to a lower-carbon economy. 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.	The Company recognises the environmental impact of its operations and the significant footprint of the fashion supply chain—from sourcing and manufacturing to logistics and is committed to reducing its carbon footprint through a structured, data-driven approach aligned with the Science-Based Targets initiative (SBTi) and the Paris Agreement. ESG principles are embedded across operations, with 'Reduce Emissions' as a key pillar driving decarbonisation across the value chain. The Company tracks Scope 1, 2 and 3 emissions across major sites & offices using the 2024 baseline established for its greenhouse gas inventory and validated by SBTi which has strengthened emissions data tracking systems to enhance transparency and enable more informed, targeted actions. Also, it enhances transparency through CDP disclosures covering governance, risks, and mitigation actions. Key initiatives include transitioning to cleaner energy by adopting renewable energy (solar installations), improving process efficiencies, and collaborating with responsible suppliers through supply chain interventions such as Higg FEM adoption and responsible energy practices, alongside carbon sequestration through mangrove restoration. The Company is also strengthening emissions traceability through digital tools like Digital Product Passports to enable product-level footprint analysis and targeted reductions. Additionally, logistics emissions are being addressed through carbon offsetting. For further details, refer PDS Annual Report FY25-26 page no. 162.	Negative
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	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 Nor Lanka Manufacturing Colombo Limited, which meets a substantial portion of the facility's electricity demand and supports decentralized clean energy adoption. 3) Progress Apparels joined the Clean by Design (CbD) programme led by the Apparel Impact Institute in Bangladesh, which helps manufacturers find practical, costeffective ways to improve operational efficiency and lower their environmental footprint majorly energy and water footprint. 4) Sustainable Sourcing has incorporated energy-efficient technologies-such as low water liquor ratios and high-efficiency dryers to minimize the energy and environment footprint. All three manufacturing units have received recognition and the LEED Gold Certification for their exceptional energy leadership and environmentally conscious design.	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.	The Company is implementing targeted measures to monitor, regulate and optimise water use across manufacturing operations, aligned with its commitment to reduce water consumption by 30% by 2030. These efforts are supported by technology upgrades, process improvements and real-time monitoring. Key initiatives include the installation of STPs for wastewater reuse; use of efficient washing systems, installation of rainwater harvesting system etc. In addition, employee training programmes promote water conservation, and Progress Apparels (Bangladesh) Limited participation in AII's Clean by Design programme has identified further water efficiency improvements, including wastewater reuse, pending validation through a follow-up audit. The detailed disclosures are expected to be included in the Group Sustainability Report 2026 under Environment section.	Positive
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	1) Through its CSR initiative 'Soham for Kids,' PDS supports underprivileged children and their families by enabling access to holistic education and livelihood opportunities, fostering inclusive learning and long-term community upliftment. 2) 'Soham for All' in Bangladesh, supported by PDS subsidiary Design Arc, delivers academic and vocational training to children of factory workers and local women, driving generational progress through education and skill development. 3) PDS also provides targeted support during natural disasters, economic challenges, and other crises, contributing to community resilience 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.	1) Medical and accident insurance is provided to all workers. 2) On-site clinics and medical bays are available at factories to ensure prompt medical care. 3) First aid kits and fire safety systems are installed across facilities, supported by regular drills and safety awareness programs. 4) A formal Occupational Health & Safety (OHS) Policy governs practices, with compliance monitored across value chain partners. 5) The Company partners only with facilities that demonstrate verifiable adherence to health and safety standards. 6) Through Global Compliance Development visits, PDS assesses and collaborates with partners to continuously strengthen health and safety performance.	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.	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) The Company integrates sustainability across design, sourcing, and manufacturing, including the adoption of sustainable fabrics, eco-efficient processes, and responsible material management. 3) Supplier compliance audits are conducted regularly to ensure alignment with ethical sourcing standards, including fair wages, safe working conditions, and prohibition of child labor. 4) 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.	1) The Company has established a Sustainable Supply Chain Policy and enforces a robust Supplier Code of Conduct aligned with international human rights and labour standards. 2) Regular supplier audits are conducted to ensure compliance with key requirements, including the prohibition of forced and child labour, fair wages, safe working conditions, and environmental responsibility. 3) PDS has partnered with Oritain to strengthen fibre-level traceability by verifying the origin of raw materials and preventing substitution risks across its sourcing network. 4) To enhance transparency, PDS Ventures has invested in Fabacus to enable Digital Product Passports that capture key product data-such as material origin, emissions, and packaging-supporting traceability and regulatory readiness.	Negative
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.	Circularity is embedded as a core ESG pillar, focusing on resource efficiency, material innovation, and end-of-life solutions across the fashion value chain. 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. 3) 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. 4) 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. 5) Use of 3D weaving and digital product development to minimize sampling waste, overproduction and unsold inventory. 6) 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 which supports material innovation start-ups such as Upcycle Labs, Bloom Labs, ReFlaunt, Tira (Bio-based elastic fibres for circular apparel systems) Style Theory Evrnu® (textile-to-textile recycling), Natural Fiber Welding's MIRUM® (plastic-free leather alternative) 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	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 Bharat 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.	• 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 • Communication and Brand Usage Policy • PDS Group Tax Policy
P2	Businesses should provide goods and services in a manner that is sustainable and safe	• Sustainable Supply Chain and Responsible Sourcing Policy • Environmental Policy • Employee Code of Conduct • Sustainable Packaging Policy • Animal Welfare & Animal-Derived Materials Policy • Chemical Policy • Supplier Code of Conduct
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains	• 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	• Stakeholders Engagement Policy • Grievances Redressal Policy • Corporate Social Responsibility Policy
P5	Businesses should respect and promote human rights	• 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	• Sustainable Supply Chain and Responsible Sourcing Policy • Sustainable Packaging Policy • Biodiversity Policy • Environmental Policy • PDS Chemical Policy • PDS Animal Welfare Animal Derived Material Policy • Supplier's Code of Conduct

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	• 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	• Corporate Social Responsibility Policy • Business Responsibility Policy
P9	Businesses should engage with and provide value to their consumers in a responsible manner	• 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
1.	b	Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
1.	c	Web Link of the Policies, if available	https://pdsltd.com/investors/corporate-governance/?governance_type=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								
		2.	ISO 9001: 2015								
		3.	GSCS International - Global Organic Textile Standard								
	P2	1.	GRS Certification (Global Recycled Standard (GRS) Textile)								
		2.	RCS Certification (Recycled Claim Standard)								
	P3	1.	ACCORD/RSC on Fire Building Safety								
		2.	BSCI certification								
	P4	NA									
	P5	NA									
	P6	1.	Higg Index --Environmental Module/ FSLM								
		2.	GSCS International - Global Recycled Standard								
		3.	LEED -Gold								
		4.	Global Organic Textile Standard								
		5.	SMETA Audit Verified								
		6.	BCI Certification								
		7.	OCS Certification-								
		8.	HIGG FEM Certification								
		9.	GOTS Certification								
		10.	ISO 14064 Certification								
		11.	LEED V4 Certification- Gold Certificate								
		12	Oekotex STEP								
	P7	NA									
	P8	1.	SEDEX Certification								
	P9	1.	Oekotex 100								

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
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 2024 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.	**Targets:**								

Target	Status
By 2023: Commit to SBTi	Achieved
By 2024: • Clearly define and publish Scope 3 emissions. • Engage in UNGC related activities	The Company has started reporting its Scope 3 emissions covering 10 out of the 15 categories in alignment with the GHG Protocol in their Group Sustainability Report. 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	Achieved PDS developed a comprehensive GHG inventory covering Scope 1, Scope 2, and relevant Scope 3 emissions in accordance with the GHG Protocol. Based on the 2024 baseline, science-aligned emission reduction targets were set and validated by the Science Based Targets initiative (SBTi).
By 2026: Provide free primary and secondary education to 1000 children from vulnerable communities.	In Process The Company through its current CSR and other social projects are facilitating the education of ~349 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 business vertical level including verticals like Poeticgem, CSS, Good Earth Apparels, Group 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 2030: Reduce absolute scope 1 and 2 GHG emissions by 42.0% and scope 3 GHG emissions by 25.0% from a FY 2024 base year.	In Process To achieve these targets, the Company will focus on improving energy efficiency across operations, increasing the adoption of renewable energy, reducing reliance on fossil fuels in manufacturing processes, and promoting the use of lower-impact and sustainable materials.
By 2050: Net Zero across the value chain	In process The Company has committed to achieve net-zero greenhouse gas emissions across the value chain by FY2050. The Company will also engage suppliers to measure and reduce their emissions, while strengthening data management, monitoring, and annual reporting to track progress and ensure alignment with its science-based climate commitments.
By 2050: To reduce absolute scope 1, 2 and 3 GHG emissions by 90.0% by FY2050 from FY 2024 base year.	In Process

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 is unwavering in its commitment to weave Environmental, Social and Governance (ESG) values into every part of the business. Our sustainability roadmap rests on four pillars—Reduce Emissions, Respect Water, Think Circular, and Build Community—which guide all decisions and track our progress. During FY 2025-26 we hit a key milestone as our FY 2050 net-zero goal earned Science-Based Targets initiative (SBTi) approval, confirming alignment with the latest climate science. We are embedding sustainability initiatives across all our operations. Clean energy solutions now power a larger share of our operations: solar installations in Sri Lanka and Bangladesh, together with onsite generation at Good Earth and Norlanka, meet a substantial portion of our electricity demand, while the fabricwaste boiler at Progress Apparels converts production scraps into thermal energy, further curbing emissions. Renewable energy produced at our own manufacturing units, Good Earth Apparels and Norlanka plant's ~1.7 million kWh, avoiding 926.63 tCO_2e. Water stewardship was expanded across Good Earth, Progress, Zamira, Norlanka and CCP Malwana via rainwater harvesting, advanced wastewater treatment and water-efficient machinery, all supported by employee training programmes aimed at reducing consumption and waste. Norlanka , in partnership with the University of Kelaniya, undertakes mangroves seedling restoration, bolstering ecosystem resilience. Waste management priorities—fabric optimisation, traceable recycling and energy recovery—were realised through a waste-to-energy boiler at Progress Apparels and a recycling partnership at Norlanka. Chemical handling follows a ZDHC aligned policy with rigorous safety testing and digital inventory tracking. Supplier transparency was deepened as multiple partners upgraded emissions reporting under Higg FEM 4.0 we reinforced this progress with ESG scorecards, onboarding protocols and clear policy explainers, enabling more reliable Scope3 emissions data throughout the chain. Innovation remains a cornerstone of our sustainability journey. Through PDS Ventures, we have committed USD 50 million to transformative fashiontech and circularity startups, expanding our portfolio to more than 60 companies. Recent additions include Colorifix (lowimpact dyeing), Smartex (AIdriven defect detection), Evrnu (regenerative fibres), Material (safer polyurethane alternatives), Tira (recyclable stretch garments), Manny AI (realtime planning) and Moonsift (AIenabled product discovery). Partnerships with Oritain and Fabacus have enabled largescale traceability, exemplified by a Digital Product Passport pilot with Tesco. The successful Everloop capsule collection-cocreated with six material innovators—demonstrated the power of collaborative sustainable design. On the social front, our flagship education programme with the SOHAM Foundation extended academic and vocational training to children and families in underserved communities across India and Bangladesh. Complementary initiatives included Poeticgem's lifesaving infant wear, women's upskilling through fabric waste reuse at Spring Near East, and the Apon Fair Shop at Good Earth, which supplies discounted essentials and hygiene products for women employees. As regulatory expectations evolve, we deepened engagement with the UN Global Compact, the International Labour Organization and leading financial institutions, embedding ESG metrics into sustainability linked financing and enhancing capacitybuilding for our social-compliance and sourcing teams. Looking ahead, PDS will continue to lead with purpose, forge partnerships for progress and deliver transparent, measurable impact across our entire value chain. Our fourpillar framework translates longterm ambition into consistent action, advancing resource efficiency, circularity and community wellbeing for the generations to come.
8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies)	The Executive Vice Chairman, Mr. Pallak Seth 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 the 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.																	

	P1	P2	P3	P4	P5	P6	P7	P8	P9
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.**	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)	Not Applicable								
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)									

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	5	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	3	Workplace Behaviour Training.	100%
Employees other than BOD and KMPs	6863	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.	58%
Workers	6837	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	NA	NA	0	NA	NA
Settlement	NA	NA	0	NA	NA
Compounding Fee	1	Reserve Bank of India	5.24 lakhs	Compounding Order passed under Section 15(1) of the Foreign Exchange Management Act, 1999 ("FEMA") and the regulations / rules / notifications / orders made thereunder.	No

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/2025/10/15.-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 2025-26 (Current Financial Year)	FY 2024-25 (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 2025-26 (Current Financial Year)		FY 2024-25 (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 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Number of days of accounts payables	52	50

**Note –*

1) The above Indicator includes the data pertaining to Knit Gallery Limited

2) For the above calculation, "cost of goods and services procured" comprises purchases of raw materials, stock-in-trade, and other expense excluding items such as loss on PPE, provision for doubtful debts, CSR expenditure & foreign exchange fluctuations

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		FY2025-26 (Current Financial Year)	FY2024-25 (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	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)	0.22%	0.63%
	b.	Sales (Sales to related parties / Total Sales)	0.00%	0.01 %
	c.	Loans & advances (Loans & advances given to related parties / Total loans & advances)	5.74%	11.78%
	d.	Investments (Investments in related parties / Total Investments made)	23.15%	22.34%

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 above Indicator includes the data pertaining to Knit Gallery India Private Limited

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
During the last financial year, we have conducted 37 training sessions covering 15 key topics, comprising 29 in-person sessions and 8 virtual sessions	Climate Action & PDS Expectations from Suppliers, Capacity Development Program on Worldly HIGG FEM, Gender Equality & Respect Program, Root Cause Analysis, Corrective Action Plan & Validation, Grievance Mechanism, PDS Ethical Audit Benchmarking Course, Code of Conduct & Standard Operating Procedures, Customer COC & PDS Expectations, Conquer – Robust Data Management, RSC Escalation, etc.	44%

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

	FY 2025-26 Current Financial Year	FY 2024-25 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 formalised 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 prioritises materials certified by standards such as Oeko-Tex® STeP and Made in Green, and has transitioned its man-made cellulosic fibre (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 business verticals 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 B2B supply chain solutions partner and therefore does not reclaim endproducts sold under customer brands. Nevertheless, the Company undertakes targeted initiatives to reduce waste and enable circularity within its operations and value chain.

PDS has **eliminated singleuse polythene bags** at Sourcing Solutions, reducing plastic waste at source. Subsidiaries such as **Krayons** integrate **Repreve® recycled polyester**, made from ocean-bound plastic bottles, into fabric blends. Through **PDS Ventures**, the Company supports innovations such as **Bloom Labs**, which converts fibrous protein waste into bioplastics.

The Company also promotes circularity in production. At **Good Earth Apparels**, cutting waste is recycled into fibre and woven into new fabrics. **Norlanka's Centralised Cutting Plant**, in partnership with Neptune Recyclers, enhances material efficiency and ensures traceable recycling.

To extend product life, PDS Ventures invests in circular platforms including:

- **Upcycle Labs** (repurposing unsold inventory),
- **ReFlaunt** (enabled brands to embed resale and recycling into their digital platforms)
- **Tira Fibres** (Bio-based elastic fibres for circular apparel systems)
- **Evrnu®** (textile-to-textile recycling through regenerated fibres,), and
- **Loop** and **Style Theory** (resale, rental, swap, and donation models).

These initiatives collectively contribute to reduced waste generation, improved resource efficiency, and greater circularity across the PDS value chain.

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.
Currently, PDS does not undertake full, end-to-end Product Life Cycle Assessments across its entire product portfolio.					

PDS is strengthening its readiness to scale life cycle–based assessments across a broader product range. Over 600 supply chain partners are Higg Index members on the Worldly platform, enabling consistent collection of facility-level data on energy use, water consumption, waste generation and chemical management. As Cascale members, these partners are required to submit verified environmental data, which enhances transparency, improves supply-chain impact visibility, and supports the progressive expansion on product assessments.

Together, these initiatives form a foundational step toward more comprehensive product-level impact measurement, supporting PDS's broader goals on emissions reduction, resource efficiency and circular economy integration.

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
In the apparel and textile industry, greenhouse gas (GHG) emissions occur across multiple stages of the value chain, with significant impacts arising from raw material production, fabric processing, manufacturing operations and logistics. At PDS, early-stage product impact assessments includes the use of digital tools such as the Higg Index, lifecycle assessments and product traceability systems, and supports the Company's science-based decarbonisation roadmap. The initiative contributes to PDS's long-term ambition of achieving Net Zero emissions by 2050, aligned with a 1.5°C pathway and validated by SBTi.		

In parallel, textile waste generated during cutting, manufacturing and post-consumer disposal has been identified as a material environmental risk due to its contribution to landfill, resource loss and pollution. PDS is addressing this risk through circular economy interventions embedded under its "Think Circular" pillar, including fibre-to-fabric recycling initiatives at Good Earth Apparels Limited, upcycling of unsold and surplus inventory through Upcycle Labs, and support for second-life and recommerce platforms through strategic investments such as Yellow Octopus and Loop. These initiatives are aimed at reducing end-of-life environmental impact, minimising waste to landfill and extending product lifecycles.

To reinforce responsible value-chain practices, PDS continues to strengthen governance mechanisms covering ethical sourcing, environmental compliance and social responsibility. These are underpinned by the Supplier Code of Conduct, ESG-linked supplier engagement and capacity-building programs, including collaboration with the International Labour Organization (ILO). Together, these efforts support alignment of supply-chain partners with evolving regulatory, labour and environmental expectations, while enhancing overall value-chain resilience.

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 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Fabric	22%	33%
Poly Bags	20%	50%
Hangers	7%	31%

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	FY2025-26 (Current Financial Year)			FY 2024 -25 (Previous Financial Year)		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	Nil	Nil	Nil	Nil	Nil	Nil
E-waste	Nil	Nil	Nil	Nil	Nil	Nil
Hazardous waste	Nil	Nil	Nil	Nil	Nil	Nil
Other waste	Nil	Nil	Nil	Nil	Nil	Nil

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
As a B2B sourcing and supply chain solutions provider, PDS sells products to brands and retailers, and therefore does not have direct control over end consumers or post-consumer product returns. Consequently, reclaiming end products and their packaging materials is not feasible, as the products are marketed and sold under the respective brand or retailer names. However, the Company actively promotes circular economy principles within its operations and value chain by encouraging sustainable sourcing, recycling initiatives, and responsible material management practices with its suppliers and partners.	

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	Total (A)	% of Employees Covered by									
		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	3,127	2,983	95%	2,809	90%	NA	NA	798	26%	913	29%
Female	1,108	787	71%	764	69%	1,103	100%	NA	NA	82	7%
Total	**4,235**	**3,770**	**89%**	**3,573**	**84%**	**1,103**	**26%**	**798**	**19%**	**995**	**23%**
OTHER THAN PERMANENT EMPLOYEES											
Male	63	21	33%	24	38%	NA	NA	29	46%	0	0%
Female	73	29	40%	48	66%	56	77%	NA	NA	0	0%
Total	**136**	**50**	**37%**	**72**	**53%**	**56**	**41%**	**29**	**21%**	**0**	**0%**

1. b. Details of measures for the well-being of workers:

Category	Total (A)	% of Workers Covered by									
		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	1,173	1,173	100%	1,156	99%	NA	NA	17	1%	1,156	99%
Female	4,739	4,739	100%	4,726	99.7%	4,739	100%	NA	NA	4,726	99.7%
Total	**5,912**	**5,912**	**100%**	**5,882**	**99%**	**4,739**	**80%**	**17**	**0%**	**5,882**	**99%**
OTHER THAN PERMANENT WORKERS											
Male	0	0	0%	0	0%	NA	NA	0	0%	0	0%
Female	0	0	0%	0	0%	0	0%	NA	NA	0	0%
Total	**0**	**0**	**0%**	**0**	**0**	**0**	**0%**	**0**	**0%**	**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 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Cost incurred on wellbeing measures as a % of total revenue of the company	0.19%	0.19%

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2025-26 (Current Financial Year)			FY 2024-25 (Previous Financial Year)		
	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	8%	0%	Yes	9%	0%	Yes
Gratuity	9%	0%	Yes	10%	0%	Yes
ESI	0%	0%	Yes	1%	0%	Yes
Others – Please Specify	87%	100%	Yes	84%	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 subsidiaries, 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 fostering an inclusive and equitable workplace by progressively enhancing the accessibility of its offices and manufacturing facilities for differentlyabled individuals. The Company continues to strengthen its presence across geographies with a focus on ensuring fair access to infrastructure, opportunities, and workplace participation for all employees. These efforts align with PDS's broader social responsibility commitments outlined in its sustainability disclosures, including its focus on diversity, equal opportunity, and employee wellbeing.

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 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%	93%	-	-
Female	98%	64%	97%	26%
Total	**98%**	**73%**	**97%**	**26%**

Note: No male permanent worker availed paternity leave in the current as well as previous reporting period, hence the return to work and retention rates 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 the 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 workers in association(s) or Unions recognised by the listed entity:

Category	FY 2025-26 (Current Financial Year)			FY 2024 – 25 (Previous Financial Year)		
	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 2025-26 (Current Financial Year)					FY 2024-25 (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	3,190	392	12%	1,253	39%	3,259	399	12%	1,848	57%
Female	1,181	171	14%	526	45%	1,166	84*	7%	815	70%
Total	**4,371**	**563**	**13%**	**1,779**	**41%**	**4,425**	**483**	**11%**	**2663**	**60%**
WORKERS										
Male	1,173	588	50%	42	4%	1,214	500	41%	0	0%
Female	4,739	2,781	59%	165	3%	5,010	2,449	49%	0	0%
Total	**5,912**	**3,369**	**57%**	**207**	**4%**	**6,224**	**2,949**	**47%**	**0**	**0%**

**Note - FY 2024–25 data has been restated to reflect the count of unique female employees trained on health and safety to align with the current year's methodology*

9. Details of performance and career development reviews of employees and worker:

Category	FY 2025-26 (Current Financial Year)			FY 2024-25 (Previous Financial Year)		
	Total (A)	No. (B)	% (B/A)	Total (A)	No. (B)	% (B/A)
EMPLOYEES						
Male	3,190	2,224	70%	3,259	2,177	67%
Female	1,181	760	64%	1,166	705	60%
Total	**4,371**	**2,984**	**68%**	**4,425**	**2,882**	**65%**
WORKERS						
Male	1,173	900	77%	1,214	863	69%
Female	4,739	3,749	79%	5,010	3,010	60%
Total	**5,912**	**4,649**	**79%**	**6,224**	**3,846**	**62%**

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 minimise 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://pdsltd.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 utilising a grievance box for submitting the same.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, PDS's manufacturing locations are equipped with onsite medical officers and medical centres, enabling employees and workers to access nonoccupational medical and healthcare services conveniently. These facilities support routine health checkups, preventive care, and treatment for general illnesses or injuries not related to work. In addition, the majority of employees across the PDS Group are covered under group medical insurance plans managed by the respective entities, ensuring broader access to healthcare beyond the workplace.

11. Details of safety-related incidents, in the following format:

Safety Incident / Injury	Category*	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	1.15
	Workers	1.86	1.51
Total recordable work-related injuries	Employees	0	3
	Workers	38	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 reporting boundary includes three 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 2025-26 (Current Financial Year)			FY 2024-25 (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	26	0	NA	28	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%

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:

	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 25-26 (Current Financial Year)	FY 24-25 (Previous Financial Year)	FY 25-26 (Current Financial Year)	FY 24-25 (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	95%
Working Conditions	95%

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 recognises stakeholders as individuals, groups, or organisations that may impact—or be impacted by—the Company's operations, products, services, or performance. This understanding is reinforced in the Company's Stakeholder Engagement Policy, which outlines the significance of identifying and engaging stakeholders across all regions where PDS operates.

To ensure a structured and consistent approach, PDS follows a systematic process for identifying key stakeholder groups. This process aligns with the Company's broader sustainability and valuecreation philosophy, as reflected in its Sustainability Report 2025, which highlights the importance of collaboration and engagement across diverse stakeholder communities.

This process includes:

1. Defining the Scope of Engagement

PDS begins by outlining the areas of its business operations, value chain, and sustainability priorities where stakeholder interactions are most relevant. This establishes the context for determining who may influence, or be influenced by, the Company's activities.

2. Identifying Stakeholder Groups

Using the definitions from its Stakeholder Engagement Policy, PDS identifies key stakeholder categories, including employees, customers, suppliers, investors, regulators, NGOs, communities, and business partners. These groups are recognised as having varying levels of influence, interest, and dependency on the Company's operations.

3. Analysing Needs and Expectations

Stakeholder needs, expectations, and concerns are evaluated based on formal and informal interactions, feedback channels, regulatory requirements, ESG considerations, and market dynamics. This assessment informs how stakeholders impact PDS's strategic priorities.

4. Prioritising Stakeholder Groups

Stakeholders are prioritised based on the degree of their influence on decision-making, materiality to the business, relevance to sustainability outcomes, and the impact of PDS's operations on them. This helps in identifying stakeholders critical to longterm business resilience and ESG performance.

5. Developing Engagement Strategies

Tailored engagement mechanisms—such as surveys, customer/ supplier meetings, investor interactions, employee town halls, and regulatory consultations—are crafted to suit each stakeholder group, as outlined in the Stakeholder Engagement Policy.

6. Monitoring and Updating Engagement Approaches

Insights and feedback gathered through ongoing engagements are periodically reviewed to refine stakeholder mapping, engagement frequency, and communication approaches. This ensures alignment with evolving stakeholder expectations and business needs.

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	• Industry Associations/ Forums • Corporate Presentations/ Reports • Written/Email Communication • Briefings and Direct Meetings	Continuous	Purpose and scope of engagement 1. Ensure ongoing compliance with applicable laws and regulatory requirements 2. Support and advocate policies that advance sustainability and responsible business practices 3. Strengthen alignment with evolving regulatory frameworks and industry standards 4. Facilitate transparent and proactive engagement with regulatory authorities **Key topics raised during the engagement** • Compliance monitoring and reporting • Policies • Regulations related to Product Safety and Quality • Labour-related Regulations • Environmental, Social, and Governance (ESG) issues related to the apparel industry
Employees and Workers	No	• Team Meetings • Email Communication • Employee Survey • Trainings • Orientation/ Induction Programme • Town Halls • Learning Initiatives • Annual Performance Reviews • Rewards and Recognition • Exit Interviews	Continuous	Purpose and scope of engagement 1. Foster collaboration and a positive work culture 2. Enhance employee wellbeing and engagement 3. Drive productivity and operational efficiency 4. Support continuous learning and capability development.

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
				Key topics raised during the engagement • Organisational Strategy, Vision, Policies, and Procedures • Compensation and Benefits • Work-life balance • Career development opportunities • Training programs • Employee engagement Intitiatives • Diversity, Equality, and Inclusion initiatives • Workplace health, safety, and overall work environment.
Customers	No	• Customer Meets • Personal/Telephonic Interactions • Media Campaigns and Advertising • Knowledge Seminars and Events • Digital Platforms • Social Media • Feedback Surveys • Email Communication	Continuous	Purpose and scope of engagement 1. Understand customer needs, preferences, and evolving expectations 2. Capture feedback to enhance products and service delivery 3. Assess the impact and value of products and services 4. Build long-term, customer-centric relationships. **Key topics raised during the engagement** • Product pricing and value proposition • Innovation in products and solutions • Delivery timelines and fulfilment capabilities. • Sustainability practices and responsible sourcing initiatives
Suppliers	No	• Visits and Personal/ Telephonic • Interactions • Supplier Onboarding Sessions • Trainings • Email Communication	Continuous	**Purpose and scope of engagement** 1. Ensure consistent quality of goods and services from suppliers 2. Evaluate pricing structures and cost competitiveness 3. Assess supplier capacity, reliability, and delivery capabilities 4. Strengthen supply chain resilience, including contingency planning for disruptions 5. Conduct ongoing supplier evaluations and performance assessments. **Key topics raised during the engagement** • Supplier's quality control systems and processes • Delivery timelines and fulfilment performance • Compliance with applicable laws and regulatory requirements • Environmental and ethical standards across the supply chain • Continuous improvement and capability enhancement initiatives
Investors and Shareholders	No	• Annual Report and Sustainability Report • Annual General Meeting • Conferences, Seminars Investor Meets • Investor Presentations • Website • Email Communication • Media Releases	Quarterly/As and when requested	**Purpose and scope of engagement** 1. Address investor concerns and queries in a timely and transparent manner 2. Communicate the Company's financial performance and outlook 3. Provide insights into corporate strategy, governance, and risk management 4. Share progress on sustainability initiatives and ESG commitments **Key topics raised during the engagement** • Financial results and year-on-year performance trends • Corporate strategy, growth plans, and business outlook • Innovation, capital allocation, and key investments • Governance practices, including board composition and oversight • Sustainability performance, ESG priorities, and human rights approach

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 engages with its stakeholders on economic, environmental, and social matters through a structured consultation framework, guided by its Stakeholder Engagement Policy. These engagements are facilitated by department heads and business vertical leaders, ensuring that stakeholder perspectives are systematically captured across the organisation.

The Company has constituted a Stakeholders' Relationship Committee to oversee stakeholder communications and ensure that concerns and feedback are effectively addressed. In addition, Board-level committees and management regularly engage with industry experts and internal functional teams on key compliance, environmental, and social matters.

Insights and feedback gathered through these consultations are reviewed by relevant management teams and committees and are subsequently consolidated and presented to the Board. This enables informed decision-making and ensures that stakeholder considerations are integrated into the Company's strategic and governance processes.

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.

Yes, stakeholder consultation forms a key part of PDS Limited's process for identifying and managing environmental and social topics. The Company engages with key stakeholders such as employees, suppliers, customers, investors, regulators, and communities through meetings, surveys, investor interactions, and sustainability disclosures. Insights gathered from these engagements are used in the Company's materiality assessment to identify key ESG priorities such as human rights, responsible supply chain management, climate action, and occupational health and safety. The outcomes of these consultations are reviewed by senior management and the Board and are incorporated into the Company's ESG strategy, policies, and sustainability initiatives.

Further details are available on the Company's sustainability webpage.Link- https://pdsltd.com/esg/

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalised stakeholder groups.

PDS Limited actively engages with vulnerable and marginalised stakeholder groups across its value chain and implements targeted initiatives to address their concerns and improve their socio-economic well-being. The Company focuses on underserved children, low-income families, women, and factory workers in developing regions through programmes that support education, livelihood generation, and community welfare.

In India, the Company supports the **Soham for Kids Education Society** in Hyderabad, which provides free primary education, nutritious meals, healthcare support, and learning resources to children from economically weaker families. The programme also offers vocational training such as tailoring and IT skills to parents, helping improve household income and long-term social mobility.

In Bangladesh, the **Soham for All** initiative, supported by industry partners, provides Bengali-medium education, English literacy, and digital learning opportunities to children of garment factory workers in the Savar region of Dhaka. The programme also includes vocational training in industrial sewing for youth and women to enhance employability and financial independence.

Also, PDS's subsidiary Poetic gem which extends support to the Abinta Kabir Foundation School, located in Bhadam, Ashulia. The school provides free primary education to underprivileged children in the local community, along with essential support such as daily meals, uniforms, school supplies and transportation.

In Sri Lanka, PDS's subsidiary Norlanka contributes to educational inclusion through the SIP Arunella scholarship programme and provides school supplies and other essential support to students from underserved communities. The organisation has also supported local communities by providing essential items such as school stationery and winter clothing for infants.

Additionally, PDS entities have undertaken initiatives focused on women's empowerment and worker welfare. For instance, Spring Near East in Turkey partnered with the Women's Solidarity Foundation (KADAV) to upcycle surplus factory fabric into tote bags, creating livelihood opportunities for women artisans. In Bangladesh, Good Earth Apparels operates the Apon Fair Shop within factory premises, offering essential goods and hygiene products at subsidised rates for workers, particularly benefiting women employees.

Through these initiatives, PDS demonstrates its commitment to inclusive development by addressing the specific needs of vulnerable stakeholder groups through education, skill development, community support, and improved workplace welfare.

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 2025-26 (Current Financial Year)			FY 2024-25 (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	4,235	1,361	32%	4,332	1,074*	25%
Other than Permanent	136	12	9%	93	3	3%
Total Employees	**4,371**	**1,373**	**31%**	**4,425**	**1,077**	**24%**
WORKERS						
Permanent	5,912	5,912	100%	6,222	6,222	100%
Other than Permanent	0	0	0%	2	0	0%
Total Workers	**5,912**	**5,912**	**100%**	**6,224**	**6,222**	**100%**

**Note - FY 2024–25 data has been restated to reflect the count of unique Permanent employees trained on Human Rights to align with the current year's methodology*

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2025- 26 (Current Financial Year)					FY 2024-25 (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.(B)	%(B/A)	No.(C)	% (C/A)
EMPLOYEES										
Permanent										
Male	3,127	2	0.06%	3,110	99.93%	3,217	1	0.03%	3,206	99.96%
Female	1,108	1	0%	1,100	99%	1,114	0	0%	1,106	99%
Other than Permanent										
Male	63	0	0%	57	90	42	0	0%	40	95%
Female	73	0	0%	50	68%	52	0	0%	42	81%
WORKERS										
Permanent										
Male	1,173	8	1%	1,165	99%	1,212	28	2%	1,184	98%
Female	4,739	110	2%	4,629	98%	5,010	55	1%	4,955	99%
Other than Permanent										
Male	0	0	0%	0	0	2	0	0%	2	100%
Female	0	0	0%	0	0%		0	0%	0	0%

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 or that certain employees within the reporting entities are not covered under the applicable minimum wage regulations.

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)	6	4,416,000	2	6,734,400
Key Managerial Personnel	3	1,87,92,000	-	-
Employees other than BoD and KMP	4212	521,746	1588	2,367,529
Workers	1581	136,506	6764	130,837

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Gross wages paid to females as % of total wages	48%	48%

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 designated mechanisms and responsible authorities to address human rights impacts or issues arising from its operations. As outlined in its Human Rights Policy, the Company has established a structured grievance redressal mechanism through which employees and workers can report concerns. Grievances can be raised through the Ethics Global Hotline Platform, an independent reporting tool provided by the Company. All complaints received through this platform are reviewed by the Vigilance Officer/Ombudsman and, where required, escalated to the appropriate disciplinary authorities and the Board for further review and necessary action.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

PDS has established a formal Grievance Redressal Mechanism to address concerns related to human rights across its operations and value chain. The Company's Grievance Redressal Policy applies to all stakeholders, including employees, workers, and supply chain partners. Grievances can be reported through multiple channels, including the Ethics Hotline available on the company website, the NAVEX Global reporting platform, or via email, with the option to report anonymously.

All complaints are reviewed by the Vigilance Officer/Ombudsman and escalated to the Disciplinary Committee appointed by the Board, which initiates a preliminary review within one week. Valid complaints are investigated, documented, and resolved within 60 days, while ensuring confidentiality, protection against retaliation, and a fair investigation process.

The policy and reporting channels are publicly accessible, and periodic training is conducted to strengthen awareness of grievance procedures and human rights commitments.

6. Number of Complaints on the following made by employees and workers:

	FY 2025-26 (Current Financial Year)			FY 2024-25 (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	1	0	NA	0	0	NA
Discrimination at workplace	5	0		0	0	
Child Labour	0	0		0	0	
Forced Labour/Involuntary Labour	0	0		0	0	
Wages	0	0		1	0	
Other human rights related issues	0	0		0	0	

Note: The above incident was reported in one of the PDS subsidiary companies located out of India

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

Particulars	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees / workers	0	0
Complaints on POSH upheld	0	0

Note: Applicability and data pertains to the Indian list standalone entity, PDS Limited

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 form an integral part of PDS's business agreements and contractual obligations with all vendors. As part of its onboarding and continuous engagement process, every vendor must comply with the PDS Supplier Code of Conduct, which is grounded in international humanrights standards, including the UN Declaration of Human Rights and key ILO conventions.

The Company maintains a strict Zero Tolerance Policy for humanrights violations. These requirements—including ethical, labour, and safety expectations are explicitly embedded into contractual agreements. Zerotolerance violations include, but are not limited to:

- **Child labour**
- **Forced or bonded labour / modernday slavery**
- **Discrimination of any kind**
- **Workplace harassment, abuse, or nondisciplinary practices**
- **Unauthorised subcontracting**
- **Denial of access to auditors for facility tours, worker interviews, or document review**
- **Use of unsafe, unapproved, or mixed-use buildings**, including factories shared with shops/markets or buildings not approved for industrial operations
- **Unethical or illegal practices**, including bribery, falsification of documents, or fraud

These humanrights commitments are binding obligations for all partners. Any breach triggers corrective action, and repeated or serious violations may result in **immediate termination** of the business relationship.

Through this framework, PDS ensures that human-rights protection is embedded throughout its global supply chain.

10. Assessments for the year:

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child Labour	100%
Forced Labour/Involuntary Labour	
Sexual Harassment	
Discrimination at workplace	
Wages	
Other human rights related issues	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

PDS follows a strict Zero Tolerance Violation policy and conducts thorough assessments during the onboarding of every vendor facility. In addition, periodic compliance evaluations—conducted at least twice a year—help identify potential risks. Wherever violations are detected, a Corrective Action Plan (CAP) is implemented, and progress is closely monitored. In cases of repeated or serious non-compliance, PDS initiates escalation measures, which may include suspension or termination of the vendor relationship.

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.

PDS conducts humanrights due diligence through its structured vendor onboarding and monitoring framework. All vendors are assessed against PDS's Zero Tolerance Policy and Supplier Code of Conduct, which is aligned with the UN Declaration of Human Rights and ILO conventions. Assessments cover bonded/forced labour, child labour, fair wages, non-discrimination, harassment-free workplaces, safe and clean working conditions, working hours, and freedom of association.

Regular development visits are performed by PDS compliance teams across PDS and valuechain facilities, complemented by periodic **third-party social audits**.

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 differently abled employees, and since all its India offices operate from rented premises, making structural accessibility modifications poses challenges. However, in line with its **Equal Opportunity Policy**, which complies with the Rights of Persons with Disabilities Act, 2016, the Company is committed to providing a nondiscriminatory workplace and ensuring reasonable support and assistance to differently abled employees and visitors as needed.

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	95%
Discrimination at workplace	
Child Labour	
Forced Labour/Involuntary Labour	
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.

No significant risks were identified that required major corrective actions. PDS conducts regular planned and unannounced social compliance audits across its supply chain to ensure adherence to legal, customer, and internal standards. Non-compliances result in a Corrective Action Plan with defined timelines. As per PDS's Social Compliance Framework and Supplier Code of Conduct, repeated serious violations lead to escalation—beginning with a warning letter and followed by suspension or termination of the facility if corrective actions are not implemented.

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 2025-26 (Current Financial Year)	FY 2024-25 Previous Financial Year)
From renewable sources (GJ)		
Total electricity consumption (A)	5,335.52	3,064.62
Total fuel consumption ((B)	0	0
Energy consumption through other sources I	0	0
Total energy consumption from renewable sources (A+B+C)	**5,335.52**	**3,064.62**
From non-renewable sources (GJ)		
Total electricity consumption (D)	34,839.21	37,293.55
Total fuel consumption(E)	20,183.42	14,732.26
Energy consumption through other sources (F)	24,354.68	33,774.46
Total energy consumption from non-renewable sources(D+E+F) (GJ)	**79,377.31**	**85,800.27**
Total energy consumption (A+B+C+D+E+F) (GJ)	**84,712.83**	**88,864.89**
Turnover (₹ in Lakhs)	13,11,008.17	12,57,798.85
Energy intensity per rupee of turnover (Total energy consumption/ revenue from operations) (GJ/ ₹)	0.00000065	0.00000071
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)(ii)	0.00001314	0.00001455
Energy intensity in terms of physical Output(iii)	8.24	8.34

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 2025-26.

Note:

FY 2025-26

i) The disclosure covers three manufacturing facilities (2 in Bangladesh and 1 in Sri Lanka) along with the central cutting plant and PDS offices globally (more than 85% of headcounts in offices are covered in disclosure).

ii) 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, 2026 and March 31, 2025, it is 20.34 and 22.66, respectively.

iii) 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 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	36,596.00	42,165.00
(iii) Third party water	1,85,882.83	1,55,733.04
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitles) (i + ii + iii + iv + v)(ii & iii)	**2,22,478.83**	**1,97,898.04**
Total volume of water consumption (in kilolitres)(iv&v)	**1,82,509.12**	**1,58,378.75**
Turnover (₹ in Lakhs)	**13,11,008.17**	**12,57,798.85**
Water intensity per rupee of turnover (Total water consumption/ revenue from operations) (KL/ ₹)	0.00000139	0.00000126
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)	0.00002876	0.00002601
Water intensity in terms of physical Output(vii)	17.75	14.87

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 2025-26.

Note:

FY 2025-26

i) The disclosure covers three manufacturing facilities (2 in Bangladesh and 1 in Sri Lanka) along with the central cutting plant and PDS offices globally.

ii) Water usage at office locations was for domestic purposes only.

iii) 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.

iv) The domestic water consumption has been assumed to equal water withdrawn for domestic purposes across office locations (overseas), central cutting plant and Progress Apparels (Bangladesh) Ltd (PABL).

v) 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).

vi) 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, 2026 and March 31, 2025, it is 20.34 and 22.66, respectively.

vii) 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 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
- No treatment	0	0
- With treatment (Secondary Treatment)	8,172.00	7,931.69
- With treatment (Tertiary Treatment)	21,727.00	19,431.00
(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	3,558.71	4,098.60
- With treatment (Secondary treatment)	6,512.00	8,058.00
(v) Others		
- No treatment	0	0
- With treatment – through soak pit	0	0
Total water discharged (in kilolitres)	**39,969.71**	**39,519.29**

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 2025-26.

Note:

FY 2025-26

i) The disclosure covers three manufacturing facilities (2 in Bangladesh and 1 in Sri Lanka) along with the central cutting plant and PDS offices globally.

ii) The domestic water consumption has been assumed to equal water withdrawn for domestic purposes across office locations (overseas), 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 established effluent treatment facilities at all its manufacturing sites to comply with government-specified effluent quality standards. At key manufacturing locations, the company also focuses on maximising the recycling of treated effluent, thereby reducing freshwater withdrawal and helping move toward internal reuse of wastewater.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please Specify Unit	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Nox	Ton	5.78	9.31
SOx	Ton	0.44	0.65
Particulate matter (PM)	Ton	0.51	0.67
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	3.20	3.46

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 2025-26

i) The disclosure covers three manufacturing facilities (2 in Bangladesh and 1 in Sri Lanka) along with the central cutting plant and PDS offices globally.

ii) 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	Unit	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric Tonnes of CO2 equivalent	6,401.09	8,735.14
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric Tonnes of CO2 equivalent	5,228.90	5,640.97
Turnover (₹ in Lakhs)		13,11,008.17	12,57,798.85
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 CO2 equivalent / Revenue from operations (₹)	0.000000089	0.000000114
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)(ii)	Metric Tonnes of CO2 equivalent / ₹ Revenue from operations adjusted for PPP	0.000001804	0.000002354
Total Scope 1 and Scope 2 emission intensity in terms of physical output(iii)		1.13	1.35

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 2025-26.

Note:

FY 2025-26

i) The disclosure covers three manufacturing facilities (2 in Bangladesh and 1 in Sri Lanka) along with the central cutting plant and PDS offices globally.

ii) 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, 2026 and March 31, 2025, it is 20.34 and 22.66, respectively.

iii) For the output-based intensity, the Full Time Equivalent (FTE) is considered (employees & workers).

iv) 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 2025–26, solar PV systems at Good Earth Apparels and Norlanka Manufacturing generated over 1.7 million kWh and avoiding 926.63 tCO_2e. In parallel, PDS restored 700+ mangrove plants in Sri Lanka, sequestering over 215,600 kg CO_2e 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. 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 developed a comprehensive GHG inventory covering Scope 1, Scope 2, and relevant Scope 3 emissions in accordance with the GHG Protocol. Based on the 2024 baseline, science-aligned emission reduction targets were set and validated by the Science Based Targets initiative (SBTi). Climate targets are integrated into the company's sustainability strategy, operational planning, and supplier engagement programs. To address emissions from logistics and business travel, Poeticgem has 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 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	25.97	36.47
E-waste (B)	0.46	0.26
Bio-medical waste (C)	0.07	0.03
Construction and demolition waste (D)	0	0
Battery waste (E)	0.02	1.70
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	0.98	1,74
- Machine Oil	0.09	0.60
- Chemical Drums	0.24	0.36
- ETP Sludge	0.56	0.64
- Ink cartridge	0.09	0.14
Other Non-hazardous waste generated (H) Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector)	1,082.76	1,142,48
- Food Waste	45.71	48.80
- Jute/Fabric	757.50	813.88
- Cardboard/Paper/Carton	183.86	231.23
- Mixed waste including empty thread cones, ion & Tin and broken needle	95.69	48.57
Total (A + B + C + D + E + F + G + H)	**1,110.26**	**1,182.68**
Turnover (₹ in Lakhs)	**13,11,008.17**	**12,57,798.85**
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations) (MT/₹)	0.000000008	0.000000009
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)(iii)	0.000000172	0.000000194
Waste intensity in terms of physical output(iv)	**0.11**	**0.11**

Parameter	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
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	179.29	247.00
(ii) Re-used	30.77	34.61
(iii) Other recovery operations	0	0
Total	**210.06**	**281.61**
Recycled, re-used, recovered waste intensity (Waste recycled, re-used, recovered / Total waste generated)	0.19	0.24
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of Waste		
(i) Incineration	228.62	231.13
(ii) Landfilling	135.99	33.48
(iii) Other disposal operations	535.59	636.46
Total	**900.20**	**901.07**
Incinerated, landfill, disposed waste intensity (Waste incinerated, landfill, disposed /Total waste generated)	0.81	0.76

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 2025-26.

Note:

FY 2025-26

i) The disclosure covers three manufacturing facilities (2 in Bangladesh and 1 in Sri Lanka) along with the central cutting plant and Norlanka Head Office.

ii) For current disclosures, it is assumed that total waste generated is equal to total waste disposed.

iii) 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, 2026 and March 31, 2025, it is 20.34 and 20.66, respectively.

iv) 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 Limited manages waste at its manufacturing facilities through structured procedures that ensure compliance with environmental regulations and industry best practices. Waste streams are segregated at source, handled as per documented Standard Operating Procedures (SOPs), and disposed of or recycled through authorized channels, minimizing environmental impact. For example, textile and jute waste at the Bangladesh unit is processed in a Waste-to-Energy boiler, converting waste into thermal energy and reducing reliance on conventional fuels.

To reduce the use of hazardous and toxic chemicals, PDS has implemented a Chemical Policy aligned with the Zero Discharge of Hazardous Chemicals (ZDHC) Manufacturing Restricted Substances List (MRSL) and the ZDHC Roadmap to Zero programme. Wet processing units participate in the ZDHC Supplier to Zero programme and conduct wastewater testing per MRSL standards. Digital chemical inventory platforms ensure transparency of chemical use. Additionally, PDS prioritizes safer and certified materials (e.g., Oeko-Tex® certified) and invests in sustainable dyeing and finishing technologies that lower hazardous chemical usage in processes.

Hazardous chemical waste and other chemical residues are stored, handled, and disposed of through certified third-party vendors in accordance with applicable local and international regulations, ensuring that such wastes are managed safely and responsibly.

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 2025-26 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 kilolitres):

For each facility / plant located in areas of water stress, provide the following information:		
(i)	Name of the area	Nil
(ii)	Nature of operations	Nil
(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 2026.

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 (Bangladesh) Limited- 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	Progress Apparels (Bangladesh) Limited- Reducing Environmental Footprint with Clean by Design (CbD)	Progress Apparels (Bangladesh) Limited joined the clean by Design (CbD) programme led by the Apparel Impact Institute in Bangladesh, which helps manufacturers find practical, cost-effective ways to improve operational efficiency and lower their environmental footprint	Participation reinforced resource-efficiency knowledge, provided technical guidance, and demonstrated Progress Apparels (Bangladesh) Limited commitment to reducing energy risk and adopting more sustainable manufacturing practices
3	In-House Wash Plant at Progress Apparels (Bangladesh) Limited	Progress Apparels (Bangladesh) Limited 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.
4	GoodEarth Apparels Ltd – 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.
5	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
6	Water-Efficient Processes at Zamira	Implemented fabric selection to reduce chemical use and water discharge at Zamira Denim Innovation	Advanced water conservation and elimination of sodium hypochlorite; reduced chemical discharge

Sr. No.	Initiative Undertaken	Details of the initiative (Web-link, if any, may be provided along with summary)	Outcome of the initiative
7	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
8	Launch of solar power plant at GoodEarth Apparels Ltd., Bangladesh	Installation of solar plant with capacity of One megawatt (MWh) of renewable green energy generation	Generated over 1 million kWh reducing 623.50 tCO_2e GHG emission.
9	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: https://pdsltd.com/wp-content/uploads/2025/10/20.-Information-Security-IT-policy.pdf

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 Limited recognizes that significant environmental impacts may arise across its value chain, particularly from manufacturing operations within the supply chain. To monitor and mitigate such impacts, the Company has adopted the Higg Facility Environmental Module (Higg FEM), a globally recognized assessment framework developed by Cascale. Through this structured tool, we assess and manage eight key environmental impact areas across our manufacturing units and supply chain partners.

We actively track suppliers' Higg FEM self-assessments and third-party verifications to identify environmental risks and performance gaps. Based on the assessment outcomes, we support corrective action plans, capacity-building initiatives, and continuous improvement measures. This standardized approach enables bench-marking of environmental performance, strengthens risk management, and supports alignment with global sustainability goals.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

95% 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
			NA		

PDS is actively engaged in leading global sustainability and industry platforms that advance responsible business practices across the fashion and textile value chain.

The Company is a member of **Cascale (formerly the Sustainable Apparel Coalition)**, a global multi-stakeholder alliance focused on reducing the environmental and social impacts of apparel, footwear, and textile products worldwide. This membership enables PDS to participate in collaborative industry initiatives and apply globally recognised sustainability tools such as the Higg Index.

PDS is also a participant in the **United Nations Global Compact**, the world's largest voluntary corporate sustainability initiative, which supports businesses in aligning strategies and operations with principles on human rights, labour, environment, and anticorruption. Participation reinforces PDS's commitment to integrating universal sustainability principles and contributing to the UN Sustainable Development Goals.

Further, PDS played a significant industry role as the **Fashion Partner for** Bharat Tex 2025, a global textile mega-event organised by 11 Export Promotion Councils and supported by the Ministry of Textiles. The event, inaugurated by the Hon'ble Prime Minister of India, highlighted India's leadership in innovation, sustainability, and global competitiveness in textiles. PDS contributed through expert panels, industry dialogues, and presentations that showcased sustainable practices, innovation-led sourcing, and collaborative industry solutions

These engagements underscore PDS's commitment to strengthening sustainability, promoting ethical value chains, and contributing to global industry transformation through collaborative platforms.

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
NA	-	-	-	-	-

During the year, 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)
-	NA	-	-	-	-	-

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 comprehensive Grievance Redressal Policy that provides a structured mechanism for addressing concerns raised by any stakeholder, including employees, suppliers, customers, investors, and other external partners. The Policy is publicly accessible on the Company's website and outlines clear procedures to ensure transparency, fairness, and timely resolution of grievances.

Stakeholders can lodge grievances through the independent Ethics Global Hotline Platform, which enables confidential and secure reporting. All complaints received through this platform are automatically routed to a designated Reviewing Authority appointed by the PDS Board. The Reviewing Authority follows a defined investigation and resolution process, ensuring objectivity, due diligence, and adherence to Company protocols. The Policy also includes strong safeguards that prohibit any form of retaliation, victimization, or adverse action against the complainant.

To facilitate easy access, stakeholders may submit concerns through the following channels:

- **Ethics Hotline:** https://pdsltd.com/ethics-hotline/
- **Email:** whistleblower@pdsltd.com

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Directly sourced from MSMEs/ small producers	3.10%	1.84%
Directly from within India	8.41%	6.35%

**Note - The FY 2024–25 percentage for procurement directly from within India has been restated to exclude Right-of-Use (ROU) assets from the calculation of capital expenditure within total procurement, aligning with the current year's methodology.*

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 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Rural	0	0
Semi-Urban	0	0
Urban	58%	58%
Metropolitan	40%	42%

Note -

1) Based on the SEBI Circular dated December 20, 2024, for the current financial year 2025–26, PDS has considered wages paid to employees/workers located within India as the denominator for this KPI.

The above calculation excludes Fixed term remote employees

2) For FY 2025–26, the balance 2% of total wage cost pertains to remotely working employees who are not assigned to a specific work location for reporting purposes.

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 2025-26, 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 based on traditional knowledge during the current financial year. Accordingly, there were no benefits generated or shared in relation to such intellectual property.

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	211	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 no. 40.

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 organization, PDS has established robust processes and grievance-redressal mechanisms across all its business verticals. Each business unit operates a country-specific escalation framework to ensure prompt and effective handling of concerns. Customers may directly engage with business heads or designated points of contact for resolution of any grievances. In addition to these operational channels, PDS provides an independent and confidential reporting avenue through the Ethics Global Hotline platform, enabling stakeholders—including consumers, suppliers, and employees—to raise concerns securely and transparently.

The Company also maintains a comprehensive Grievance Redressal Policy covering all stakeholder groups, which is publicly accessible on its website. This structured approach underscores PDS's commitment to transparency, accountability, and continuous improvement in stakeholder engagement.

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 products manufactured by the Company include the necessary information related to their safe and responsible usage. Additionally, PDS provides sourcing solutions to global brands and retailers, who prescribe specific requirements for product labeling and packaging. These specifications vary from customer to customer; however, the Company ensures that all statutory requirements—particularly those relating to product safety—are fully met and clearly disclosed.

3. Number of consumer complaints in respect of the following:

	FY 2025-26 (Current Financial Year)		Remarks	FY 2024-25 (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	NA
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	0	0		4	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 framework that covers Information Security and Cyber Security. The policy is designed to safeguard sensitive information, ensure regulatory compliance, and protect customer data. It also aims to mitigate risks associated with cyberattacks and is supported by 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 engaged in the provision of essential services. Further, there have been no instances of product recalls, nor have any regulatory authorities-imposed penalties or taken action in relation to 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

Note: As disclosed under Regulation 27(2)(ba) of the SEBI (LODR) Regulations, 2015, one ransomware incident was recorded on the test server during the reporting period. The incident was contained, with no impact on live production systems, financial records, or transactional data, and did not meet the threshold for reporting to CERT-In. Accordingly, no data breach incidents were reported during the period.

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 in accordance with the specifications provided by the respective brands/ retailers and adhere to all applicable statutory standards. As a result, the responsibility for consumer education on safe and responsible usage is embedded within the product guidelines and labeling mandated by these standards.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

PDS is not engaged in the provision or delivery of essential services, and therefore no specific mechanisms are required to inform consumers about potential risks of disruption or discontinuation.

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 either sourced or manufactured in line with brand/retailer specifications and fully comply with all applicable statutory product information requirements. Therefore, no additional disclosures beyond those mandated by local laws are provided.

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Independent practitioner's limited assurance report on Identified Sustainability Information included in PDS Limited, its associates and joint venture's Business Responsibility and Sustainability Report

To the Board of Directors of PDS Limited

1. We have been engaged to perform a limited assurance engagement for 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, vide our engagement letter dated 12 June 2026 in respect of non-financial information pertaining to core attributes of Business Responsibility and Sustainability Report (BRSR) listed in paragraph 2 below (the "Identified Sustainability Information") prepared by the Holding Company's management in accordance with the Criteria stated in paragraph 5 below. This Identified Sustainability Information is included in the BRSR section in the Annual Report of the Group, its associates and joint ventures for the financial year ended 31 March 2026. This engagement was conducted by a multidisciplinary team including assurance practitioners and engineers.

Identified Sustainability Information

2. The Identified Sustainability Information for the financial year ended 31 March 2026 is summarised below:

Attribute	Principle	Key Performance Indicator
Energy footprint	Principle 6 – 1	• Total energy consumption (in Joules or multiples) and energy intensity • % of energy consumed from renewable sources • Energy intensity
Water footprint	Principle 6 – 2	• Total water consumption • Water consumption intensity • Water Discharge by destination and levels of Treatment
Greenhouse (GHG) footprint	Principle 6 – 7	• Greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity

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Attribute	Principle	Key Performance Indicator
Embracing circularity - details related to waste management by the entity	Principle 6 – 9	• 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)	• Spending on measures towards well-being of employees and workers (including permanent and other than permanent)
	Principle 3 – 11	Safety related incidents: • 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

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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. Boundary of the report covers the Group entities as on 31 March 2026, covering its 142 subsidiaries, 4 joint ventures and 4 associates located in India and overseas.
4. Our limited assurance engagement is with respect to the Identified Sustainability Information for the reporting boundary as mentioned above for financial year ended 31 March 2026 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 conclusion thereon.

Criteria

5. The criteria used by the Holding Company to prepare the Identified Sustainability Information is summarised below (hereinafter referred to as 'Criteria'):

   Regulation 34(2)(f) of the Securities and Exchange Board of India (the "SEBI") (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('LODR Regulations') as amended, read with SEBI Master circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30 January 2026 and BRSR Core Reporting Standard formulated by Industry Standards Forum.

Management's Responsibilities

6. The Holding 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

7. 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

8. We have complied with the independence and other ethical requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) ('IESBA Code') 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 and we have and have the required competencies and experience to conduct this assurance engagement..
9. 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 and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

Practitioner's Responsibility

10. Our responsibility is to express a limited assurance in the form of a conclusion on the Identified Sustainability Information based on the procedures we have performed and evidence we have obtained.
11. We conducted our limited 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 limited assurance about whether anything has come to our attention that causes us to believe that the Identified Sustainability Information is not prepared, in all material respects, in accordance with the Criteria or is not free from material misstatement.
12. A limited assurance engagement undertaken in accordance with ISAE 3000 (Revised) involves assessing the suitability in the circumstances of the Holding Company's use of the Criteria as the basis for the preparation of the Identified Sustainability Information, identifying areas where material misstatement is likely to arise in the Identified Sustainability 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 Identified Sustainability Information.
13. 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 Identified Sustainability Information have been prepared, in all material respects, in accordance with the Criteria.
14. 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.
15. Given the circumstances of the engagement, in performing the procedures listed above, we:
    - 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 Group, its associates and joint ventures 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;

Exclusions:

16. Our limited assurance engagement scope excludes the following and therefore we do not express conclusion on the same:
    - Operations of the Group, its associates and joint ventures other than those mentioned in the paragraph 2 and 3 above on Scope of Assurance
    - Aspects of the BRSR and the data/information (qualitative or quantitative) other than the Identified Sustainability Information.
    - Data and information outside the defined reporting period i.e., 01 April 2025 to 31 March 2026.
    - Data related to Group, its associates and joint ventures' financial performance, strategy and other related linkages expressed in Identified Sustainability Information.
    - The statements that describe expression of opinion, belief, aspiration, expectation, forward looking statements provided by the Group, its associates and joint ventures.
    - Assertions related to Intellectual Property Rights and other competitive issues
    - Mapping of the 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.

Conclusion

17. Based on the procedures we have performed and the evidences we have 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 Identified Sustainability Information included in the BRSR for the financial year ended 31 March 2026, is not prepared, in all material respects in accordance with the Criteria.

Restriction on use

18. Our limited assurance report has been prepared and addressed to the Board of Directors of the Holding Company at the request of the Holding Company solely, to assist the Group, its associates and joint ventures in reporting on the Group, its associates and joint venture'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 Board of Directors of the Holding 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

Place: Noida
Date: 03 July 2026

Annexure 1

Subsidiaries

1. Technocian Fashions Private Limited
2. Norlanka Manufacturing India Private Limited
3. Multinational Textile Group Limited
4. Norwest Industries Limited
5. PDS Sourcing Bangladesh Limited (Erstwhile known as Multinational OSG Services Bangladesh Private Limited)
6. Onme Soho Health and Beauty Limited (Erstwhile PDS Smart Fabric Tech Limited)
7. Techno Design GmBH
8. PDS Fashions Limited
9. Twins Asia FZCO
10. Design Arc FZCO
11. Kleider Sourcing FZCO
12. Spring Near East FZCO
13. Techno Sourcing BD Limited
14. Clover Collections FZCO
15. Design COE Limited (Formerly known as PDS Fashion USA Limited, Pro Trusted Med Tech Limited and FX Import Hong Kong Limited)
16. Techno Design HK Limited
17. PG Group Limited
18. PG Shanghai Manufacturer Co. Limited
19. PG Home Group Limited
20. PG Home Group SPA
21. Grupo Sourcing Limited, Hongkong
22. Zamira Fashion Limited
23. PDS Brands Manufacturing Limited
24. Zamira Fashion Limited Zhongshan
25. Poeticgem International Limited
26. Simple Approach Limited
27. Simple Approach (Canada) Limited
28. PDS Asia Star Corporation Limited
29. PDS Trading (Shanghai) Company Limited
30. Casa Forma Limited
31. PDS Sourcing Limited
32. GoodEarth Lifestyle Limited (Erstwhile Green Apparel Industries Limited)
33. GoodEarth Apparels Limited (Erstwhile Green Smart Shirts Limited)
34. Progress Manufacturing Group Limited
35. Progress Apparels (Bangladesh) Limited
36. PDS Ventures Limited, Mauritius
37. Poetic Brands Limited
38. Poeticgem Limited
39. Design Arc UK Limited
40. Recovered Clothing Limited
41. Techno Design USA LLC
42. 360 Notch Limited
43. Casa Collective Limited
44. Nor Lanka Manufacturing Limited
45. Krayons Sourcing Limited
46. Design Arc Europe Limited
47. Kleider Sourcing Hong Kong Limited
48. Kleider Sourcing Limited Bangladesh
49. Origin Global Limited (Erstwhile PDS Far-East Limited)
50. Kindred Brands Limited
51. Styleberry Limited
52. PDS Far East USA, Inc.
53. PDS Ventures Limited (Erstwhile Smart Notch Industrial Limited)
54. Apex Black Limited
55. Jcraft Array Limited
56. Rising Asia Star Hong Kong Company Limited
57. Northern Apparel Limited (Formerly known as Nor India Manufacturing Company Limited and PDS Tailoring Limited)
58. Spring Near East Manufacturing Company Limited
59. Clover Collections Limited
60. Twins Asia Limited
61. Design Arc Asia Limited
62. Smart Notch (Shanghai) Limited
63. LillyandSid Limited
64. Nor Lanka Manufacturing Colombo Limited
65. Brand Collective Limited
66. Poeticgem International FZCO
67. PDS Multinational FZCO
68. PDS Manufacturing Limited
69. Norlanka Progress Private Limited
70. PDS Brands Private Limited
71. Spring Design London Limited
72. PG Capital FZE
73. PDS Brands Manufacturing FZCO
74. PDS MEA Limited
75. Brand Collective Corporation Limited
76. Sourcing Solutions Limited
77. Simple Approach Bangladesh Private Limited
78. Design Arc Europe SPA
79. DBS Lifestyle India Private Limited
80. Suri Overseas Private Limited
81. Sunny Up Limited
82. PDS North America Limited (Erstwhile PDS Fashions Hong Kong Limited)
83. PDS NORTH AMERICA LLC
84. Knit Gallery Hong Kong Limited (Erstwhile PDS Incubation Company Limited & PDS Sourcing Hong Kong Limited)
85. Online Enterprise HK Limited (Erstwhile PDS Design Services Limited and PDS Online Enterprise HK Limited)
86. DBS Lifestyle Limited (Erstwhile PDS Lifestyle Limited)
87. SKOPE Apparels FZCO
88. PDS Logistics FZCO
89. Stellar Brands Global FZCO (Erstwhile PDS Sourcing FZCO)
90. Collaborative Sourcing Services FZCO
91. LILY AND LIONEL LONDON LIMITED
92. PG Group SPA
93. PDS Central America Limited (Erstwhile PDS Collective Sourcing Limited)
94. DESIGN ARC BRANDS LIMITED
95. PDS Global Procurement Service FZCO
96. Upcycle Labs Limited
97. Pangram Brands Global Private Limited
98. Pangram Celebrity Brands Private Limited
99. Simple Approach Home Limited
100. Moda & Beyond Limited (Erstwhile Moda and Beyond Limited)
101. Wonderwall (F.E) Limited, Hongkong
102. Wonderwall (F.E) Limited
103. PDS Fashions Bangladesh Limited
104. Techno Sourcing Dis Ticaret Anonim Sirketi
105. Techno (Shanghai) Trading Company Limited
106. New Lobster Limited
107. PDS Lifestyle Limited UK
108. PDS DSGN FZCO (Erstwhile PDS Lifestyle FZCO)
109. Moda and Beyond FZCO (Erstwhile PDS Design Services FZCO)
110. Design Hub Sourcing FZCO
111. PDS Radius Brands FZCO
112. The Source Fashions Platform FZCO
113. SNE MODA TASARIM SANAYi VE TiCARET ANONiM SiRKETi
114. Positive Materials Industries LDA (Erstwhile Progressive Crusade Unipessoal LDA)
115. Home Sourcing Solutions Limited
116. VIVERE LONDON LIMITED
117. Sourcing Solutions Europe BVBA
118. The Brand Group Limited
119. INFINITY FASHION TEDARiK HiZMETLERi ANONiM SiRKETi (Erstwhile GEORGE TEDARIK HIZMETLERI ANONIM SIRKETI)
120. Infinity Fashion FZCO
121. COLLECTIVE NEAR EAST SOURCING SERVICES FZCO
122. ONME SOHO HEALTH AND BEAUTY FZCO
123. ONME SOHO HEALTH AND BEAUTY LIMITED
124. Simple Approach Trading FZCO
125. Tritron Fashion FZCO
126. Positive Materials Limited
127. Roksanda UK Limited
128. Northern Brands Limited (Erstwhile Subtract Retail Limited)
129. Poeticgem Europe Limited
130. Adaptive Fashion Limited (Erstwhile UNHIDDEN-UK LIMITED)
131. OLE Fashion Limited (Erstwhile PDS Online Enterprise UK Limited)
132. PDS Online Enterprise USA Inc
133. Angelic-Partners Limited
134. Sunny Up US Limited
135. Nexstyle Apparel Manufacturing Limited
136. PDS Global Sourcing Limited
137. GSC Link Limited
138. Simple Approach UK Limited
139. Knit Gallery India Private Limited
140. Design Arc LLC
141. DESIGN COE USA INC
142. Nexstyle Apparel Manufacturing Limited, Mauritius

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Joint ventures

1. Digital Internet Technologies Limited
2. Yellow Octopus EU Sp. Z.oo
3. YELLOW OCTOPUS CIRCULAR SOLUTIONS LIMITED (formerly Yellow Octopus-UK Limited and Yellow Octopus Fashion Limited)
4. Yellow Octopus Ventures FZCO

Associates

1. GWD Enterprises Limited
2. Loop Digital Wardrobe Limited
3. Nobleswear (Private) Limited
4. Reflaunt Pte Limited

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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 2026, 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 2026, 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 Matters

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 that there are no key audit matters to communicate in our report.

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.

Report on Other Legal and Regulatory Requirements

14. 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.

15. 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 the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

16. 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 2026 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 2026 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 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2026;

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 2026;

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 2026;

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 person(s) or entity(ies), 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 person(s) or entity(ies), 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 2026 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 2026 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 a final dividend for the year ended 31 March 2026 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 48 to the standalone financial statements and based on our examination which included test checks, the Company, in respect of financial year commencing on 1 April 2025, 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. 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: 26210122MOBYDI9539

Mumbai
15 May 2026

Annexure I

referred to in paragraph 15 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 2026

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 not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans to firms and limited liability partnerships during the year. Further, the Company has made investments in, provided guarantee or security and granted unsecured loans 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	Loans	Guarantees
Aggregate amount provided/ granted during the year (₹ Lakhs):		
- Subsidiaries	546.38	1,17,592.30
Balance outstanding as at balance sheet date (₹ Lakhs):		
- Subsidiaries	871.38	1,17,592.30

(b) In our opinion, and according to the information and explanations given to us, the investments made, terms and conditions of the grant of all loans and guarantees provided are, prima facie, not prejudicial to the interest of the Company.

In respect of loans 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 currently.

(c) There is no overdue amount in respect of loans granted to such companies.

(d) The Company has not granted any loan which has fallen due during the year. Further, no fresh loans were granted to any party to settle the overdue loans 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 in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

(₹ In lakhs)

Name of the statute	Nature of dues	Gross Amount	Amount paid under Protest	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
The Income tax Act, 1961	Income tax	15.86	Nil	AY 2017-18	Commissioner of Income Tax (Appeals),	
The Income tax Act, 1961	Income tax	365.70	73.14	AY 2022-23	Commissioner of Income Tax (Appeals),	
The Income tax Act, 1961	Income tax	166.30	Nil	AY 2023-24	Commissioner of Income Tax (Appeals),	

(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) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

(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 whistle-blower 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 Core Investment Company (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: 26210122MOBYDI9539

Mumbai
15 May 2026

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 2026

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 2026, 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 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 2026, based on 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: 26210122MOBYDI9539

Mumbai
15 May 2026

Standalone Balance Sheet

as at March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Note no.	As at March 31, 2026	As at March 31, 2025 (Restated)
I Assets			
Non-current assets			
(a) Property, plant and equipment	4	1,903.77	1,580.75
(b) Investment property	5	2,849.74	2,929.78
(c) Intangible assets	6	159.78	209.76
(d) Financial assets			
(i) Investments	7	50,602.86	51,620.91
(ii) Other financial assets	8	-	331.00
(e) Deferred tax assets (net)	22	446.15	147.21
(f) Non-current tax assets (net)	9	144.88	86.59
Total non-current assets		**56,107.18**	**56,906.00**
Current assets			
(a) Financial assets			
(i) Trade receivables	10	8,125.20	12,236.62
(ii) Cash and cash equivalents	11	13,401.27	13,928.00
(iii) Bank balances other than (ii) above	12	3,290.72	3,519.13
(iv) Loans	13	631.38	325.00
(v) Other financial assets	8	1,140.34	459.11
(b) Other current assets	14	1,289.35	1,202.81
Total current assets		**27,878.26**	**31,670.67**
Total assets		**83,985.44**	**88,576.67**
II Equity and liabilities			
Equity			
(a) Equity share capital	15	2,824.38	2,821.91
(b) Other equity	16	67,045.00	68,253.17
Total equity		**69,869.38**	**71,075.08**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	2,916.67	3,750.01
(ii) Lease liabilities	40	833.42	309.24
(iii) Other financial liabilities	18	44.47	-
(b) Provisions	19	311.25	273.57
(c) Other non-current liabilities	21	1.15	1.15
Total non-current liabilities		**4,106.96**	**4,333.97**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	1,415.53	917.79
(ii) Lease liabilities	40	153.68	181.77
(iii) Trade payables	20		
- Total outstanding dues of micro enterprises and small enterprises		49.00	13.18
- Total outstanding dues of creditors other than micro enterprises and small enterprises.		5,871.40	8,962.28
(iv) Other financial liabilities	18	1,906.50	2,155.82
(b) Other current liabilities	21	148.86	385.14
(c) Provisions	19	254.82	224.95
(d) Current tax liabilities		209.31	326.69
Total current liabilities		**10,009.10**	**13,167.62**
Total equity and liabilities		**83,985.44**	**88,576.67**
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

Aasheesh Arjun Singh
Partner
Membership Number: 210122

Mumbai, India
May 15, 2026

For and on behalf of Board of Directors of
PDS Limited

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

Sanjay Jain
Chief Executive Officer

Sadik Sunasara
Chief Financial Officer

Pallak Seth
Executive Vice Chairman
DIN : 00003040

Abhishekh Kanoi
Group Legal Head &
Company Secretary
Membership No. FCS 9530

Mumbai, India
May 15, 2026

Standalone Statement of Profit and Loss

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars			Note no.	Year ended March 31, 2026	Year ended March 31, 2025 (Restated)
I	**Revenue from operations**		23	25,740.74	45,478.56
II	**Other income**		24	5,868.59	8,318.03
III	**Total income (I+II)**			**31,609.33**	**53,796.59**
IV	**Expenses**				
	(a)	Purchases of stock-in-trade	25	14,282.90	32,434.87
	(b)	Employee benefits expenses	26	6,545.86	6,686.26
	(c)	Finance costs	27	609.40	673.65
	(d)	Depreciation and amortization expense	28	653.03	611.99
	(e)	Other expenses	29	6,220.72	5,751.39
	Total expenses			**28,311.91**	**46,158.16**
V	**Profit before tax (III-IV)**			**3,297.42**	**7,638.43**
VI	**Tax expense:**				
	(a)	Current tax	31	312.30	496.04
	(b)	Deferred tax credit	22	(217.73)	(125.27)
	Total tax expense			**94.57**	**370.77**
VII	**Profit for the year (V-VI)**			**3,202.85**	**7,267.66**
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		60.83	(9.92)
	(ii)	Income tax on items that will not be reclassified to profit or loss		(15.31)	2.50
(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 income/(loss) for the year, net of tax			**45.52**	**(7.42)**
IX	**Total comprehensive income for the year (VII + VIII)**			**3,248.37**	**7,260.24**
X	**Earnings per share: (face value of ₹ 2 per share)**		30		
	1)	Basic (amount in ₹)		2.27	5.30
	2)	Diluted (amount in ₹)		2.26	5.23
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

Aasheesh Arjun Singh
Partner
Membership Number: 210122

Mumbai, India
May 15, 2026

For and on behalf of Board of Directors of
PDS Limited

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

Sanjay Jain
Chief Executive Officer

Sadik Sunasara
Chief Financial Officer

Pallak Seth
Executive Vice Chairman
DIN : 00003040

Abhishekh Kanoi
Group Legal Head &
Company Secretary
Membership No. FCS 9530

Mumbai, India
May 15, 2026

Standalone Statement of changes in equity

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

A. Equity share capital

Particulars	No. of shares*	Amount
Balance as at April 1, 2024	13,17,36,551	2,634.73
Fresh issue (Net of treasury shares) (refer note 15)	93,58,800	187.18
Balance as at March 31, 2025	**14,10,95,351**	**2,821.91**
Fresh issue (Net of treasury shares) (refer note 15)	1,23,750	2.47
Balance as at March 31, 2026	**14,12,19,101**	**2,824.38**

B. Other equity

Particulars	Reserve and surplus						Total Equity
	Capital Reserve	Retained earnings	Securities premium	Other comprehensive Income	Treasury Stock	Share options outstanding	
Balance as at April 1, 2024 (Restated)	**8,078.07**	**9,087.64**	**3,312.75**	**(9.43)**	**(521.90)**	**4,030.22**	**23,977.35**
Profit for the year	-	7,267.66	-	-	-	-	7,267.66
Other comprehensive loss, net of income tax (refer notes 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 share based compensation expense (refer notes 44)	-	-	-	-	-	573.81	573.81
Balance as at March 31, 2025 (Restated)	**8,078.07**	**9,870.40**	**47,860.00**	**(16.85)**	**(810.15)**	**3,271.70**	**68,253.17**
Profit for the year	-	3,202.85	-	-	-	-	3,202.85
Other comprehensive loss, net of income tax (refer note 31 and 32)	-	-	-	45.52	-	-	45.52
Dividend paid	-	(4,728.56)	-	-	-	-	(4,728.56)
Exercise of share options (refer note 15)	-	-	438.36	-	-	(163.94)	274.42
Employee share based compensation expense (refer note 44)	-	-	-	-	-	(2.40)	(2.40)
Balance as at March 31, 2026	**8,078.07**	**8,344.69**	**48,298.36**	**28.67**	**(810.15)**	**3,105.36**	**67,045.00**

** The number of shares are given in absolute numbers.*

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

Aasheesh Arjun Singh
Partner
Membership Number: 210122

Mumbai, India
May 15, 2026

For and on behalf of Board of Directors of
PDS Limited

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

Pallak Seth
Executive Vice Chairman
DIN : 00003040

Sanjay Jain
Chief Executive Officer

Sadik Sunasara
Chief Financial Officer

Abhishekh Kanoi
Group Legal Head &
Company Secretary
Membership No. FCS 9530

Mumbai, India
May 15, 2026

Standalone Statement of Cash Flow

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Notes	Year ended March 31, 2026	Year ended March 31, 2025 (Restated)
Cash flows from operating activities			
Profit before tax		3,297.42	7,647.91
Adjustments for:			
Depreciation and amortization expense	28	653.03	611.99
Finance costs	27	609.40	673.65
Gain on sale of property, plant and equipment		-	(3.51)
Impairment of investment in subsidiary	29	1,100.00	-
Employee share compensation expense	26	418.60	245.81
Unrealized foreign exchange fluctuation loss, net.		(341.33)	99.37
Dividend income	24	(3,034.25)	(6,290.71)
Interest income	24	(612.27)	(949.93)
Provision for doubtful debts	29	125.00	829.62
Impairment of loan to subsidiary	29	240.00	-
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	(194.04)	(160.99)
Gain on sale of joint venture	24	(210.60)	-
Fair value gain on financial assets measured at fair value through profit and loss	24	(591.97)	(243.22)
Operating profit before change in working capital		**1,458.99**	**2,402.34**
Movement in working capital:			
Change in trade payables and other current liabilities		(3,240.98)	(4,641.17)
Change in other financial liabilities		(85.39)	(1,895.11)
Change in provisions		128.39	9.92
Change in trade receivables		4,248.04	1,950.00
Change in other current assets		(86.54)	(301.06)
Change in other financial assets		(344.77)	(79.59)
Cash generated from/(used in) operations		**2,077.74**	**(2,554.67)**
Direct tax paid (net of refund received)		(487.99)	(372.40)
Net cash flow generated from/(used in) operating activities	(A)	**1,589.75**	**(2,927.07)**
Cash flows from investing activities			
Purchase of property, plant and equipment, intangibles and investment property	4,5,6	(228.02)	(821.42)
Proceeds from sale of property, plant and equipment		-	12.89
Loan to subsidiary		(796.38)	(325.00)
Loan repaid by subsidiary		250.00	-
Investment in subsidiary		(418.65)	(32,529.18)
Proceeds from sale of short term investments, net		194.04	160.99
Proceeds from maturity of time deposits, net		559.41	3,697.02
Proceeds from the sale of investment in joint venture		159.61	-
Dividend received	24	3,034.25	6,290.71
Interest received		584.65	844.32
Net cash generated from/(used in) investing activities	(B)	**3,338.91**	**(22,669.67)**
Cash flows from financing activities			
Repayment of long term borrowings		(833.34)	(416.67)
Proceeds/(repayment) of short term borrowings, net		364.19	(1,077.08)
Acquisition of own equity by a controlled trust		-	(289.38)
Issuance of share capital including premium, net of issue expenses		283.68	43,343.93
Interest paid on lease liabilities		(48.86)	(57.96)
Payment of principal portion of lease liabilities		(96.77)	(103.03)
Payment of dividend to shareholders		(4,706.76)	(6,463.08)
Interest paid on borrowings		(551.08)	(605.26)
Net cash (used in)/generated from financing activities	(C)	**(5,588.94)**	**34,331.47**
Net (decrease)/increase in cash and cash equivalents	(A+B+C)	**(660.28)**	**8,734.73**
Cash and cash equivalents at the beginning of the year		14,061.55	5,326.82
Cash and cash equivalent at the end of the year		**13,401.27**	**14,061.55**
Components of cash and cash equivalents			
With banks - on current account and deposits with banks	11	13,401.27	13,928.00
Add: Book overdraft	17	-	133.55
Cash and cash equivalent at the end of the year		**13,401.27**	**14,061.55**

**Note: The statement of cash flows has been prepared under the indirect method as set out in Ind AS 7 "Statement of Cash Flows".*

Standalone Statement of Cash Flow

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Changes in liability arising from financing activities

Particulars	As at April 1, 2024	Cash flow		Non-cash	As at March 31, 2025
		Addition	Repayment	Others	
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**

Particulars	As at April 1, 2025	Cash flow		Non-cash	As at March 31, 2026
		Addition	Repayment	Others	
Borrowings	4,801.35	364.19	(833.34)	-	4,332.20
Interest accrued and due on borrowings	38.70	-	(551.08)	547.65	35.27
Lease liability	491.01	-	(145.64)	641.73	987.10
	5,331.06	**364.19**	**(1,530.06)**	**1,189.38**	**5,354.57**

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

Aasheesh Arjun Singh
Partner
Membership Number: 210122

Mumbai, India
May 15, 2026

For and on behalf of Board of Directors of
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DIN : 00003021

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DIN : 00003040

Abhishekh Kanoi
Group Legal Head &
Company Secretary
Membership No. FCS 9530

Mumbai, India
May 15, 2026

Summary of material accounting policy information 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 GhatkoparLink 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, 2026 were approved by the Board of Directors and authorized for issue on May 15, 2026.

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, 2026 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 pronouncements

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.

A. Amended Accounting Standards (Ind AS) and interpretations effective from the 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 does not have a material impact on the Company's financial statements.

Amendments to Ind AS 1 - "Presentation of Financial Statements"

The Amendment elaborate on guidance set out in Ind AS 1 by:

- clarifying that the right to defer settlement of a liability for at least 12 months after the reporting period;
  a) must have substance, and b) must exist at the end of the reporting period;
- stating that management's expectations around whether the settlement of a liability would be deferred or not, does not impact the classification of the liability;
- including requirements for liabilities that can be settled using an entity's own instruments; and
- stating that at the reporting date, the entity does not consider covenants that will need to be complied with in the future when considering the classification of the debt as current or non-current.

Summary of material accounting policy information and other explanatory information

In addition, an entity is required to disclose when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

The amendments does not have a material impact on the Company's financial statements.

Amendments to Ind AS 7 and Ind AS 107 - Supplier Finance Arrangements

The Amendment introduced disclosure requirements with the objective to enable users of financial statements to assess how supplier finance arrangements affect an entity's liabilities, cashflows and exposure to liquidity risk.

The amendments does not have a material impact on the Company's financial statements.

Amendments to Ind AS 12 - International Tax Reform - Pillar Two Model Rules

The Amendment includes a temporary exception to the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules; and additional disclosure requirements targeted at a reporting entity's exposure to income taxes in periods in which the Pillar Two Model legislation is enacted or substantively enacted but not yet in effect.

The amendments does not have a material impact on the Company's financial statements.

B. Amendments effective from annual reporting periods beginning on or after April 01, 2026:

Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants - Amendments to Ind AS 1

Paragraph 74 of Ind AS 1 currently effective for the year ended 31 March 2026 requires the entity not to classify the liability as current, if there is a breach of a material covenant of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, however, the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

MCA vide notification dated August 13, 2025, has introduced amendment under Paragraph 74 of Ind AS 1 which requires the entity to classify the liability as current under the aforementioned situation because, at the end of the reporting period, it does not have the right to defer its settlement for at least twelve months after that date. Such amendment has been made effective for annual reporting periods beginning on or after April 1, 2026 retrospectively in accordance with Ind AS 8.

This amendment is not expected to have a material impact on the Standalone 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, 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.

Summary of material accounting policy information and other explanatory information

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 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

Summary of material accounting policy information and other explanatory information

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), Investment property and Intangible assets.

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.

Summary of material accounting policy information and other explanatory information

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 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
Class of property, plant and equipment	
Building	60 years
Leasehold improvements	5 years
Electrical installations and equipments	10 years
Office equipments	5 years
Furnitures & fixtures	10 years
Vehicles	8 years
Computers	3-6 years

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)

Intangible assets

Recognition and measurement

Intangible assets that are acquired by the Company are measured initially at cost. Intangible assets with finite useful lives are measured at cost less accumulated amortization and accumulated impairment losses, if any.

Amortization: Intangible assets, with infinite lives, are amortized over their respective individual estimated useful lives on a straight-line basis, commencing from the date the assets are available to the Company for their use. In case of the trade mark capitalized, the Company is amortizing it over period of 5 years from the date of capitalization. Specialized softwares are amortized over a period of 3-5 years or license period whichever is earlier.

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.

Summary of material accounting policy information and other explanatory information

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.

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.

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

Summary of material accounting policy information and other explanatory information

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.

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.

Summary of material accounting policy information and other explanatory information

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.

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.

Summary of material accounting policy information and other explanatory information

(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.

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.

Summary of material accounting policy information and other explanatory information

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.

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.

Summary of material accounting policy information and other explanatory information

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.

- 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 shared 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, 2026

(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, 2024	**616.90**	**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	**623.42**	**74.93**	**267.45**	**143.47**	**1,202.35**	**266.04**	**931.66**	**3,509.32**
Add: Additions during the year	20.25	39.97	-	33.19	5.86	70.23	618.01	787.51
Less: Disposals during the year	-	-	-	-	-	(0.43)	-	(0.43)
Balance as at March 31, 2026	**643.67**	**114.90**	**267.45**	**176.66**	**1,208.21**	**335.84**	**1,549.67**	**4,296.40**
Accumulated depreciation								
Balance as at April 01, 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**
Add: Depreciation charge for the year	74.61	3.01	33.18	16.50	161.27	60.01	115.91	464.49
Less: Disposals during the year	-	-	-	-	-	(0.43)	-	(0.43)
Balance as at March 31, 2026	**469.77**	**59.51**	**91.48**	**109.13**	**870.79**	**216.37**	**575.58**	**2,392.63**
Net carrying amount								
As at March 31, 2026	**173.90**	**55.39**	**175.97**	**67.53**	**337.42**	**119.47**	**974.09**	**1,903.77**
As at March 31, 2025	**228.26**	**18.43**	**209.15**	**50.84**	**492.83**	**109.25**	**471.99**	**1,580.75**

Note:-

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, 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**
	Add: Additions during the year	-	30.60	30.60
	Balance as at March 31, 2026	**68.81**	**3,297.84**	**3,366.65**
B.	**Accumulated depreciation**			
	Balance as at April 1, 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**
	Add: Depreciation charge for the year	-	110.64	110.64
	Balance as at March 31, 2026	**-**	**516.91**	**516.91**
C.	**Net carrying amount**			
	As at March 31, 2026	**68.81**	**2,780.93**	**2,849.74**
	As at March 31, 2025	**68.81**	**2,860.97**	**2,929.78**

a) Fair value

Particulars	Freehold land	Building	Total
As at March 31, 2026	5,250.00	2,975.48	8,225.48
As at March 31, 2025	4,987.50	2,975.48	7,962.98

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

b) Information regarding income and expenditure of investment property

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Rental income derived from investment property	491.31	456.45
Direct operating expenses	308.87	295.39
Profit arising from investment property before depreciation	**182.44**	**161.06**
Less: Depreciation charge	110.64	92.02
Profit arising from investment property	**71.80**	**69.04**

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, 2026	Year ended March 31, 2025
Not later than 1 year	171.97	212.04
Later than 1 year but not later than 5 years	154.64	311.42
Total	**326.61**	**523.46**

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 - Freehold 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 ₹ 8,225.48 (March 31, 2025: ₹ 7,962.98) 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, 2026 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, 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**
Add: Acquired	-	27.92	27.92
Balance as at March 31, 2026	**0.90**	**831.45**	**832.35**
Amortization			
Balance as at April 1, 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**
Add: Amortization charge for the year	-	77.90	77.90
Balance as at March 31, 2026	**0.90**	**671.67**	**672.57**
Net carrying value			
As at March 31, 2026	**-**	**159.78**	**159.78**
As at March 31, 2025	**-**	**209.76**	**209.76**

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Note 7 : Non-current investments

Particulars	As at March 31, 2026	As at March 31, 2025
Investment in equity instruments (refer note 'A' and "1" below)	47,498.57	49,162.74
Investment in preference shares (refer note 'B' below)	736.74	888.90
Investment in funds (refer note 'C' below)	2,367.55	1,569.27
Total	**50,602.86**	**51,620.91**

Note:

(A) Investment in equity instruments

Particulars	Number of instruments (Absolute number)		Amount	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
(i) Investment in subsidiaries				
Unquoted, carried at cost less provision for impairment				
Multinational Textiles Group Limited, Mauritius (Face value: USD 1 each fully paid up)	2,80,68,545	2,80,68,545	37,924.07	37,924.07
DBS Lifestyle Private Limited (Face value: ₹ 10 each fully paid up)	10,409	10,409	2,100.00	2,100.00
Less: Provision for impairment in value of investments (refer note '4' below)			(1,100.00)	-
Technocian Fashions Private Limited (Face value: ₹ 10 each fully paid up)	27,500	27,500	2.75	2.75
PDS Brand Private Limited (Face value: ₹ 10 each fully paid up)	10,000	10,000	1.00	1.00
Norlanka Manufacturing India Private Limited (Face value: ₹ 10 each fully paid up) (refer note (1) below)	50,000	50,000	45.97	45.97
Nexstyle Apparel Manufacturing Limited (Face value: ₹ 10 each fully paid up)	4,43,49,940	4,43,49,940	4,435.00	4,435.00
Panagram Celebrity Brands Private Limited (Face value: ₹ 10 each fully paid up)	2,870	-	0.29	-
PDS Global Sourcing Limited (Face value: ₹ 2 each fully paid up)	4,99,940	-	10.00	-
Deemed Investment on account of corporate guarantee provided to subsidiaries (refer note 41(e))	-	-	43.34	203.34
Deemed Investment on account of grant of ESOP (refer note '3' below)	-	-	3,824.90	4,377.91
Total (i)			**47,287.32**	**49,090.04**
(ii) Investment in joint venture				
Unquoted, carried at cost				
Digital Ecom Techno India Private Limited (Face value: ₹ 10 each fully paid up) (refer note '5' below)	-	26,62,445	-	15.70
Total (ii)			**-**	**15.70**
(iii) Investment in other body corporate				
Unquoted, carried at fair value through profit and loss				
Parc Designs Private Limited (Face value: ₹ 10 each fully paid up)	5,70,000	5,70,000	57.00	57.00
Unquoted, carried at fair value through other comprehensive income				
Royal Datamatics Private Limited (Face value: ₹ 1 each fully paid up)	50,285	-	154.25	-
Total (iii)			**211.25**	**57.00**
Total (i+ii+iii)			**47,498.57**	**49,162.74**

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

(1) Impairment testing for Investment in Norlanka Manufacturing India 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, 2026 which involves significant judgement and estimates. The discount rate applied to the cash flow projections is 23.00% and cash flows beyond the five-year period were extrapolated using a terminal growth rate of 6.50%.

As at March 31, 2026, 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.

(2) Information about investments

Name of the Company, country of incorporation, principal activities	% of equity interest	
	As at March 31, 2026	As at March 31, 2025
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%
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	Nil	42.14%
NexStyle Apparel Manufacturing Limited, India, manufacturing, trading, e-commerce business of readymade garments	92.78%	Nil
PDS Global Sourcing Limited, India, manufacturing, trading, e-commerce business of readymade garments	100.00%	Nil
Panagram Celebrity Brands Private Limited, India, trading, e-commerce business of readymade garments and designs*	28.70%	Nil

**DBS Lifestyle Private Limited, a subsidiary of the Company, holds a 47.30% equity interest in Panagram Celebrity Brands Private Limited. Consequently, Panagram Celebrity Brands Private Limited becomes a step-down subsidiary of the Company, with the Company's aggregate effective ownership interest at 75%.*

(3) Deemed Investment on account of grant of ESOP

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, 2025: 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, 2026

(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, 2026	As at March 31, 2025
Techno Design GMBH	173.74	189.49
Norwest Industries Limited	533.72	772.67
Nor Lanka Manufacturing Limited	172.94	186.12
Spring Near East Manufacturing Company Limited	87.55	82.27
Clover Collections Limited	56.04	51.88
Design Arc Asia Limited	44.16	39.16
Kleider Sourcing Hong Kong Limited	29.62	29.52
Krayons Sourcing Limited	29.14	29.46
Twins Asia Limited	-	41.46
PDS Far-east Limited	56.04	55.33
Styleberry Limited	9.25	10.74
Progress Manufacturing Group Limited	111.66	131.98
Green Apparel Industries Limited	10.26	41.34
Simple Approach Limited	960.74	974.26
Zamira Fashions Limited	151.65	164.19
Poeticgem International Limited	15.58	22.23
Grupo Sourcing Limited	1.22	51.07
Poeticgem Limited	983.94	988.31
Design Arc Limited	153.43	242.70
PDS Multinational FZCO	7.40	29.82
Norlanka Brands Private Limited	7.79	12.22
PDS FAR EAST USA	54.96	70.24
PDS Fashion Limited	132.02	119.60
Yellow Octopus EU Spa.ooo	42.05	41.85
	3,824.90	**4,377.91**

(4) The Company has acquired 51% stake in DBS Lifestyle Private Limited(DBS) at the consideration of ₹ 2,100.00 on October 27, 2022 from the promoters of DBS. Subsequent to the year end, on April 3, 2026, the promoters of the DBS and the Company have executed a binding term sheet, whereby the Company has agreed to sell its existing stake of 51% to the Promoters of the DBS at the consideration of ₹ 1,000.00, payable in two tranches. Considering the above facts, the Company has recorded the provision for impairment amounting to ₹ 1,100.00 during the year.

(5) During the year, Digital Ecom Techno Private Limited, a joint venture of the Company was disposed off.

(B) Investment in preference shares

Particulars		Number of instruments (Absolute number)		Amount	
		As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
(i)	**Investment in subsidiaries**				
	Unquoted, carried at cost				
	Deemed Investment on account of equity component in preference shares of Norlanka Manufacturing India Private Limited (refer note '1' below)	74,00,000	74,00,000	286.95	383.46
	Unquoted, carried at fair value though profit and loss				
	Debt component in preference shares of Norlanka Manufacturing India Private Limited (refer note '1' below)			449.79	405.12
	Total (i)			**736.74**	**788.58**
(ii)	**Investment in joint venture**				
	Unquoted, carried at fair value through profit and loss				
	Digital Ecom Techno India Private Limited (refer note '2' below)	-	10,03,200	-	100.32
	Total (ii)			**-**	**100.32**
	Total (i+ii)			736.74	888.90

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

(1) 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.

(2) During the Previous year, the Company has purchased 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 was recorded as fair value through profit and loss. During the current year, same has been disposed off.

(C) Investment in funds

Particulars	Number of instruments (Absolute number)		Amount	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Unquoted, carried at fair value though profit and loss				
Fireside Ventures Investment Fund III ("Fund") (Face value: ₹ 1,00,000 each fully paid up) (refer note 41)	509	315	703.24	369.86
WaterBridge Ventures - II Trust (Face value: ₹ 100 each fully paid up) (refer note 41)	7,25,000	6,75,000	1,664.31	1,199.41
Total			**2,367.55**	**1,569.27**
Aggregate amount of quoted investments and market value			-	-
Aggregate amount of unquoted investments			50,602.86	51,620.91
Aggregate amount of impairment in value of investments			1,100.00	-

Note 8 : Other financial assets

Particulars	As at March 31, 2026	As at March 31, 2025
Non Current		
Deposits with remaining maturity of more than 12 months (refer note 'a' below)	-	331.00
Total	**-**	**331.00**
Current		
Security deposits (unsecured, considered good) (refer note 'b' and 'c' below)	421.28	248.83
Interest accrued but not due on fixed deposits	163.60	200.23
Interest receivable on loan from related party (refer note 33)	64.25	-
Other receivables	167.01	-
Dues from related party (refer note 33)	160.30	10.05
Guarantee commission receivable	111.56	-
Derivative financial instruments (refer note 'd' below)	52.34	-
Total	**1,140.34**	**459.11**
Total	**1,140.34**	**790.11**

a) Deposits amounting to Nil (March 31, 2025 : ₹ 331.00) are pledged to secure the long term borrowing. The pledged time deposits are deposited with creditworthy bank with no history of default.

b) 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.

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

c) Includes deposits with M/s Equentia Financial Service Private Limited amounting to ₹ 300.00 (March 31, 2025 : ₹ 200.00) to obtain the factoring facility. The deposits is with the creditworthy financial institution with no history of default.

d) Derivative financial instrument:

Forward currency contracts are designated as hedging instrument in respect of forecast purchases in foreign currencies to which the Company has firm commitments. The forward currency contract balances vary with the levels of expected foreign currency purchases and changes in foreign exchange forward rates.

Particulars	As at March 31, 2026	As at March 31, 2025
	Asset	Asset
	USD	USD
Forward currency contracts	16.62	Nil
	(Equivalent to ₹ 52.34)	-

The carrying amount of foreign currency contracts are the same as their fair values.

As at March 31, 2026, the Company held 2 forward currency contracts (March 31, 2025: Nil) and which are accounted for at FVTPL since these derivatives does not qualify for hedge accounting as per Ind AS 109 and a net profit of ₹52.34 (March 31, 2025: net profit of ₹ Nil), was included in the statement of profit and loss for the year.

Note 9 : Non-current tax assets (net)

Particulars	As at March 31, 2026	As at March 31, 2025 (Restated)
Non-current		
Advance income tax, net of provision for income tax	144.88	86.59
Total	**144.88**	**86.59**

Note 10 : Trade receivables

Particulars	As at March 31, 2026	As at March 31, 2025 (Restated)
(a) Trade receivable considered good - secured	-	-
(b) Trade receivable considered good - unsecured	8,125.20	12,236.62
(c) Trade receivable which have significant increase in credit risk	-	-
(e) Trade receivable - credit impaired	954.62	829.62
	9,079.82	**13,066.24**
Less: Allowance for expected credit loss	954.62	829.62
Total	**8,125.20**	**12,236.62**

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 (considered good - unsecured) as at March 31, 2026 amounts to ₹ 2,350.49 (March 31, 2025: ₹ 5,291.84). (refer note 33)

c) Trade receivables are generally on terms of repayment ranging between 90 to 135 days.

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Trade Receivable ageing schedule

Particulars		March 31, 2026						
		Note due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	Undisputed trade receivables - considered good	2,542.96	4,129.05	59.52	72.64	603.11	-	7,407.28
(ii)	Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii)	Undisputed trade receivables - credit impaired	-	-	-	-	954.62	-	954.62
(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)		**2,542.96**	**4,129.05**	**59.52**	**72.64**	**1,557.73**	**-**	**8,361.90**
Less:- Allowance for expected credit loss								954.62
Total (B)								**954.62**
Add:- Unbilled								717.92
Total (C)								**717.92**
Total (A+B+C)								**8,125.20**

Trade Receivable ageing schedule

Particulars		March 31, 2025 (Restated)						
		Note due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(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**
Add:- Unbilled								717.92
Total (C)								**717.92**
Total (A+B+C)								**12,236.62**

Note 11 : Cash and cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025 (Restated)
Balances with banks:		
- Current account (refer note 'a' and 'b' below)	13,401.27	4,846.48
- Deposits with original maturity of 3 months or less (refer note 'b' below)*	-	9,081.52
Total	**13,401.27**	**13,928.00**

a) Includes funds in transit amounting to ₹ Nil (March 31, 2025: ₹ 911.15).

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

b) Cash and cash equivalents as at March 31, 2026 and March 31, 2025 include restricted cash and bank balances pertaining to following:

Particulars	As at March 31, 2026	As at March 31, 2025 (Restated)
Bank account held by ESOP trust controlled by the Company	148.87	143.59
Balance in unpaid dividend account	157.19	135.39
*QIP monitoring account - Deposits with original maturity of 3 months or less	-	9,080.00
QIP monitoring account - Current account	9,195.48	14.96
	9,501.54	**9,373.94**

Note 12 : Bank balance other than cash and cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025 (Restated)
Deposits with remaining maturity of more than 3 months but less than 12 months (refer note 'a' below)	3,289.57	3,517.98
Earmarked balances with bank	1.15	1.15
Total	**3,290.72**	**3,519.13**

a) Deposits amounting to ₹ 331.00 and ₹ 2,958.57 (March 31, 2025 : Nil and ₹ 2,850.50) are pledged to secure term borrowings and general banking facility respectively. The pledged time deposits are deposited with creditworthy bank with no history of default.

Note 13 : Loans

Particulars	As at March 31, 2026	As at March 31, 2025 (Restated)
Loans to related parties (refer note 33 and note 'a' below)	-	-
(b) Loans receivables — Considered Good - Unsecured;	631.38	325.00
(d) Loans receivables — Credit Impaired.	240.00	-
Less: Allowance for bad and doubtful loans	(240.00)	-
	631.38	**325.00**

a) Loan receivable from DBS Lifestyle India Private Limited and NexStyle Apparel Manufacturing Limited as at March 31, 2026 is ₹ 620.00 and ₹ 251.38 (March 31, 2025- ₹ 325.00 and Nil) respectively. These loans carries interest rate of 10.50% p.a. The date of maturity for these loans are March 31, 2027. During the year, loan from DBS Lifestyle India Private Limited is impaired by ₹ 240.00 (March 31, 2025- Nil).

Note 14 : Other assets

Particulars	As at March 31, 2026	As at March 31, 2025 (Restated)
Current		
Balance with government authorities	691.37	675.66
Prepaid expenses	360.48	353.24
Advances to employees	79.71	105.87
Advances to suppliers	133.77	57.35
Other advances	24.02	10.69
Total	**1,289.35**	**1,202.81**

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Note 15 : Share capital

Particulars	As at March 31, 2026	As at March 31, 2025
Authorized		
250,000,000 (March 31, 2025: 25,00,00,000) equity shares of ₹ 2/- each	5,000.00	5,000.00
	5,000.00	**5,000.00**
Issued, subscribed and paid up		
141,219,101 (March 31, 2025: 14,10,95,351) equity shares of ₹ 2/- each*	2,824.38	2,821.91
	2,824.38	**2,821.91**

a) Reconciliation of issued and subscribed share capital:

Particulars	No. of shares*	Amount
Balance as at April 1, 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**
Add: Issued during the year		
- to employees under employee stock option plan#	1,23,750	2.48
Balance as at March 31, 2026	**14,12,19,101**	**2,824.39**

 # During the year ended March 31, 2026, Company has issued 1,23,750 equity shares (March 31, 2025 : 1,392,856) to the employees who have exercised stock option as per Stock Option Scheme 2021. Further, the Company has purchased Nil equity shares (March 31, 2025: 78,000 equity shares) through ESOP trust.

The ESOP trust has transferred Nil equity shares (March 31, 2025: 21,556) from the trust to employees who exercised there option as per the Stock Option Scheme 2021.

** The number of shares are given in absolute numbers.*

^Qualified Institutional Placement ('QIP')

During the previous year, the Company has allotted 8,022,388 equity shares of ₹ 2/- each at an issue price of ₹ 536/- each aggregating to ₹ 43,000 lakhs through a Qualified Institutional Placement ('QIP') process to eligible qualified institutional buyers. These equity shares wee 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	As at March 31, 2026	As at March 31, 2025
Source of funds		
Opening Balance of Unutilised Funds	13,219.96	43,000.00
Utilisation of proceeds		
Repayment of loan	-	27,836.00
Payment towards issue expenses (including taxes)	-	1,944.04
Investment in acquisition of 55% shareholding in Knit Gallery India Private Limited	2,420.13	-
Total Utilisation of funds	**2,420.13**	**29,780.04**
Unutilised fund	**10,799.83**	**13,219.96**

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

a) Unutilised QIP Proceeds as at March 31, 2026 and March 31, 2025 are available as:-

Particulars	As at March 31, 2026	As at March 31, 2025
Current Account with ICICI Bank	9,195.48	14.96
Fixed deposits with ICICI bank	-	9,080.00
Current Account with ICICI Bank in Nexstyle Apparel Manufacturing Limited, a wholly owned subsidiary	1,704.87	-
Fixed deposits with ICICI Bank in Nexstyle Apparel Manufacturing Limited, a wholly owned subsidiary	-	4,125.00
Total	**10,900.35**	**13,219.96**
Above amounts is inclusive of following:		
Interest earned on fixed deposit	(14.97)	-
Unspent issue expenses	(85.55)	-
Net unutilised funds	**10,799.83**	**13,219.96**

b) The Company has not issued any bonus shares or any shares for consideration other than cash during five years immediately preceding March 31, 2026.

c) Terms/ rights attached to equity shares:

1. 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.
2. 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, 2026		As at March 31, 2025	
	No. of shares	Holding %	No. of shares*	Holding %
Mrs. Payel Seth	6,96,26,570	49.23%	6,96,26,570	49.27%
Dr. Deepak Kumar Seth	1,57,78,670	11.16%	1,57,78,670	11.17%
Mr. Sanjiv Dhireshbhai Shah	75,30,630	5.32%	-	-

e) Details of shareholding of Promoters:

Particulars	As at March 31, 2026		
	Number of shares*	% of total shares	% change during the year
Mrs. Payel Seth	6,96,26,570	49.23%	0.00%
Dr. Deepak Kumar Seth	1,57,78,670	11.16%	0.00%
Mr. Pallak Seth	13,94,190	0.99%	0.00%

Particulars	As at March 31, 2025		
	Number of shares*	% of total shares	% change during the year
Mrs. Payel Seth	6,96,26,570	49.27%	0.00%
Dr. Deepak Kumar Seth	1,57,78,670	11.17%	0.00%
Mr. Pallak Seth	13,94,190	0.99%	0.00%

** The number of shares are given in absolute numbers.*

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Note 16 : Other equity

Particulars	As at March 31, 2026	As at March 31, 2025 (Restated)
Capital reserve (refer note (i) below)	8,078.07	8,078.07
Retained earnings (refer note (ii) below)	8,344.69	9,870.40
Securities premium (refer note (iii) below)	48,298.36	47,860.00
Other comprehensive income (refer note (iv) below)	28.67	(16.85)
Treasury stock (refer note (v) below)	(810.15)	(810.15)
Share options outstanding (refer note (vi) below)	3,105.36	3,271.70
Balance as at the end of the year	**67,045.00**	**68,253.17**

Note : For details, refer 'the Statement of Changes in Equity'

i) Capital reserve was created on account of demerger.

ii) 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.

iii) 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

iv) 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.

v) This represent the own equity instruments that are reacquired [treasury shares] are recognised at cost and disclosed as deducted from equity.

vi) 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, 2026	As at March 31, 2025
Proposed dividend on equity shares:		
Proposed dividend : ₹ 1.65/- per equity share of ₹ 2/- each (March 31, 2025: ₹ 1.70/- per equity share of ₹ 2/- each)	2,330.12	2,398.62
Total proposed dividend on equity shares	**2,330.12**	**2,398.62**

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, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Note 17 : Borrowings

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current		
Secured loan		
- Term loan from banks (refer note (i) below)	3,750.00	4,583.34
Less: Current maturities of long term borrowings	(833.33)	(833.33)
Total (A)	**2,916.67**	**3,750.01**
Current		
Secured loans		
- Bank overdraft (refer note (ii) and (iii) below)	-	(133.55)
- Import loan (refer note (iv) below)	582.20	218.01
- Current maturities of long term borrowings	833.33	833.33
Total (B)	**1,415.53**	**917.79**
Total (A+B)	**4,332.20**	**4,667.80**

a) For interest rate and liquidity risk related disclosures, refer note 37.

b) In case of loans from bank, the terms are as under: -

(i) Long term loan of ₹ 3,750.00 (March 31, 2025 -₹ 4,583.34) 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, 2025 - MCLR +0.9). The date of maturity is July 5, 2030. Principal repayable in 24 equal quarterly instalments, after 12 months moratorium.

(ii) Bank overdraft limit of ₹ Nil (March 31, 2025 - ₹ 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 Nil (March 31, 2025 - 9.25% per annum).

(iii) Bank overdraft limit of ₹ 1,000.00 (March 31, 2025 - ₹ 1,000.00) 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, 2025 -MCLR/6M+0.4 per annum).

(iv) Import loan facility of ₹ 840.00 (March 31, 2025 - ₹ 840.00) taken by the Company is secured by lien on fixed deposits with HSBC India. The maximum tenor of loan is 90 days (March 31, 2025: 90 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, 2026	As at March 31, 2025 (Restated)
Non-current		
Security deposit (refer to note 'a' below)	44.47	-
Total (A)	**44.47**	**-**
Current		
Security deposit (refer to note 'a' and 'b' below)	166.49	186.50
Employee dues payable	904.92	990.18
Share based payment liability (refer note 44)	285.58	450.57
Dues to related party (refer note 33)	245.49	194.48
Interest accrued but not due on borrowings	35.27	38.70
Guarantee commission payable (refer note 41)	111.56	160.00
Unclaimed dividend (refer note 'c' below)	157.19	135.39
Total	**1,906.50**	**2,155.82**

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(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) Security deposit due to related party as at March 31, 2026 amounts to ₹ 42.27 (March 31, 2025: ₹ 42.27) (refer note 33).

c) 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, 2026	As at March 31, 2025
Non-current		
- Gratuity (refer note 32)	311.25	273.57
Total (A)	**311.25**	**273.57**
Current		
- Compensated absences	227.28	218.27
- Gratuity (refer note 32)	27.54	6.68
Total (B)	**254.82**	**224.95**
Total (A+B)	**566.07**	**498.52**

Note 20 : Trade payables

Particulars	As at March 31, 2026	As at March 31, 2025
- Total outstanding dues of micro enterprises and small enterprises (refer note 'c' & 'd' below)	49.00	13.18
- Total outstanding dues of creditors other than micro enterprises and small enterprises.	5,871.40	8,962.28
	5,920.40	**8,975.46**

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, 2026 amounts to ₹ 2,974.98 (March 31, 2025: ₹ 6,475.71) (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, 2026	As at March 31, 2025 (Restated)
- the principal amount (March 31, 2026: ₹ 49.00, March 31, 2025: ₹13.18) and the interest (March 31, 2026: Nil, March 31, 2025: Nil) due thereon remaining unpaid to any supplier at the end of each accounting year;	49.00	13.18
- 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, 2026

(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, 2026					
	Accrued liabilities	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Trade Payable						
Undisputed dues - Total outstanding dues of micro enterprises and small enterprises	49.00	-	-	-		49.00
Undisputed dues - Total outstanding dues of creditors other than micro enterprises and small enterprises	124.81	4,358.01	575.93	812.65	-	5,871.40
Disputed dues - Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues - Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
Total	**173.81**	**4,358.01**	**575.93**	**812.65**	**-**	**5,920.40**

Particulars	As at March 31, 2025					
	Accrued liabilities	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Trade Payable						
Undisputed dues - Total outstanding dues of micro enterprises and small enterprises	-	13.18	-	-	-	13.18
Undisputed dues - Total outstanding dues of creditors other than micro enterprises and small enterprises	274.11	7,892.64	795.53	-	-	8,962.28
Disputed dues - Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues - Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
Total	**274.11**	**7,905.82**	**795.53**	**-**	**-**	**8,975.46**

Note 21 : Other liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current		
Others	1.15	1.15
Total (A)	**1.15**	**1.15**
Current		
Deferred income on security deposit received	15.69	27.39
Statutory dues payable	133.17	357.75
Total (B)	**148.86**	**385.14**
Total (A+B)	**150.01**	**386.29**

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Note 22: Deferred tax

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred tax assets	1,033.99	619.28
Deferred tax liabilities	587.84	472.07
Total deferred tax assets (net)	**446.15**	**147.21**

Movement in deferred tax assets (net)

Particulars	As at April 01, 2025 (Restated)	Others	Recognized in Statement of Profit and Loss	Recognized in Statement of Other Comprehensive income	As at March 31, 2026
Deferred tax assets relates to the following:					
Provision for employee benefits	125.58	-	16.89	(15.31)	127.16
Provision for doubtful debts	208.80	-	91.86	-	300.66
Lease liability	123.58	-	125.07	-	248.65
Bonus Payable	161.32	-	(19.84)	-	141.48
Impairment of Investment	-	-	143.00	-	143.00
Others	-	96.52	(23.48)	-	73.04
	619.28	**96.52**	**333.50**	**(15.31)**	**1,033.99**
Deferred tax liability relates to the following:					
Property, plant and equipment	326.16	-	115.62	-	441.78
Fair Value gain on investment	145.91	-	0.15	-	146.06
	472.07	**-**	**115.77**	**-**	**587.84**
Total deferred tax assets (net)	**147.21**	**96.52**	**217.73**	**(15.31)**	**446.15**

Particulars	As at April 01, 2024 (Restated)	Others	Recognized in Statement of Profit and Loss	Recognized in Statement of Other Comprehensive income	As at March 31, 2025 (Restated)
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
Bonus Payable	181.29	-	(19.97)	-	161.32
	362.11	**-**	**254.67**	**2.50**	**619.28**
Deferred tax liability relates to the following:					
Property, plant and equipment	249.79	-	76.37	-	326.16
Fair Value gain on investment	92.88	-	53.03	-	145.91
	342.67	**-**	**129.40**	**-**	**472.07**
Total deferred tax assets (net)	**19.44**	**-**	**125.27**	**2.50**	**147.21**

Note 23 : Revenue from operations

Particulars	Year ended March 31, 2026	Year ended March 31, 2025 (Restated)
Sale of services		
- Corporate and sourcing support services (refer note 33 and 39)	10,208.36	11,059.59
Sale of goods	15,532.38	34,418.97
Total	**25,740.74**	**45,478.56**

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Note 24 : Other income

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Rental income	491.31	456.45
Interest income		
- on fixed deposits carried at amortised cost	571.85	924.69
- on loan to related party at amortised cost (refer note 33)	40.42	25.24
Unwinding of discount on deposits carried at amortised cost	3.08	3.40
Foreign exchange fluctuation (net)	508.97	112.87
Profit on sale of property, plant and equipment	-	3.51
Dividend income (refer note 33)	3,034.25	6,290.71
Gain on fair revaluation of investment carried at fair value through profit or loss	588.88	239.82
Gain on sale of short-term investments	194.04	160.99
Gain on sale of investment in joint venture	210.60	-
Gain on termination of lease	-	14.31
Corporate guarantee commission (refer note 33)	160.30	43.34
Miscellaneous income	64.89	42.70
Total	**5,868.59**	**8,318.03**

Note 25 : Purchase of stock in trade

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Purchase of stock-in-trade	14,282.90	32,434.87
Total	**14,282.90**	**32,434.87**

Note 26 : Employee benefits expenses

Particulars	Year ended March 31, 2026	Year ended March 31, 2025 (Restated)
Salaries, wages and bonus	5,700.82	6,115.59
Contribution to provident and other fund (refer note 32)	176.90	150.91
Gratuity expense (refer note 32)	168.41	90.03
Staff welfare expenses	81.13	83.92
Employee share based compensation expense (refer note 44)	418.60	245.81
Total	**6,545.86**	**6,686.26**

Note 27 : Finance cost

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Interest expense		
- on bank loans	401.68	552.57
- on unwinding of discount on security deposit received	12.88	8.93
- on bank overdraft	28.46	28.21
- on lease obligation (refer note 40)	48.86	57.96
- on others	117.52	25.98
Total	**609.40**	**673.65**

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Note 28 : Depreciation and amortization expense

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Depreciation of property plant and equipment (refer note 4)	348.58	298.56
Depreciation of investment property (refer note 5)	110.64	92.02
Amortization of intangible assets (refer note 6)	77.90	98.46
Depreciation on right to use of assets (refer note 4 and 40)	115.91	122.95
Total	**653.03**	**611.99**

Note 29 : Other expenses

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Electricity charges	64.77	67.29
Rent	-	21.01
Rates and taxes	16.00	34.33
Insurance	160.65	128.33
Repair and maintenance		
- Building	5.61	1.74
- Others	76.01	82.90
Recruitment expense	72.40	31.50
Security expenses	-	11.00
Sampling and designing	236.55	198.00
Advertisement and business promotion	65.93	337.56
SAP expenses	373.30	410.23
Legal and professional charges	944.19	717.18
Postage and courier	127.83	102.63
Commission and brokerage	760.49	1,206.92
Travelling and conveyance	597.70	519.78
Communication costs	18.54	13.84
Printing and stationery	22.24	26.04
Freight cost	284.92	223.68
Bank charges	67.24	111.27
License fees	466.95	358.12
Auditor's remuneration (refer note 'a' below)	102.73	99.03
Provision for doubtful debts	125.00	829.62
Impairment of loan given to subsidiary	240.00	-
Impairment of investment in subsidiary	1,100.00	-
Corporate social responsibility expenses (refer note 43)	35.19	63.42
Miscellaneous expenses	256.48	155.97
Total	**6,220.72**	**5,751.39**

a) Details of payment made to auditors is as follows: (excluding taxes)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025 (Restated)
As auditor:		
- Statutory audit fee	51.61	30.61
- Limited review Fee	41.74	41.74
- Special purpose audit fee	-	7.00
- Tax audit fee	1.63	1.39
- Others*	7.75	18.29
Total	**102.73**	**99.03**

**Includes fees related to certificates and out of pocket reimbursement and excludes Nil (March 31, 2025: 88.17) towards fees related to issue of equity shares through QIP which has been adjusted with the securities premium reserve as share issue expenses.*

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

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.

Particulars	Year ended March 31, 2026	Year ended March 31, 2025 (Restated)
Profit attributable to the equity holders	3,202.85	7,267.66
Weighted average number of equity shares for basic EPS*	14,11,39,786	13,71,57,636
Basic earnings per share(in ₹) (face value ₹ 2/- per share)	**2.27**	**5.30**
Effect of dilution:		
Employee stock option plan*	7,66,964	18,91,140
Weighted average number of equity shares for diluted EPS*	14,19,06,750	13,90,48,776
Earning per Equity share (in ₹)		
Basic earnings per share (in ₹) (face value ₹2/- per share)	2.27	5.30
Diluted earnings per share (in ₹) (face value ₹ 2/- per share)	2.26	5.23

**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, 2026 and March 31, 2025 are:

Statement of profit and loss:	Year ended March 31, 2026	Year ended March 31, 2025 (Restated)
Tax expense:		
a) Current tax	312.30	496.04
b) Deferred tax credit	(217.73)	(125.27)
Income tax expense reported in the Statement of Profit and Loss	**94.57**	**370.77**

Reconciliation of tax expense and the accounting profit multiplied by Company's domestic tax rate for March 31, 2026 and March 31, 2025

Particulars	Year ended March 31, 2026	Year ended March 31, 2025 (Restated)
Accounting profit before tax	**3,297.42**	**7,638.43**
At Company's statutory income tax rate of 25.168% (March 31, 2025: 25.168%)	829.89	1,922.44
Tax impact on permanent difference on dividend income*	(763.66)	(1,583.25)
Corporate Social Responsibility	8.86	15.96
Others	19.48	15.62
At the effective income tax rate	**94.57**	**370.77**

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Income tax recognized in other comprehensive income

Deferred tax related to items recognized in OCI during the year:	Year ended March 31, 2026	Year ended March 31, 2025 (Restated)
Net loss on remeasurements of defined benefit plans	(15.31)	2.50
Net amount charged to OCI	**(15.31)**	**2.50**

**During the year the Company has received the dividend of ₹ 3,234.25 (March 31, 2025- ₹ 6,290.71) 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.*

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, 2026	Year ended March 31, 2025
Employer's contribution to provident fund/ pension fund	176.90	150.91
Total	**176.90**	**150.91**

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 for regular employees and 1 year of service for contratual employees. 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, 2026	Year ended March 31, 2025
Change in benefit obligation		
1) Opening defined benefit obligation	280.25	241.08
2) Add: Interest cost	19.17	17.43
3) Add: Current service cost	84.63	72.60
4) Add: Past Service cost*	64.61	-
5) Less: Benefits paid	(49.04)	(60.78)
6) Add: Actuarial (gain)/loss	(60.83)	9.92
Present value of obligation as at the end of the year	**338.79**	**280.25**

**The Government of India, on November 21, 2025, notified implementation of four new labour codes — Code on Wages (2019), Industrial Relations Code (2020), Code on Social Security (2020), and Occupational Safety, Health and Working Conditions Code (2020) (hereinafter referred to as "the New Labour Codes").*

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

The New Labour Codes prescribe an uniform definition of the term 'wages', which is also relevant for determination of post-employment benefits including gratuity to all employees. In accordance with the definition, wages means all remuneration including basic pay, dearness allowance and retaining allowance but does not include certain specified items forming part of remuneration and in the event the quantum of those specified items exceed 50% of total remuneration, such excess is deemed to be considered as wages.

The revised definition of wages has resulted in an increase in gratuity obligation of ₹ 64.61 in respect of services rendered in prior periods, and the Company has treated such incremental impact as past service cost and recognised as expense immediately in the statement of profit and loss in the current year in accordance with Ind AS 19, Employee Benefits.

The Company will continue to monitor finalisation of rules and clarifications from government and would provide appropriate accounting effect on the basis of such developments as needed.

b) The following tables summaries the net benefit expense recognized in the Statement of Profit and Loss:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Service cost	149.24	72.60
Interest cost	19.17	17.43
Components of defined benefit costs recognized in statement of profit and loss	**168.41**	**90.03**
Actuarial losses on defined benefit plans	(60.83)	9.92
Components of defined benefit costs recognized in other comprehensive income	**(60.83)**	**9.92**
Total	**107.58**	**99.95**

c) Bifurcation of actuarial loss on gratuity:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Remeasurement due to:		
Effect of change in financial assumptions	(25.17)	(12.32)
Effect of change in demographic assumptions	7.02	-
Effect of experience adjustments	(42.68)	2.40
Total amount recognized in other comprehensive income	**(60.83)**	**(9.92)**

d) Significant actuarial assumptions at the Balance Sheet date are as follows:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Economic assumptions		
1) Discount rate	8.00%	7.00%
2) Future salary growth rate	6.00%	6.00%
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	15.00%	3.00%
Ages from 31-44	10.00%	2.00%
Above 44	8.00%	1.00%

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

e) Net liabilities recognized in the Balance Sheet for benefit obligation

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Present value of obligation	338.79	280.25
Net liability	**338.79**	**280.25**

f) A quantitative sensitivity analysis for significant assumption as is as shown below:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
	Impact on liability	
A. Discount rate		
0.5% increase in discount rate	(10.08)	(13.08)
0.5% decrease in discount rate	10.66	14.11
B. Salary escalation rate		
0.5% increase in salary escalation rate	8.92	11.66
0.5% decrease in salary escalation rate	(8.70)	(11.10)

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.

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.
Morality and disability	Actual deaths 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, 2026 on an average is 15.10 years (March 31, 2025: 15.52 years)

i) Maturity profile of defined benefit obligation is as follows:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
1 year	27.53	9.87
2 to 6 years	151.68	99.10
More than 6 years	159.58	171.28

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.

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

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
NexStyle Apparel Manufacturing Limited***	
DBS Lifestyle India Private Limited	
PDS Global Sourcing Limited**	Wholly owned subsidiary companies
Norlanka Manufacturing India Private Limited	
PDS Brands Private Limited	
Multinational Textile Group Limited	
Casa Forma Limited	Step down subsidiary companies
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)	
ONME Soho Health and Beauty Limited (Erstwhile PDS Smart Fabric Tech Limited)	
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	
Design COE Limited (Erstwhile 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***	
Twins Asia Limited	
Nor Lanka Progress Private Limited	
Design Arc UK Limited	
Grupo Sourcing Limited, Bangladesh *	
Fareast Vogue Limited*	
Origin Global 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	
Jcraft Array Limited	
Techno Sourcing Dis Ticaret Anonim Sirketi	
Upcycle Labs Limited	
Angelic Partners 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	

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Name of related party	Nature of relationship
Spring Design London Limited	Step down subsidiary companies
LillyandSid Limited	
Brand Collective Corporation 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)	
Knit Gallery Hongkong Limited(Erstwhile PDS Incubation Company 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)	
Skope Apparels FZCO	
Infinity Fashion FZCO	
PDS Logistics FZCO	
PDS Lifestyle Limited UK	
Stellar Brands Global FZCO (Erstwhile PDS Sourcing FZCO)	
PDS Brands Manufacturing FZCO	
Simple Approach Trading FZCO***	
PDS DSGN FZCO (Erstwhile PDS Lifestyle FZCO)	
Meda 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	
New Lobster USA LLC****	
POSITIVE MATERIALS INDUSTRIES LDA (Erstwhile Progressive Crusade Unipessoal LDA)	
Home Sourcing Solutions Limited	
Sourcing Solutions Europe BVBA	
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***	
Online Enterprise USA Inc (Erstwhile 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	
GCS Link Limited**	
Simple Approach - UK Limited**	
Design Arc LLC**	
Design COE USA Inc**	
Nexstyle Apparel Manufacturing Limited (Mauritius)**	
Knit Gallery India Private Limited**	
PG Capital FZE	

ii) Other related party where transactions have taken place:

Name of related party	Nature of relationship
GWD Enterprises Limited	Associate
Digital Ecom Techno Private Limited****	Joint venture

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. Payel Seth (Non Executive Director)^#	Key Managerial Personnel
Dr. Deepak Kumar Seth (Non Executive - Non Independent Director)	
Mr. Pallak Seth (Executive Director)	
Mr. Parth Gandhi (Non Executive-Non Independent Director)	
Mr. Nishant Parikh (Independent Director)	
Mr. Mungo Park (Non Executive -Independent Director)#	
Mrs. Yael Gairola (Non Executive - Non Independent Director)	
Mr. Robert Sinclair (Independent Director)	
Mr. BG Srinivas (Independent Director)	
Ms. Sandra Campos (Non Executive- Independent Director)$	
Mr. Sanjay Jain (Chief Executive Officer)	
Mr. Rahul Ahuja (Chief Financial Officer)^^	
Mr. Sadik Sunasara (Chief Financial Officer)^^^	
Mr. Abhishekh Kanoi (Group Legal Head & Company Secretary)	

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

b) Transactions with related parties

Name of related party	Relationship	Nature of transaction	Year ended March 31, 2026	Year ended March 31, 2025
Multinational Textiles Group Limited	Wholly owned subsidiary company	Corporate & sourcing support services income	8,146.62	9,939.17
		Investment in equity shares	-	27,873.82
		Dividend income	3,034.25	6,288.45
		Reimbursable expenditure incurred on behalf of the company	51.01	194.48
PDS Global Procurement Services FZCO	Step down Subsidiary company	Corporate & sourcing support services income	239.28	284.21
Brand Collective Limited	Step down Subsidiary company	Corporate & sourcing support services income	-	4.64
PDS Multinational FZCO	Step down Subsidiary company	Corporate & sourcing support services income	-	5.07
PDS Asia Star Corporation Limited	Step down Subsidiary company	Corporate & sourcing support services income	199.67	173.52
GWD Enterprise Limited	Associate	Corporate & sourcing support services income	-	120.88
PDS Manufacturing Limited	Step down subsidiary company	Corporate & sourcing support services income	1,161.80	47.14
Design Arc Asia Limited	Step down Subsidiary company	Corporate & sourcing support services income	342.04	469.95
Technocian Fashions Private Limited	Subsidiary company	Rental income	97.49	126.22
		Miscellaneous income	7.48	27.51
		Reimbursement of expenses	6.83	-
Digital Ecom Techno Private Limited	Joint venture	Rental income	-	0.12
		Investment in equity shares	-	15.70
		Investment in preference shares	-	100.32
		Corporate & sourcing support services income	-	15.00
		Corporate & sourcing support services income Credit note issued	4.12	-
Norlanka Manufacturing Limited	Step down Subsidiary company	Purchase of stock-in-trade	2,591.30	2,716.99
Twins Asia Limited	Step down Subsidiary company	Purchase of stock-in-trade	161.95	16,635.63
PDS Trading (Shanghai) Co.Limited	Step down Subsidiary company	Purchase of stock-in-trade	-	6.86
Nexstyle Apparel Manufacturing Limited	Wholly owned subsidiary company	Investment in equity shares	-	4,435.00
Spring Near East FZCO	Step down Subsidiary company	Purchase of stock-in-trade	117.87	2,354.60
GoodEarth Apparels Ltd. (Formerly Green Smart Shirts Limited)	Step down subsidiary company	Purchase of stock-in-trade	944.98	127.35
Krayon Sourcing Limited	Step down subsidiary company	Commission and brokerage expenses	97.27	42.89
Jcraft Array Limited	Step down subsidiary company		3.73	12.17
GoodEarth Apparels Ltd. (Formerly Green Smart Shirts Limited)	Step down subsidiary company		61.18	-
PDS Fashion Limited	Step down Subsidiary company		598.31	1,149.69
DBS Lifestyle Private Limited	Subsidiary Company	Loan given	295.00	325.00
		Interest earned on Loan given	40.42	25.24
		Sampling and designing expenses	180.00	180.00

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for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Name of related party	Relationship	Nature of transaction	Year ended March 31, 2026	Year ended March 31, 2025
Nexstyle Apparel Manufacturing Limited	Step down Subsidiary company	Interest paid on Loan	7.05	-
		Interest received on Loan	0.28	-
		Loan given during the year	251.38	-
		Loan taken during the year	250.00	-
		Loan taken during the year, repaid	250.00	-
Knit Gallery India Private Limited	Step down Subsidiary company	Corporate & sourcing support services income	123.07	-
		Reimbursable expenditure incurred on behalf of the company	94.55	-
Norwest Industries Limited	Step down Subsidiary company	Corporate Guarantee commission	160.30	43.34
Mr. Sanjay Jain	Key managerial personnel	Salary	459.78	1,502.77
Mr. Rahul Ahuja	Key managerial personnel	Salary	346.60	352.25
Mr. Abhishekh Kanoi	Key managerial personnel	Salary	106.76	130.55
Mr. Rahul Ahuja	Key managerial personnel	Advance given	-	65.00
The expenses recognized in the statement of profit and loss for the grants made under Employee stock options (ESOP) and Employee stock appreciation rights (ESAR) to the KMP's are as follows:				
Mr. Sanjay Jain	Key managerial personnel	ESAR	197.10	-
Mr. Sanjay Jain	Key managerial personnel	Employee stock compensation expense	93.27	-
Mr. Rahul Ahuja	Key managerial personnel		21.12	61.65
Mr. Abhishekh Kanoi	Key managerial personnel		4.55	12.46
Mr. Parth Gandhi	Key managerial personnel		127.95	35.52

c) Year end payable balances of related parties

Name of Related Party	Relationship	Nature of transaction	As at March 31, 2026	As at March 31, 2025 (Restated)
Technocian Fashions Private Limited	Subsidiary company	Security deposit	42.27	42.27
		Trade payable	0.33	-
GoodEarth Apparels Ltd. (Formerly Green Smart Shirts Limited)	Step down subsidiary company	Trade payable	806.70	135.18
Nor Lanka Manufacturing Limited	Step down subsidiary company	Trade payable	249.54	712.05
Twins Asia Limited	Step down subsidiary company	Trade payable	716.93	4,143.73
Spring Near East FZCO	Step down subsidiary company	Trade payable	4.67	627.85
Krayon Sourcing Limited	Step down subsidiary company	Trade payable	393.23	232.21
Styleberry Limited	Step down subsidiary company	Trade payable	96.89	76.28
Jcraft Array Limited	Step down subsidiary company	Trade payable	139.84	109.56
Spring Near East Manufacturing Company Limited	Step down subsidiary company	Trade payable	28.47	20.94
PDS Fashion Limited	Step down subsidiary company	Trade payable	418.10	198.60

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for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Name of Related Party	Relationship	Nature of transaction	As at March 31, 2026	As at March 31, 2025 (Restated)
Design Arc UK	Step down subsidiary company	Trade payable	-	207.71
Design Arc Asia Limited	Step down subsidiary company	Trade payable	57.26	-
Digital Ecom Techno Private Limited	Associate	Trade payable	-	6.26
PDS Trading (Shanghai) Co.Limited	Subsidiary company	Trade payable	-	5.34
GoodEarth Lifestyle Limited (Erstwhile Green Apparel Industries Limited)	Step down subsidiary company	Trade payable	61.18	-
Brand Collective Limited	Step down subsidiary company	Trade payable	1.83	-
Multinational Textile Group Limited	Wholly owned subsidiary company	Due to related parties	245.49	194.48
Mr. Abhishekh Kanoi	Key managerial personnel	Employee dues payable	4.86	5.09
Mr. Rahul Ahuja	Key managerial personnel	Employee dues payable	30.73	6.60
Mr. Sanjay Jain	Key managerial personnel	Employee dues payable	12.14	20.96

d) Year end receivable balances of related parties

Name of Related Party	Relationship	Nature of transaction	As at March 31, 2026	As at March 31, 2025 Restated
Technocian Fashions Private Limited	Subsidiary company	Due from related Parties	-	0.47
Digital Ecom Techno Private Limited	Joint venture	Due from related Parties	-	9.59
Multinational Textile Group Limited	Wholly owned subsidiary company	Trade receivable	1,624.00	4,797.00
PDS Global Procurement Services FZCO	Step down subsidiary company	Trade receivable	166.37	190.52
PDS Asia Star Corporation Limited	Step down subsidiary company	Trade receivable	19.44	21.72
Brand Collective Limited	Step down subsidiary company	Trade receivable	-	12.19
Design Arc Asia Limited	Step down subsidiary company	Trade receivable	-	57.73
PDS Manufacturing Limited	Step down subsidiary company	Trade receivable	466.41	118.93
DBS Lifestyle India Private Limited	Step down subsidiary company	Loan	620.00	325.00
		Trade receivable	-	23.82
		Interest receivable on loan	64.25	-
PDS Brands Private Limited	Wholly owned subsidiary company	Trade receivable	-	21.49
Nexstyle Apparel Manufacturing Limited	Wholly owned subsidiary company	Trade receivable	-	48.43
		Loan	251.38	-
Design Arc UK Limited	Step down subsidiary company	Trade receivable	49.59	-
Knit Gallery India Private Limited	Step down subsidiary company	Trade receivable	24.35	-
Norwest Industries Limited	Step down Subsidiary company	Due from related Parties	160.30	-
PDS Trading (Shanghai) Co.Limited	Subsidiary company	Trade receivable	0.33	-
Mr. Rahul Ahuja	Key managerial personnel	Advance	50.00	65.00

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

e) Investment in shares held

Name of Related Party	Relationship	Nature of transaction	As at March 31, 2026	As at March 31, 2025 Restated
Multinational Textile Group Limited	Wholly owned subsidiary company	Investment	37,924.07	37,924.07
DBS Lifestyle Private Limited	Subsidiary company	Investment	2,100.00	2,100.00
Technocian Fashions Private Limited	Subsidiary company	Investment	2.75	2.75
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	4,435.00
Norlanka Manufacturing India Private Limited	Wholly owned subsidiary company	Investment	785.97	785.97
PDS Global Sourcing Limited	Subsidiary company	Investment	10.00	-
Panagram Celebrity Brands Private Limited	Step down subsidiary company*	Investment	0.29	-

**DBS Lifestyle Private Limited, a subsidiary of the Company, holds a 47.30% equity interest in Panagram Celebrity Brands Private Limited. Consequently, Panagram Celebrity Brands Private Limited becomes a step-down subsidiary of the Company, with the Company's aggregate effective ownership interest at 75%.*

f) Key management personnel compensation

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Short-term employee benefits	913.15	1,985.57
Employee stock compensation expense	443.99	109.63

** Dissolved/disposed off during the year ended March 31, 2026.*

*** Acquired/incorporated during the year ended March 31, 2026.*

**** Acquired/incorporated during the year ended March 31, 2025.*

***** Acquired/incorporated during last year (i.e., March 31, 2025) but dissolved during the year ended March 31, 2026.*

^ Mrs. Payel Seth is the largest shareholder.

#Mrs. Payel Seth and Mr. Mungo park have resigned from the office with effect from March 31, 2025.

^^Rahul Ahuja has resigned with effect from the office w.e.f. March 31,2026

^^^Sadik Sunasara has been appointed as Chief Financial Office w.e.f. April 01,2026

$The Board of Directors re-appointed Ms. Sandra Campos on 15 May 2025 for a second consecutive term of two years, commencing from November 28, 2025, to November 27, 2027 (both days inclusive). The same was also approved by the shareholders at the Annual General Meeting of the Company held on July 24, 2025.

g) Other transaction

i) During the year ended March 31, 2025, the company has given guarantee to the bank for its various subsidiaries as security against the facility provided by HSBC bank towards the working capital. The guarantee given by the company is for the period of 10 years for an amount of USD 1,240.00 equivalent to ₹ 1,17,592.30 (March 31, 2025 : 1,05,973.50) (Refer note 41).

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. Outstanding balances at the year-end are unsecure, interest free, and settlement occurs in cash.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)

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

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 contingent liabilities 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.

k) Details of loans given, investments made and guarantee given covered u/s 186 (4) of the Companies Act, 2013.

Particulars	Nature	Rate of interest	Year ended March 31, 2026	Year ended March 31, 2025
DBS Lifestyle Private Limited	Loan	10.50%	620.00	325.00
Nexstyle Apparel Manufacturing Limited	Loan	10.50%	251.38	-
Simple Approach Limited	Guarantee	-	33,665.54	30,339.19
Nor Lanka Manufacturing Limited	Guarantee	-	19,914.83	17,947.13
Norwest Industries Limited	Guarantee	-	11,664.40	10,511.89
360 Notch Limited	Guarantee	-	8,013.35	7,221.58
Krayons Sourcing Limited	Guarantee	-	7,965.93	7,178.85
Zamira Fashion Limited	Guarantee	-	4,457.13	4,016.74
PG Group Limited	Guarantee	-	3,508.80	3,162.11
PG Home Group Limited	Guarantee	-	3,413.97	3,076.65
Northern Apparel Limited (Erstwhile PDS Tailoring Limited)	Guarantee	-	3,413.97	3,076.65
Spring Near East Manufacturing Company Limited	Guarantee	-	2,275.98	2,051.10
PDS Fashion USA Limited	Guarantee	-	2,275.98	2,051.10
Techno Design HK Limited	Guarantee	-	1,849.23	1,666.52
Poeticgem International Limited	Guarantee	-	1,801.82	1,623.79
PDS Asia Star Corporation Limited	Guarantee	-	1,801.82	1,623.79
GoodEarth Lifestyle Limited (Erstwhile Green Apparel Industries Limited)	Guarantee	-	1,706.99	1,538.33
Sourcing Solutions Limited	Guarantee	-	1,612.15	1,452.86
Grupo Sourcing Limited, Hongkong	Guarantee	-	1,137.99	1,025.55
Clover Collections Limited	Guarantee	-	1,137.99	1,025.55
PDS Far-East Limited	Guarantee	-	1,137.99	1,025.55
Wonderwall (F.E) Limited, HongKong	Guarantee	-	1,137.99	1,025.55
Design Arc Europe Limited	Guarantee	-	474.16	427.31
Twins Asia Limited	Guarantee	-	474.16	427.31
Progress Manufacturing Group Limited	Guarantee	-	474.16	427.31
Design Arc Asia Limited	Guarantee	-	474.16	427.31
Styleberry Limited	Guarantee	-	474.16	427.31
Jcraft Array Limited	Guarantee	-	474.16	427.31
Simple Approach Home Limited	Guarantee	-	474.16	427.31
DBS Lifestyle Limited (Erstwhile PDS Lifestyle Limited)	Guarantee	-	379.33	341.85

All the above loan and corporate guarantees have been given for business purpose.

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

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, 2026	As at March 31, 2025 (Restated)
Borrowings (refer note 17)	4,332.20	4,667.80
Less: Cash and cash equivalents (refer note 11)	(13,401.27)	(13,928.00)
Less: Bank balances other than cash and cash equivalents (refer note 12)	(3,290.72)	(3,519.13)
Adjusted net debt (A)	**(12,359.79)**	**(12,779.33)**
Equity share capital (refer note 15)	2,824.38	2,821.91
Other equity (refer note 16)	67,045.00	68,253.17
Total capital (B)	**69,869.38**	**71,075.08**
Capital and net debt(A+B)	**57,509.59**	**58,295.75**

a) No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2026 and March 31, 2025.

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 35 : Fair value disclosure

a) The carrying amounts of financial assets by categories is as follows:

Particulars	As at March 31, 2026	As at March 31, 2025 (Restated)
Financial assets measured at cost		
Investment in subsidiaries	47,574.27	49,473.50
Investment in joint venture	-	15.70
Total (A)	**47,574.27**	**49,489.20**
Financial assets measured at amortized cost		
Trade receivables	8,125.20	12,236.62
Cash and cash equivalents	13,401.27	13,928.00
Bank balance other than cash and cash equivalents	3,290.72	3,519.13
Loans	631.38	325.00
Other financial assets	1,088.00	790.11
Total (B)	**26,536.57**	**30,798.86**
Financial assets measured at fair value through profit and loss		
Investments	2,874.34	2,131.71
Other financial assets	52.34	-
Total (C)	**2,926.68**	**2,131.71**
Financial assets measured at fair value through other comprehensive income		
Investments	154.25	-
Total (D)	**154.25**	**-**
Total (A+B+C+D)	**77,191.77**	**82,419.77**

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

b) The carrying amounts of financial liabilities by categories is as follows:

Particulars	Carrying values	
	As at March 31, 2026	As at March 31, 2025 (Restated)
Financial liabilities measured at amortized cost		
Borrowings	4,332.20	4,667.80
Trade payables	5,920.40	8,975.46
Lease liability	987.10	491.01
Other financial liabilities	1,553.83	1,545.25
Total (A)	**12,793.53**	**15,679.52**
Financial liabilities measured at fair value through profit and loss		
Share based payment liability	285.58	450.57
Guarantee commission payable	111.56	160.00
Total (B)	**397.14**	**610.57**
Total (A+B)	**13,190.67**	**16,290.09**

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.

The fair value hierarchy of financial assets and financial liabilities as at March 31, 2026 is as follows

	As at March 31, 2026	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	2,874.34	-	2,367.55	506.79
Derivative financial instrument	52.34	-	52.34	-
Total (A)	**2,926.68**	**-**	**2,419.89**	**506.79**
Financial assets measured at fair value through other comprehensive income				
Investments	154.25	-	-	154.25
Total (B)	**154.25**	**-**	**-**	**154.25**
Total (A+B)	**3,080.93**	**-**	**2,419.89**	**661.04**
Financial liabilities measured at fair value through profit and loss				
Share based payment liability	285.58	-	285.58	-
Guarantee commission payable	111.56	-	-	111.56
Total	**397.14**	**-**	**285.58**	**111.56**

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for the year ended March 31, 2026

(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

	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	450.57	-	450.57	-
Guarantee commission payable	160.00	-	-	160.00
Total	**610.57**	**-**	**450.57**	**160.00**

The movements in fair value measurements within level 3 during the year are as follows:

	As at March 31, 2026	As at March 31, 2025
Financial assets measured at fair value through profit and loss and other comprehensive income		
At the beginning of the year	562.44	560.83
Addition	154.25	1.61
Total gain recognised in statement of profit and loss	44.67	-
Disposal	(100.32)	-
At the end of the year	**661.04**	**562.44**
Financial liabilities measured at fair value through profit and loss		
At the beginning of the year	160.00	-
Addition	148.75	203.34
Total gain recognised in statement of profit and loss	(160.30)	(43.34)
Settlements	(36.89)	-
At the end of the year	**111.56**	**160.00**

There have been no transfer between level 1, level 2 and level 3 category during the year ended March 31, 2026 and March 31, 2025.

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 net assets value (NAV) obtained from the trust 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 Royal Datamatics Private Limited: The fair value of the investments at fair value through other comprehensive income are based on using a valuation technique which incorporates various market observable inputs including most recent transaction prices. The management believe that the estimated fair value resulting therefrom, which is recorded in the Standalone Balance Sheet, are reasonable, and that it was the most appropriate value at the end of the reporting period.

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(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
Financial assets at fair value through other comprehensive income	Level 3	Recent transaction approach	Value of recent transaction with unrelated party	Valuation is dependent on the most recent transaction/ round of investment that was carried out with an unrelated party.

Derivative financial instrument: The Company enters into derivative financial instrument with financial institutions with high credit ratings. Derivative financial instrument, representing forward currency contracts is 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, 2026 the mark-to-market value of the derivative asset position is net of a credit valuation adjustment attributable to derivative counterparty default risk.

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 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, security deposits, dues from related party, trade receivables, cash and cash equivalents, interest accrued but not due on fixed deposits, interest and other receivables, loans, guarantee commission receivable, derivative financial instruments 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, 2026	As at March 31, 2025
Variable rate borrowings	582.20	218.01
Fixed rate borrowings	3,750.00	4,449.79
	4,332.20	**4,667.80**

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Increase or decrease in basis points	Effect on equity	Effect on profit before tax
March 31, 2026			
₹	+50	(2.18)	(2.91)
	-50	2.18	2.91
March 31, 2025			
₹	+50	(0.82)	(1.09)
	-50	0.82	1.09

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, 2026	As at March 31, 2025
Trade receivable	USD	1,278.57	9,374.26
Trade receivable	GBP	-	561.48
Cash and cash equivalents	USD	3,815.43	1,819.76
Cash and cash equivalents	GBP	30.77	274.89
Borrowings	USD	-	(218.01)
Trade payable	USD	(2,464.79)	(6,270.85)
Trade payable	GBP	(468.87)	-
Net exposure		**2,191.11**	**5,541.53**

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, 2026	Year ended March 31, 2025	Year ended March 31, 2026	Year ended March 31, 2025
USD Sensitivity	5%	131.46	235.26	(131.46)	(235.26)
GBP Sensitivity	5%	(21.91)	41.82	21.91	(41.82)

Particulars	Change in FC exchange rate by	Impact on equity			
		Increase in FC exchange rates		Decrease in FC exchange rates	
		Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2026	Year ended March 31, 2025
USD Sensitivity	5%	98.37	176.05	(98.37)	(176.05)
GBP Sensitivity	5%	(16.39)	31.29	16.39	(31.29)

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.

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

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.

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, 2026	5,328.36	1,707.50	2,043.96	9,079.82
Trade receivables as of March 31, 2025 - Restated	6,169.92	3,104.82	3,791.50	13,066.24

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, 2026	As at March 31, 2025
Balance at the beginning of the year	829.62	-
Written off/provided during the year	125.00	829.62
Movement in expected credit loss allowance on trade receivables	-	-
Balance at the end of the year	**954.62**	**829.62**

ii) Other financials assets

Credit risk related to the financial assets involving cash and cash equivalents, other bank balances, interest accrued on term deposits, security deposits, loans, dues from related party, interest and other receivables and guarantee commission receivable. 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, 2026 and March 31, 2025. To reduce this risk, the Company has concentrated as mentioned below:-

For cash and 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, guarantee commission receivable, interest receivables and due from related party - These balances are from related party which are 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, 2026 and March 31, 2025.

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

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, 2026	Less than 12 months	1 to 5 years	> 5 years	Total
Borrowings	1,415.53	2,916.67	-	4,332.20
Trade payables	5,920.40	-	-	5,920.40
Lease liability	153.68	936.64	175.50	1,265.82
Other financial liabilities*	1,911.25	52.13	-	1,963.38
Total	**9,400.86**	**3,905.44**	**175.50**	**13,481.80**

As at March 31, 2025 (Restated)	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*	2,192.69	-	-	2,192.69
Total	**12,270.09**	**3,596.36**	**679.92**	**16,546.37**

** Other financial liabilities include undiscounted security deposit value.*

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 provided in the 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, 2026	Year ended March 31, 2025 (Restated)
Sale of services	Over time	10,208.36	11,059.59
Sale of goods	At point in time	15,532.38	34,418.97
Total		**25,740.74**	**45,478.56**

(ii) Contract balances

Assets and liabilities related to contracts with customers:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025 (Restated)	Year ended March 31, 2024 (Restated)
Trade receivables (refer note 10)	8,125.20	12,236.62	14,946.48

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(All amounts in ₹ lakhs, unless otherwise stated)

Trade receivables are non-interest bearing and are generally on terms of 90 to 135 days.

Particulars	As at March 31, 2026	As at March 31, 2025 (Restated)
Contract assets at the beginning of the year*	717.92	806.80
Revenue recognised during the year	10,208.36	11,059.59
Revenue billed/ accrued during the year	(10,208.36)	(11,148.47)
Contract assets at the end of the year	**717.92**	**717.92**
Contract liabilities at the beginning of the year	-	-
Advance received/ (adjusted) from customers during the year, net	-	-
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		
Revenue as per contract	25,740.74	45,478.56
Revenue from contract with customers	**25,740.74**	**45,478.56**

**Included in trade receivables refer note 10.*

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, 2026.

As lessee

i) Set out below are the carrying amounts of right-of-use assets (office premises) recognized and the movements during the year:

Particulars	As at March 31, 2026	As at March 31, 2025
At the beginning of the year	471.99	212.54
Addition during the year	618.01	462.27
Amortization expenses	(115.91)	(122.95)
Termination during the year	-	(79.87)
At the end of the year	**974.09**	**471.99**

ii) Set out below are the carrying amounts of lease liabilities and the movements during the year:

Particulars	As at March 31, 2026	As at March 31, 2025
At the beginning of the year	491.01	239.74
Addition during the year	592.87	449.62
Accretion of interest	48.86	57.96
Termination during the year	-	(95.32)
Payment towards lease liabilities	(145.64)	(160.99)
At the end of the year	**987.10**	**491.01**
Current	153.68	181.77
Non-current	**833.42**	**309.24**

iii) Maturity analysis of lease liabilities

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Not later than one year	153.68	184.15
Later than one year	936.64	263.02
Later than five years	175.50	263.25
Total	**1,265.82**	**710.42**

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

iv) Amount recognised in Statement of Profit and Loss

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Depreciation on right of use assets	115.91	122.95
Interest on lease liabilities	48.86	57.96
Expenses relating to short term leases	-	21.01
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, 2026 and March 31, 2025.

Note 41 : Commitments and Contingencies

a) Commitments

(i) Capital commitment:

Particulars	As at March 31, 2026	As at March 31, 2025
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, 29.20% (March 31, 2025 - 15.00%) of the amount i.e. ₹ 204.40 (March 31, 2025 - ₹ 105.00) has been contributed based on the drawdown notice received from the fund. Total contribution till March 31, 2026 is ₹ 519.40 (March 31, 2025 - ₹ 315.00)

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, 5.00% (March 31, 2025 - Nil) of the amount i.e. ₹ 50.00 (March 31,2025 - ₹ Nil) has been contributed based on the drawdown notice received from the fund. Total contribution till March 31, 2026 is ₹ 725.00 (March 31, 2025 - ₹ 675.00)

b) Contingent Liabilities (to the extent not provided for)

Particulars	As at March 31, 2026	As at March 31, 2025
Claims against company not acknowledged as debt:	148.20	148.20
- On account of stamp duty on demerger	**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.

Notes to the Standalone Financial Statements

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(All amounts in ₹ lakhs, unless otherwise stated)

- 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 ₹ 988.11 as at March 31, 2026 (March 31, 2025: ₹ 762.88).

e) During the year ended March 31, 2025, the company has given guarantee to the bank for its various subsidiaries as security against the facility provided by HSBC bank towards the working capital. The guarantee given by the company is for the period of 10 years for an amount of USD 1,240.00 equivalent to ₹ 1,17,592.30 (March 31, 2025 : 1,05,973.50). Below mentioned are step-down subsidiaries wise bifurcation:-

Name of related party	Relationship	As at March 31, 2026	As at March 31, 2025
Simple Approach Limited		33,665.54	30,339.19
Nor Lanka Manufacturing Limited		19,914.83	17,947.13
Norwest Industries Limited		11,664.40	10,511.89
360 Notch Limited		8,013.35	7,221.58
Krayons Sourcing Limited		7,965.93	7,178.85
Zamira Fashion Limited		4,457.13	4,016.74
PG Group Limited		3,508.80	3,162.11
PG Home Group Limited		3,413.97	3,076.65
Northern Apparel Limited (Erstwhile PDS Tailoring Limited)		3,413.97	3,076.65
Spring Near East Manufacturing Company Limited		2,275.98	2,051.10
PDS Fashion USA Limited	Step down Subsidiary company	2,275.98	2,051.10
Techno Design HK Limited		1,849.23	1,666.52
Poeticgem International Limited		1,801.82	1,623.79
PDS Asia Star Corporation Limited		1,801.82	1,623.79
GoodEarth Lifestyle Limited (Erstwhile Green Apparel Industries Limited)		1,706.99	1,538.33
Sourcing Solutions Limited		1,612.15	1,452.86
Grupo Sourcing Limited, Hongkong		1,137.99	1,025.55
Clover Collections Limited		1,137.99	1,025.55
PDS Far-East Limited		1,137.99	1,025.55
Wonderwall (F.E) Limited, HongKong		1,137.99	1,025.55
Design Arc Europe Limited		474.16	427.31
Twins Asia Limited		474.16	427.31
Progress Manufacturing Group Limited		474.16	427.31
Design Arc Asia Limited		474.16	427.31
Styleberry Limited		474.16	427.31
Jcraft Array Limited		474.16	427.31
Simple Approach Home Limited		474.16	427.31
DBS Lifestyle Limited (Erstwhile PDS Lifestyle Limited)		379.33	341.85

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(All amounts in ₹ lakhs, unless otherwise stated)

Note 42: Disclosures pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars		As at March 31, 2026	As at March 31, 2025
a)	**Investments in stepdown subisdiary, subsidiaries and Joint venture**		
	- Investment in wholly owned subsidiary : Multinational Textile Group Limited	37,924.07	37,924.07
	- Investment in subsidiary : Technocian Fashions Private Limited	2.75	2.75
	- Investment in wholly owned subsidiary : PDS Brand Private Limited	1.00	1.00
	- Investment in wholly owned subsidiary : Norlanka Manufacturing India Private Limited	782.71	834.55
	- Investment in subsidiary : DBS Lifestyle Private Limited	2,100.00	2,100.00
	- Investment in subsidiary : Nexstyle Apparel Manufacturing Limited	4,435.00	4,435.00
	- Investment in wholly owned subsidiary : PDS Global Sourcing Limited	10.00	-
	- Investment in joint venture : Digital Ecom Techno Private Limited	-	116.02
	- Investment in Step down subsidiary : Panagram Celebrity Brands Private Limited*	0.29	-
		45,255.53	**45,413.39**

**DBS Lifestyle Private Limited, a subsidiary of the Company, holds a 47.30% equity interest in Panagram Celebrity Brands Private Limited. Consequently, Panagram Celebrity Brands Private Limited becomes a step-down subsidiary of the Company, with the Company's aggregate effective ownership interest at 75%.*

Note 43: Corporate Social Responsibility The Company has spent an amount of ₹ 35.19 (March 31, 2025: ₹ 63.42) 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 ₹ 35.19

Details of CSR expenditure:

Particulars		Year ended March 31, 2026	Year ended March 31, 2025
(a)	Gross amount required to be spent by the Company as per Section 135 of the Companies Act, 2013	34.56	33.31
(b)	Amount spent during the year		
	i) Construction/acquisition of any assets	-	-
	ii) On purpose other than (i) above	35.19	63.42
(c)	Shortfall at the end of the year	-	-
(d)	Total of previous year shortfall	-	-

Note 44: Employee share based compensation expense

As on March 31, 2026, 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, 2026, the Company has granted 1,77,335 (March 31, 2025 - 1,25,000) 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;

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for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

all options are to be settled by the delivery of shares.

Grant date	Number of instruments*	Exercise price*	Vesting period	Exercise period
FY 2025-26	1,77,335	₹ 243.00	1 year	2 years post vesting period
	1,77,335			

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			

ii) Summarized information about movement in Plan A and Plan B

	March 31, 2026		March 31, 2025	
	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	25,89,423	227.83	38,93,835	193.30
Granted during the year	1,77,335	243.00	1,25,000	396.00
Exercised during the year	(1,23,750)	229.24	(14,14,412)	147.44
Forfeited during the year	(5,38,000)	238.04	(15,000)	246.00
Outstanding at the end of the year	**21,05,008**	**226.42**	**25,89,423**	**227.83**
Exercisable at the end of the year	17,87,673	213.54	16,35,423	208.29

The Company has charged ₹ 221.50 (March 31, 2025: ₹ 245.81) 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, 2026 For option granted	March 31, 2025 For option granted
Weighted average Grant date fair value, per share (in ₹)	353.00	480.35
Weighted average Exercise price, per share (in ₹)	243.00	396.00
Assumptions used:		
Volatility	39.26%	40.75% - 42.17%
Expected lives (in years)	3.00	1.50 - 5.00
Risk-free interest rate	5.79%	7.00% - 7.04%
Dividend yield rate	0.47%	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.

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

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 entities few senior employees of the Group to a cash payment on exercise. During the year ended March 31, 2026 the Company has granted 5,32,665 ('Phantom Stock Units/ PSU') (March 31, 2025 - Nil). These PSU's carry a vesting period of up to 4 years and an exercise period of 4 years from the date of vesting.

ii) Summarized information about movement in the Phantom stock plan

	March 31, 2026		March 31, 2025	
	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	2,25,375	219.59	2,90,625	225.97
Granted during the year	5,32,665	243.00	-	-
Exercised during the year	(31,250)	235.20	(65,250)	248.00
Cancelled during the year	(31,250)	219.00	-	-
Outstanding at the end of the year	**6,95,540**	**236.84**	**2,25,375**	**219.59**
Exercisable at the end of the year	**1,50,375**	**219.00**	**1,75,000**	**219.00**

The Company has charged ₹ 197.10 (March 31, 2025: ₹ Nil) to the statement of profit and loss in respect of options granted under Phantom stock plan.

**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, 2026	Measurement date March 31, 2025
Weighted average Grant date fair value, per share (in ₹)	353.00	NA
Weighted average Exercise price, per share (in ₹)	243.00	NA
Assumptions used:		
Expected volatility	39.26%	NA
Expected lives (in years)	3.00	NA
Risk-free interest rate	5.79%	NA
Expected dividend yield	0.47%	NA

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.

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

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, 2026	Year ended March 31, 2025
Employee share compensation expense	418.60	245.81

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	Year ended March 31, 2026	Year ended March 31, 2025
Share based payment liability	285.58	450.57
Share based payment reserve	3,105.36	3,271.70

Note 45: Ratio Analysis

Ratio	Numerator	Denominator	As at March 31, 2026	As at March 31, 2025 (Restated)	Variation
Current Ratio (in times)	Total current assets	Total current liabilities	2.79	2.41	16%
Debt-Equity Ratio (in times)	Total debt	Shareholder's equity	0.06	0.07	-6%
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	3.54	4.19	-16%
Return on Equity Ratio (in %)*	Profit for the year less Preference dividend (if any)	Average Shareholder's equity	4.54	14.89	-69%
Trade Receivables turnover ratio (in times)#	Revenue from operations	Average trade receivables	2.53	3.45	-27%
Trade payables turnover ratio (in times)##	Purchase of stock in trade	Average trade payables	1.92	2.88	-33%
Net capital turnover ratio (in times)#	Revenue from operations	Working capital (i.e. Total current assets less Total current liabilities)	1.44	2.46	-41%
Net profit ratio (in %)	Profit for the year	Revenue from operations	12.44	15.98	-22%
Return on Capital employed (in %)*	Profit before interest and tax	Capital employed = Tangible net worth + Total debt + Deferred Tax liability	0.05	0.11	-52%
Return on Investment (in times)	Interest income on bank deposits	Average bank deposits	0.07	0.09	-22%

Reason for variation beyond 25%

** Due to decrease in profit during the year*

 # Due to decrease in revenue of the company.

Due to decrease in purchase during the year.

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(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: Restatement:

During the year ended March 31, 2026, in order to Align with requirement of Ind "AS 19 — Employee Benefits", necessary restatements have been made in the comparative financial information to recognize the employee performance related liability and corresponding expense in the period in which the employees rendered the related services and the Company derived economic benefits from those services, i.e. accounted for on an accrual basis. Pursuant to this adjustment, the Company has also recorded consequential adjustments to revenue and taxes.

The consequent adjustments made to the comparative financial information are not considered material to these standalone financial statements.

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, 2026, 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, 2026

(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

Aasheesh Arjun Singh
Partner
Membership Number: 210122

Mumbai, India
May 15, 2026

For and on behalf of Board of Directors of
PDS Limited

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

Pallak Seth
Executive Vice Chairman
DIN : 00003040

Sanjay Jain
Chief Executive Officer

Sadik Sunasara
Chief Financial Officer

Abhishekh Kanoi
Group Legal Head &
Company Secretary
Membership No. FCS 9530

Mumbai, India
May 15, 2026

Independent Auditor's Report

To the Members of PDS Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. 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 2026, 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.

2. 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, 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 2026, 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

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 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

4. Key Audit Matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on the 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.

5. We have determined the matters described below to be the Key Audit Matters to be communicated in our report.

Key Audit Matters	How our audit addressed the Key Audit Matters
1. Impairment assessment of Goodwill Refer Notes 3(n) and 7 to the consolidated financial statements. The carrying value of goodwill aggregates to ₹ 19,967.59 lakhs as on 31 March 2026. 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).	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	How our audit addressed the 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.	• 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.
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 including multiple entities 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.	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 the 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; • 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;

Key Audit Matters	How our audit addressed the Key Audit Matters
	• 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 Matter	How our audit addressed the Key Audit Matter
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 2,689.42 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.	• 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, covered under the Act are responsible for 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 and of 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 intends 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 and 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 110 subsidiaries, whose financial statements / financial information reflects total assets of ₹ 897,382.84 lakhs as at 31 March 2026, total revenues of ₹ 742,841.88 lakhs and net cash inflows amounting to ₹ 8,290.36 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 ₹ 181.69 lakhs for the year ended 31 March 2026 in respect of 3 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 Holding Company's 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, 107 subsidiaries, 3 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. The accompanying consolidated financial statements include the financial statements / financial information of 8 subsidiaries, which have not been audited, and whose financial statements / financial information reflects total assets of ₹4,586.62 lakhs as at 31 March 2026, total revenues of ₹3,972.09 lakhs and net cash inflows amounting to ₹ 73.72 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 2026 in respect of 1 associate, whose financial statements / financial information have not been audited by their auditors. These financial statements / financial information have been furnished to us by the Holding Company's 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 and associate, 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 and associate , 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 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 separate financial statements of the subsidiaries, we report that the Holding Company, and 4 subsidiaries incorporated in India whose financial statements have been audited under the Act have not paid or provided for any managerial remuneration during the year. Accordingly, reporting under Section 197(16) of the Act is not applicable in respect of Holding Company and such 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 2026 and covered under the Act we report that:

A) Following are the qualifications/adverse remarks reported by the other auditors in the Order reports of the companies included in the consolidated financial statements for the year ended 31 March 2026 for which such Order reports have been issued till date and made available to us:

S No	Name	CIN	Holding Company / subsidiary / Associate / Joint Venture	Clause number of the CARO report which is qualified or adverse
1.	Knit Gallery India Private Limited	U17300TZ2018PTC030114	Step Down Subsidiary	(i)(a)(A), (i)(b), (ii)(b) and (xiv)

B) Following are the companies included in the consolidated financial statements for the year ended 31 March 2026 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.	Norlanka Manufacturing India Private Limited	U18101KA2020PTC141803	Subsidiary
2.	DBS Lifestyle India Private Limited	U17299DL2021PTC389431	Subsidiary
3.	NexStyle Apparel Manufacturing Limited	U47711MH2025PLC439875	Subsidiary
4	Pangram Celebrity Brands Private Limited	U14101DL2024PTC440304	Step down Subsidiary
5	PDS Brands Private Limited	U18109KA2021PTC146916	Subsidiary
6	PDS Global Sourcing Limited	U13111HR2026PLC143337	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 the 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 and its subsidiaries, respectively, and the reports of the statutory auditors of its subsidiaries, covered under the Act, none of the directors of the Holding Company and its subsidiaries, are disqualified as on 31 March 2026 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 2026;

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 2026.;

iv. 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 51(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 person(s) or entity(ies), 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;

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 beliefas disclosed in the Note 51(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

b. 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 2026 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 during the year ended 31 March 2026 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 a final dividend for the year ended 31 March 2026 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 52 to the consolidated financial statements and based on our examination which included test checks and that performed by the respective auditors of the subsidiaries, of the Holding Company which are companies incorporated in India and audited under the Act, except for the instances mentioned below, the Holding Company and its subsidiaries, in respect of financial year commencing on 1 April 2025, 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. 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 where audit trail was enabled. Furthermore, the audit trails have been preserved by the Holding Company and above referred subsidiaries as per the statutory requirements for record retention from the date the audit trail was enabled for the accounting software.

- The audit trail feature was not enabled at the database level to log any direct data changes for the accounting software used for the maintenance of all accounting records by the Holding Company and its three subsidiaries; and

- The audit trail feature was not enabled for accounting software used for maintenance of inventory records by one subsidiary.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Aasheesh Arjun Singh
Partner
Membership No.: 210122
UDIN: 26210122XOIZCE9614

Mumbai
15 May 2026

Annexure 1

List of entities included in the consolidated financial statements

Subsidiaries

Sl. No	Name of the entity
1	Technocian Fashions Private Limited
2	Pangram Celebrity Brands Private Limited
3	SNE Moda Tasarim Sanayi Ve Ticaret Anonim Şirketi
4	ONME Soho Health And Beauty Limited
5	Multinational Textile Group Limited
6	Casa Forma Limited
7	PDS Sourcing Limited
8	PDS Asia Star Corporation Limited
9	Simple Approach Limited
10	Simple Approach Home Limited
11	Moda & Beyond Limited
12	Wonderwall (F.E) Limited (HK)
13	Wonderwall (F.E) Limited
14	Simple Approach Bangladesh Pvt. Ltd
15	Zamira Fashions Limited Zhongshan
16	PG Group Limited
17	Techno Design HK Limited
18	Norwest Industries Limited
19	Poeticgem International Ltd
20	PDS Sourcing Bangladesh Limited (Formerly known as Multinational OSG Services Bangladesh Private Limited)
21	Onme Soho Health and Beauty Limited (Erstwhile PDS Smart Fabric Tech Limited)
22	Techno Design GmBH
23	Poetic Brands Limited
24	Poeticgem Limited
25	PDS Trading (Shanghai) Co. Ltd
26	Simple Approach (Canada) Ltd
27	PDS Brands Manufacturing Limited (Formerly known as PDS Brands Sourcing Limited)
28	PG Home Group Limited
29	PG Shanghai Mfg Co. Ltd
30	360 Notch Limited
31	PDS Fashions Bangladesh Limited
32	Design Arc Europe SPA
33	Sourcing Solutions Limited
34	PDS Brands Private Limited
35	Krayon Sourcing Limited
36	Design Arc Asia Limited
37	Nor Lanka Manufacturing Ltd
38	Design Arc Europe Limited
40	Kleider Sourcing Limited
41	Rising Asia Star Hong Kong Co., Limited
42	Northern Apparel Limited (Erstwhile PDS Tailoring Limited)
43	Spring Near East Manufacturing Company Limited
44	Clover Collections Limited
45	PG Group SPA
46	PG Home Group SPA
47	Nor Lanka Manufacturing Colombo Limited
48	Brand Collective Limited
49	Design COE Limited (Formerly known as PDS Fashion USA Limited)
50	PDS Ventures Limited
51	Progress Manufacturing Group Limited
52	Progress Apparels (Bangladesh) Limited

Sl. No	Name of the entity
53	GoodEarth Lifestyle Limited (Erstwhile Green Apparel Industries Limited)
54	Grupo Sourcing Limited
55	Twins Asia Limited
56	Nor Lanka Progress Pvt Ltd
57	Design Arc UK Limited
58	Origin Global Limited (Erstwhile PDS Far-east Limited)
59	Kindred Brands Limited
60	Styleberry Limited
61	GoodEarth Apparels Limited (Erstwhile Green Smart Shirts Limited)
62	Zamira Fashion Limited
63	PDS Far East USA, Inc.
64	PDS Ventures Limited (Erstwhile Smart Notch Industrial Limited)
65	Apex Black Limited
66	Casa Collective Limited
67	Smart Notch (Shanghai) Ltd.
68	Jcraft Array Limited
69	Techno Sourcing Diş Ticaret Anonim Şirketi
70	Upcycle labs Limited
71	Sourcing Solution Europe BVBA
72	Recovered Clothing Limited
73	PDS Fashions Limited
74	Design Arc FZCO
75	Spring Near East FZCO
76	Kleider Sourcing FZCO
77	Twins Asia FZCO
78	Techno Sourcing BD Limited
79	Clover Collections FZCO
80	PG Capital FZE
81	PDS Manufacturing Limited
82	Norlanka Manufacturing India Private Limited
83	Poeticgem International FZCO
84	Poeticgem Europe Limited
85	PDS Multinational FZCO
86	Spring Design London Limited
87	Roksanda UK Limited
88	Northern Brands Limited (Erstwhile Subtract Retail Limited)
89	LillyandxSid Limited
90	Brand Collective Corporation Limited
91	DBS Lifestyle India Private Limited
92	Pangram Brands Global Private Limited
93	Suri Overseas Private Limited
94	Sunny Up Limited
95	Sunny Up US Limited
96	Techno Design USA LLC
97	Techno (Shanghai) Trading Co., Ltd.
98	PDS Global Procurement Service FZCO
99	Lily And Lionel London Limited
100	Design Arc Brands Limited
101	PDS Central America Limited (Erstwhile PDS Collective Sourcing Limited and Casa Collective Sourcing Limited)
102	Knit Gallery Hong Kong Limited (Erstwhile PDS Incubation company limited)
103	PDS North America Limited (formerly PDS Fashions Hong Kong Limited)
104	New Lobster Limited
105	Online Enterprise HK Limited (formerly PDS Online Enterprise HK Limited and PDS Design Services Limited)
106	OLE Fashion Limited (Erstwhile PDS Online Enterprise UK Limited)
107	Online Enterprise USA Inc (formerly PDS Online Enterprise USA Inc)

Sl. No	Name of the entity
108	DBS Lifestyle Limited (Erstwhile PDS Lifestyle Limited)
109	SKOPE Apparels FZCO
110	Infinity Fashion FZCO
111	PDS Logistics FZCO
112	PDS Lifestyle Limited UK
113	Stellar Brands Global FZCO (formerly PDS Sourcing FZCO)
114	PDS Brands Manufacturing FZCO
115	PDS MEA Limited
116	PDS DSGN FZCO (Erstwhile PDS Lifestyle FZCO)
117	Moda and Beyond FZCO (Erstwhile PDS Design Services FZCO)
118	Design Hub Sourcing FZCO
119	PDS Radius Brands FZCO
120	The Source Fashions Platform FZCO
121	Collaborative Sourcing Services FZCO
122	Positive Materials Industries LDA (Erstwhile Progressive Crusade Unipessoal LDA)
123	Positive Materials Limited
124	Vivere London Limited
125	The Brand Group Limited
126	Infinity Fashion Tedarik Hizmetleri Anonim Şirketi (Formerly Known As George Tedarik Hizmetleri Anonim Şirketi)
127	Collective Near East Sourcing Services FZCO
128	Angelic-Partners Limited
129	Adaptive Fashion Limited (Erstwhile Unhidden-UK Limited)
130	PDS North America LLC
131	Simple Approach Trading FZCO
132	NexStyle Apparel Manufacturing Limited (Mauritius)
133	Knit Gallery India Private Limited
134	Tritron Fashion FZCO
135	Onme Soho Health And Beauty FZCO
136	Home Sourcing Solutions Limited
137	GSC Link Limited
138	Design Arc LLC
139	Simple Approach-UK Limited
140	NexStyle Apparel Manufacturing Limited
141	PDS Global Sourcing Limited
142	Design COE USA Inc

Associates

Sl. No	Name of the entity
1	Reflaunt Pte Limited
2	GWD Enterprises Limited
3	Loop Digital Wardrobe Limited
4	Nobleswear (Private) Limited

Joint Ventures

Sl. No	Name of the entity
1	Digital Internet Technologies Limited
2	Yellow Octopus EU SA (Joint Stock Company)
3	Yellow Octopus Ventures FZCO
4	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 2026, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiaries, 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 subsidiaries 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. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiaries, 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 subsidiaries 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 subsidiaries, the Holding Company and its subsidiaries, 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 2026, 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.

Other Matters

9. We did not audit the internal financial controls with reference to financial statements insofar as it relates to 3 Subsidiaries, which are companies covered under the Act, whose financial statements / financial information reflect total assets of ₹20,214.37 lakhs and net assets of ₹1,370.07 lakhs as at 31 March 2026, total revenues of ₹ 26,991.19 lakhs and net cash inflows amounting to ₹1,052.92 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 subsidiaries, 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 subsidiaries as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiaries, 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 insofar as it relates to 3 subsidiaries, which are Companies covered under the Act, whose financial statements / financial information reflect total assets of ₹ 12 lakhs,net assets of ₹ 12 lakhs as at 31 March 2026, total revenues of ₹Nil and net cash inflows amounting to ₹Nil for the year ended on that date. The internal financial controls with reference to financial statements of these subsidiaries, 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: 26210122XOIZCE9614

Place: Mumbai
Date: 15 May 2026

Consolidated Balance Sheet

as at March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Note no.	As at March 31, 2026	As at March 31, 2025 (Restated)
Assets			
I. Non-current assets			
(a) Property, plant and equipment	4	55,923.13	49,552.35
(b) Capital work in progress	5	44.79	131.75
(c) Investment property	6	2,849.74	2,929.78
(d) Goodwill	7	19,967.59	10,865.67
(e) Other Intangible assets	8	7,032.40	6,747.62
(f) Investments accounted for using the equity method	9B	12,119.50	11,225.10
(g) Financial assets			
(i) Investments	9A	40,238.31	35,239.11
(ii) Other financial assets	10	414.22	706.93
(h) Deferred tax assets (net)	24	5,537.67	2,300.92
(i) Non-current tax asset (net)		4,861.06	3,342.96
(j) Other non-current assets	11	226.20	309.75
Total non-current assets		**1,49,214.61**	**1,23,351.94**
Current assets			
(a) Inventories	12	55,690.37	48,344.06
(b) Financial assets			
(i) Investments	9A	2.46	3,789.28
(ii) Trade receivables	13	1,64,665.57	1,85,993.46
(iii) Cash and cash equivalents	14	76,043.21	43,537.33
(iv) Bank balances other than (iii) above	15	27,559.06	30,197.69
(v) Other financial assets	10	17,374.67	13,520.14
(c) Other current assets	11	36,013.58	25,813.43
Total current assets		**3,77,348.92**	**3,51,195.39**
Total assets		**5,26,563.53**	**4,74,547.33**
II. Equity and liabilities			
Equity			
(a) Equity share capital	16	2,824.38	2,821.91
(b) Other equity	17	1,73,535.16	1,58,645.89
Equity attributable to equity holders of the parent		**1,76,359.54**	**1,61,467.80**
Non-controlling interest		9,538.25	6,257.98
		1,85,897.79	**1,67,725.78**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	15,416.25	11,855.08
(ii) Lease liabilities	45	6,599.92	7,341.03
(iii) Other financial liabilities	19	93.99	186.50
(b) Provisions	20	3,672.07	3,357.16
(c) Other non-current liabilities	22	35.81	27.39
Total non-current liabilities		**25,818.04**	**22,767.16**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	98,668.74	99,258.96
(ii) Lease liabilities	45	5,715.27	4,751.85
(iii) Trade payables	21		
- Total outstanding dues to micro enterprises and small enterprises		477.08	33.45
- Total outstanding dues to creditors other than micro and small enterprises		1,73,548.86	1,50,680.62
(iv) Other financial liabilities	19	16,099.52	12,630.37
(b) Other current liabilities	22	9,476.44	9,258.23
(c) Provisions	20	2,867.35	2,275.18
(d) Current tax liabilities (net)	23	7,994.44	5,165.73
Total current liabilities		**3,14,847.70**	**2,84,054.39**
Total equity and liabilities		**5,26,563.53**	**4,74,547.33**
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

Aasheesh Arjun Singh
Partner
Membership Number: 210122

Mumbai, India
May 15, 2026

For and on behalf of Board of Directors of
PDS Limited

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

Pallak Seth
Executive Vice Chairman
DIN : 00003040

Sanjay Jain
Chief Executive Officer

Sadik Sunasara
Chief Financial Officer

Abhishekh Kanoi
Group legal Head and
Company Secretary
Membership No. FCS 9530

Mumbai, India
May 15, 2026

Consolidated Statement of Profit and Loss

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Note no.	Year ended March 31, 2026	Year ended March 31, 2025 (Restated)
I Revenue from operations	25	13,11,008.17	12,57,798.85
II Other income	26	9,965.34	4,954.15
III Total income (I+II)		**13,20,973.51**	**12,62,753.00**
IV Expenses			
(a) Costs of material consumed	27	63,635.75	61,924.19
(b) Purchases of stock-in-trade	28	9,85,381.00	9,57,683.90
(c) Changes in inventories of finished goods and work-in-progress	29	(8,058.22)	(14,896.33)
(d) Employee benefits expense	30	1,31,716.97	1,21,077.43
(e) Finance costs	31	14,647.81	12,650.67
(f) Depreciation and amortization expense	32	13,089.55	11,073.85
(g) Other expenses	33	99,833.48	86,298.36
V Total expenses		**13,00,246.33**	**12,35,812.07**
VI Profit before share of loss in associates and joint ventures (III-V)		**20,727.18**	**26,940.93**
VII Share of net loss of associates and joint venture accounted for using the equity method		(181.69)	(91.99)
VIII Profit before tax (VI+VII)		**20,545.49**	**26,848.94**
IX Tax expense	24		
(a) Current tax		5,434.53	3,159.22
(b) Deferred tax credit		(2,651.43)	(447.76)
Total tax expense		**2,783.10**	**2,711.46**
X Profit for the year (VIII-IX)		**17,762.39**	**24,137.48**
XI Other Comprehensive Income			
(A) (i) Items that will not be reclassified to profit or loss			
(a) Re-measurement loss on defined benefit plans		(422.29)	(1,005.33)
(b) Net loss on instruments measured at fair value through other comprehensive income		(3,398.01)	(3,796.77)
(ii) Income tax on items that will not be reclassified to profit or loss		(15.31)	2.50
(B) (i) Items that will be reclassified to profit or loss			
(a) Net gain/ (loss) on cash flow hedges		13.19	(303.00)
(b) Gain/ (loss) arising on translating the financial statements of foreign operations		17,751.07	(2,046.51)
Other comprehensive income/ (loss) for the year, net of tax		**13,928.65**	**(7,149.11)**
XII Total comprehensive income for the year, net of tax		**31,691.04**	**16,988.37**
Total comprehensive income for the year, net of tax			
- Owners of the Company		23,961.59	8,611.54
- Non controlling interest		7,729.45	8,376.83
		31,691.04	**16,988.37**
Net profit for the period attributable to			
- Owners of the Company		11,169.17	15,689.31
- Non controlling interest		6,593.22	8,448.17
		17,762.39	**24,137.48**
Other comprehensive income for the year, net of tax			
- Owners of the Company		12,792.42	(7,077.77)
- Non controlling interest		1,136.23	(71.34)
		13,928.65	**(7,149.11)**
XIII Earnings per share: (Face value ₹ 2 per share)	34		
1) Basic (amount in ₹)		7.91	11.44
2) Diluted (amount in ₹)		7.87	11.28
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

Aasheesh Arjun Singh
Partner
Membership Number: 210122

Mumbai, India
May 15, 2026

For and on behalf of Board of Directors of
PDS Limited

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

Pallak Seth
Executive Vice Chairman
DIN : 00003040

Sanjay Jain
Chief Executive Officer

Sadik Sunasara
Chief Financial Officer

Abhishekh Kanoi
Group Legal Head &
Company Secretary
Membership No. FCS 9530

Mumbai, India
May 15, 2026

Consolidated Statement of changes in equity

for the year ended March 31, 2026

A. Equity Share Capital

(All amounts in ₹ lakhs, unless otherwise stated)

	No. of shares*	Amount
As at April 01, 2024	**13,17,36,551**	**2,634.73**
Fresh issue (Net of treasury share) (refer note 16)	93,58,800	187.18
As at March 31, 2025	**14,10,95,351**	**2,821.91**
Fresh issue (Net of treasury share) (refer note 16)	1,23,750	2.47
As at March 31, 2026	**14,12,19,101**	**2,824.38**

**The number of shares are given in absolute numbers.*

B. Other Equity

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Securities Premium	Capital reserve	Restricted reserve	Retained earnings	Other reserves	Treasury stock	Other Comprehensive Income				Share options outstandings	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, 2024 (Restated)	3,418.46	26,214.22	664.52	68,305.60	(16,327.09)	(521.91)	19,607.06	5,336.77	(147.96)	(139.06)	4,025.90	1,10,436.51	7,596.22	1,18,032.73
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	-	-	-	-	-	-	-	(3,470.13)	-	-	-	(3,470.13)	(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)
Loss 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 notes 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**	**83,994.91**	**(13,643.45)**	**(810.15)**	**17,305.25**	**1,866.64**	**(1,150.79)**	**(442.06)**	**3,271.70**	**1,65,130.79**	**13,324.31**	**1,78,455.09**
Dividend paid	-	-	-	(6,484.90)	-	-	-	-	-	-	-	(6,484.90)	(7,066.33)	(13,551.23)
Balance as at March 31, 2025 (Restated)	**47,859.99**	**26,214.22**	**664.52**	**77,510.01**	**(13,643.45)**	**(810.15)**	**17,305.25**	**1,866.64**	**(1,150.79)**	**(442.06)**	**3,271.70**	**1,58,645.89**	**6,257.98**	**1,64,903.86**

Consolidated Statement of changes in equity

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Securities Premium	Capital reserve	Restricted reserve	Retained earnings	Other reserves	Treasury stock	Other Comprehensive Income				Share options outstandings	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, 2025 (Restated)	47,859.99	26,214.22	664.52	77,510.01	(13,643.45)	(810.15)	17,305.25	1,866.64	(1,150.79)	(442.06)	3,271.70	1,58,645.89	6,257.98	1,64,903.86
Net profit for the year	-	-	-	11,169.17	-	-	-	-	-	-	-	11,169.17	6,593.22	17,762.39
Net loss on instruments measured at fair value through other comprehensive income	-	-	-	-	-	-	-	(2,853.40)	-	-	-	(2,853.40)	(544.61)	(3,398.01)
Employee stock compensation expense (refer note 48)	-	-	-	-	-	-	-	-	-	-	(2.40)	(2.40)	-	(2.40)
Exercise of share options	438.37										(163.94)	274.43	-	274.43
Gain arising on translating the financial statements of foreign operations	-	-	-	-	-	-	16,070.23	-	-	-	-	16,070.23	1,680.84	17,751.07
Other comprehensive loss, net of income tax (refer notes 24 and 35)	-	-	-	-	-	-	-	-	(437.60)	-	-	(437.60)	-	(437.60)
Net loss on cash flow hedges (refer note 38)	-	-	-	-	-	-	-	-	-	13.19	-	13.19	-	13.19
Decrease in interest by non-controlling interest (refer note 47)	-	-	-	-	(7,812.84)	-	-	-	-	-	-	(7,812.84)	5,642.44	(2,170.41)
Increase in interest by non-controlling interest (refer note 47)	-	-	-	-	3,197.08	-	-	-	-	-	-	3,197.08	(5,475.69)	(2,278.61)
Total Comprehensive Income	**48,298.36**	**26,214.22**	**664.52**	**88,679.18**	**(18,259.22)**	**(810.15)**	**33,375.48**	**(986.76)**	**(1,588.39)**	**(428.87)**	**3,105.36**	**1,78,263.73**	**14,154.18**	**1,92,417.91**
Dividend paid	-	-	-	(4,728.57)	-	-	-	-	-	-	-	(4,728.57)	(4,615.93)	(9,344.50)
Balance as at March 31, 2026	**48,298.36**	**26,214.22**	**664.52**	**83,950.61**	**(18,259.22)**	**(810.15)**	**33,375.48**	**(986.76)**	**(1,588.39)**	**(428.87)**	**3,105.36**	**1,73,535.16**	**9,538.25**	**1,83,073.41**

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

Aasheesh Arjun Singh
Partner
Membership Number: 210122

Mumbai, India
May 15, 2026

For and on behalf of Board of Directors of
PDS Limited

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

Pallak Seth
Executive Vice Chairman
DIN : 00003040

Sanjay Jain
Chief Executive Officer

Sadik Sunasara
Chief Financial Officer

Abhishekh Kanoi
Group Legal Head & Company Secretary
Membership No. FCS 9530

Mumbai, India
May 15, 2026

Statement of Consolidated Cash Flow

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Notes	Year ended March 31, 2026	Year ended March 31, 2025 (Restated)
Cash flows from operating activities			
Profit before tax		20,545.49	26,848.95
Adjustments for:			
Share of loss of associates and joint ventures		181.69	91.99
Depreciation and amortization expense	32	13,089.54	11,073.85
Finance costs	31	14,647.81	12,650.67
Provision for doubtful debts	33	1,802.99	1,365.79
Interest income	26	(1,675.15)	(1,801.66)
Dividend income	26	(76.05)	(129.81)
Liabilities written back	26	(285.17)	(59.12)
Fair value gain on financial assets measured at fair value through profit and loss	26	(3,225.23)	(1,745.18)
Employee share compensation expense	30	367.97	618.18
Loss on sale of property, plant & equipment	33	14.82	-
Gain on termination of lease	26	-	(14.31)
Gain on sale of short term investments	26	(287.42)	(160.99)
Gain on sale of subsidiary and joint venture	26	(225.26)	-
Unrealised foreign exchange fluctuation (gain)/ loss, net	26	(1,931.17)	628.66
Unwinding of discount on security deposits	26	(17.70)	(3.40)
Operating profit before working capital changes		**42,927.16**	**49,363.62**
Movement in working capital:			
Change in trade payables and other financial liabilities		(3,621.54)	(5,639.34)
Change in other liabilities		(333.64)	(274.60)
Change in provisions		469.48	144.09
Change in trade receivables		45,769.28	(14,720.94)
Change in other assets		(4,560.13)	(10,004.49)
Change in inventories		1,104.99	(15,112.41)
Change in other financial assets		453.71	(3,868.57)
Cash generated/ (used in) from operations		**82,209.31**	**(112.64)**
Direct tax paid, net of refunds received		(4,123.92)	(3,542.55)
Net cash generated from/ (used in) from operating activities (a)		**78,085.39**	**(3,655.19)**
Cash flows from investing activities			
Purchase of property, plant and equipment, capital working in progress & investment property,	4,5,6	(3,613.24)	(9,106.38)
Proceeds from sale of property, plant and equipment	4,5,6	-	12.89
Purchase of intangible assets	8	(2,673.31)	(5,285.03)
Purchase of investments	9A,9B	(3,323.49)	(7,197.66)
Proceeds from sale of investments	9A,9B	6,338.63	1,896.39
Proceeds from sale of short term investments, net	9A,9B	287.42	160.99
Consideration paid towards acquisition of non-controlling interest in subsidiary, business combinations and asset acquisition, net of cash acquired	46	(5,118.90)	(564.89)
Proceeds from sale of subsidiary and joint venture		159.62	-
Investment in bank deposits, net	15	2,969.63	(7,937.97)
Dividend received	26	76.05	129.81
Interest received	26	1,684.08	2,042.48
Net cash (used in) investing activities (b)		**(3,213.51)**	**(25,849.37)**
Cash flows from financing activities			
(Repayment)/ Proceeds of short term borrowings, net	18	(24,378.32)	19,983.61
Proceeds of long term borrowings	18	4,689.09	7,847.91
Repayment of long term borrowings	18	(1,087.08)	(416.67)
Acquisition of own equity shares by a controlled trust		-	(289.38)
Payment of dividend to shareholders		(4,706.77)	(6,463.08)
Payment of dividend to non-controlling interests of subsidiaries		(4,615.93)	(7,066.33)
Issuance of share capital including premium (net of issue expenses)	16	283.68	43,343.93
Payment of principal portion of lease liabilities	45	(5,557.89)	(4,029.20)
Interest paid on lease liabilities	45	(802.87)	(582.95)
Interest paid		(13,819.54)	(12,058.79)
Net cash (used in)/ generated from financing activities (c)		**(49,995.63)**	**40,269.05**
Net increase in cash and cash equivalents (a+b+c)		**24,876.25**	**10,764.49**
Effect of exchange rate changes on cash and cash equivalents		4,979.40	(797.07)
Opening balance of cash and cash equivalents (net of bank overdraft)		42,750.46	32,783.04

Statement of Consolidated Cash Flow

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Notes	Year ended March 31, 2026	Year ended March 31, 2025 (Restated)
Cash and cash equivalents at the end of the year		**72,606.11**	**42,750.46**
Components of cash and cash equivalents			
Cash on hand	14	1,215.23	74.17
With banks - on current account and deposits with banks	14	74,827.98	43,463.16
Bank overdraft	18	(3,437.10)	(786.87)
Cash and cash equivalent at the end of the year		**72,606.11**	**42,750.46**

Note: 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:

Particulars	As at 01 April 2025	Cash flow			Non-cash			As at March 31, 2026
		Acquired under business combination	Additions	Repayment	Amortisation of upfront fees/ Interest expense	Exchange difference	Changes in leases	
Borrowings	1,10,327.16	11,167.97	4,689.09	(25,465.40)	-	9,929.06	-	1,10,647.88
Interest accrued but not due on borrowings	37.19	-	-	(13,819.54)	13,832.06	-	-	49.71
Lease liability	12,092.90	-	5,463.73	(6,360.76)	802.87	2,024.06	(1,707.59)	12,315.21
	1,22,457.25	**11,167.97**	**10,152.82**	**(45,645.70)**	**14,634.93**	**11,953.12**	**(1,707.59)**	**1,23,012.80**

Particulars	As at 01 April 2024	Cash flow			Non-cash			As at March 31, 2025
		Acquired under business combination	Additions	Repayment	Amortisation of upfront fees/ Interest expense	Exchange difference	Changes in leases	
Borrowings	80,924.48	-	27,831.51	(416.67)	-	1,987.84	-	1,10,327.16
Interest accrued but not due on borrowings	37.19	-	-	(12,058.79)	12,058.79	-	-	37.19
Lease liability	11,103.33	-	-	(4,612.15)	582.95	72.85	4,945.92	12,092.90
	92,065.00	**-**	**27,831.51**	**(17,087.61)**	**12,641.74**	**2,060.69**	**4,945.92**	**1,22,457.25**

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

Aasheesh Arjun Singh
Partner
Membership Number: 210122

Mumbai, India
May 15, 2026

For and on behalf of Board of Directors of
PDS Limited

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

Pallak Seth
Executive Vice Chairman
DIN : 00003040

Sanjay Jain
Chief Executive Officer

Sadik Sunasara
Chief Financial Officer

Abhishekh Kanoi
Group Legal Head &
Company Secretary
Membership No. FCS 9530

Mumbai, India
May 15, 2026

Summary of material accounting policy information 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, 2026 were approved by the Board of Directors and authorised for issue on May 15, 2026.

Going concern: The Board of Directors have considered the financial position of the Group as at March 31, 2026 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 pronouncements

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.

A. The Group applied following amendments for the first-time during the current year which are effective from 1 April 2025:

Lack of exchangeability – Amendments to Ind AS 21

MCA via notification dated 7 May 2025, announced amendments to Ind AS 21, The Effects of Changes in Foreign Exchange Rates, to specify 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 require 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. The amendments do not have a material impact on the Group's Consolidated Financial Statements.

Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants - Amendments to Ind AS 1

MCA via notification dated 13 August 2025 announced amendments to Ind AS 1, Presentation of Financial Statements, which elaborate on guidance set out in Ind AS 1 by:

- clarifying that the right to defer settlement of a liability for at least 12 months after the reporting period;
  - a) must have substance, and
  - b) must exist at the end of the reporting period;
- stating that management's expectations around whether the settlement of a liability would be deferred or not, does not impact the classification of the liability;
- including requirements for liabilities that can be settled using an entity's own instruments; and
- stating that at the reporting date, the entity does not consider covenants that will need to be complied with in the future when considering the classification of the debt as current or non-current.

In addition, an entity is required to disclose when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

The amendments do not have a impact on the classification of the Group's liabilities as at the balance sheet date.

Summary of material accounting policy information and other explanatory information

Supplier Finance Arrangements - Amendments to Ind AS 7 and Ind AS 107

MCA via notification dated 13 August 2025 announced amendments to Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments: Disclosures which introduced disclosure requirements with the objective to enable users of financial statements to assess how supplier finance arrangements affect an entity's liabilities, cashflows and exposure to liquidity risk. However, MCA has granted following reliefs in the first year of application. Hence, the amendments do not have a material impact on the Group's Consolidated Financial Statements.

International Tax Reform - Pillar Two Model Rules - Amendments to Ind AS 12

MCA via notification dated 13 August 2025 announced amendments to Ind AS 12, Income Taxes, which includes:

- a temporary exception to the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules; and
- additional disclosure requirements targeted at a reporting entity's exposure to income taxes in periods in which the Pillar Two Model legislation is enacted or substantively enacted but not yet in effect.

The impact of this amendment on the Group's Consolidated Financial Statements has been disclosed in Note 24.

B. Amendments effective from annual reporting periods beginning on or after April 01, 2025:

Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants - Amendments to Ind AS 1

Paragraph 74 of Ind AS 1 currently effective for the year ended 31 March 2026 requires the entity not to classify the liability as current, if there is a breach of a material covenant of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, however, the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

MCA vide notification dated 13 August 2025, has introduced amendment under Paragraph 74 of Ind AS 1 which requires the entity to classify the liability as current under the aforementioned situation because, at the end of the reporting period, it does not have the right to defer its settlement for at least twelve months after that date. Such amendment has been made effective for annual reporting periods beginning on or after 01 April 2026 retrospectively in accordance with Ind AS 8.

This amendment is not expected to have a material impact on the Group's Consolidated 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 Company i.e. March 31, 2026.

(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 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

Summary of material accounting policy information and other explanatory information

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 policy information 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:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2026	% of voting power held as at March 31, 2025
Multinational Textile Group Limited	Investments	Mauritius	100.00%	100.00%
Technocian Fashions Private Limited	Sourcing services	India	55.00%	55.00%
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[6]	Trading	India	28.70%	76.00%
PDS Global Sourcing Limited[2]	Trading	India	99.99%	NA
Nexstyle Apparel Manufacturing Limited[4]	Manufacturing	India	92.78%	99.99%

(ii) Multinational Textiles Group Limited holds the following subsidiaries:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2026	% of voting power held as at March 31, 2025
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%
Techno Sourcing BD Limited	Trading	Bangladesh	49.00%	49.00%
PDS Multinational FZCO	Trading	United Arab Emirates	100.00%	100.00%

(iii) Norwest Industries Limited, holds the following subsidiaries:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2026	% of voting power held as at March 31, 2025
Nor Lanka Manufacturing Limited	Manufacturing	Hong Kong	90.50%	90.50%
Northern Apparel Limited (Formerly known as Nor India Manufacturing Company Limited and 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%
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%
360 Notch Limited	Trading	Hong Kong	100.00%	100.00%
Twins Asia Limited[3]	Trading	Hong Kong	100.00%	85.00%
Kindred Brands Limited	Trading	Hong Kong	57.50%	57.50%

Summary of material accounting policy information and other explanatory information

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2026	% of voting power held as at March 31, 2025
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[3]	Trading	Hong Kong	100.00%	85.00%
Casa Collective Limited	Trading	HongKong	75.00%	75.00%
Brand Collective Limited	Trading	HongKong	70.00%	70.00%
Kleider Sourcing Limited	Trading	Bangladesh	99.97%	99.97%

(iv) Design Arc Europe Limited holds the following subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2026	% of voting power held as at March 31, 2025
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, 2026	% of voting power held as at March 31, 2025
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, 2026	% of voting power held as at March 31, 2025
Poeticgem Limited	Trading	United Kingdom	99.00%	99.00%
Zamira Fashion Limited	Trading	Hong Kong	67.00%	67.00%
PG Group Limited	Trading	Hong Kong	51.00%	51.00%
Simple Approach Limited	Trading	Hong Kong	80.00%	80.00%
Onme Soho Health and Beauty Limited (Erstwhile PDS Smart Fabric Tech Limited)[4]	Trading	Hong Kong	85.00%	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	Trading	Hong Kong	99.00%	99.00%
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[3]	Trading	United Kingdom	100.00%	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%
Spring Design London Limited	Trading	United Kingdom	100.00%	100.00%
Design COE Limited (Formerly known as PDS Fashion USA Limited , Pro Trusted Med Tech Limited and FX Import Hong Kong Limited)[4]	Trading	Hong Kong	85.00%	85.00%
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%

Summary of material accounting policy information and other explanatory information

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2026	% of voting power held as at March 31, 2025
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%
Design Arc Asia Limited[3]	Trading	Hong Kong	93.00%	85.00%
Origin Global Limited (Erstwhile PDS Far-East Limited)	Trading	Hong Kong	80.00%	80.00%
Angelic-Partners Limited	Trading	Hong Kong	55.00%	55.00%
Recovered Clothing	Trading	United Kingdom	15.00%	15.00%
GSC Link Limited[1]	Trading	Hong Kong	60.00%	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, 2026	% of voting power held as at March 31, 2025
Progress Manufacturing Group Limited[3]	Trading	Hong Kong	100.00%	87.00%
GoodEarth Lifestyle Limited (Erstwhile Green Apparel Industries Limited)[3]	Trading	Hong Kong	100.00%	93.00%
Knit Gallery Hong Kong Limited (Erstwhile PDS Incubation Company Limited & PDS Sourcing Hong Kong Limited)[4]	Trading	Hong Kong	55.00%	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, 2026	% of voting power held as at March 31, 2025
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, 2026	% of voting power held as at March 31, 2025
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%

(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, 2026	% of voting power held as at March 31, 2025
Twins Asia FZCO[3]	Trading	United Arab Emirates	100.00%	85.00%
Kleider Sourcing FZCO	Trading	United Arab Emirates	51.00%	51.00%
Design Arc FZCO[3]	Trading	United Arab Emirates	100.00%	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%

Summary of material accounting policy information and other explanatory information

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2026	% of voting power held as at March 31, 2025
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[3]	Trading	United Arab Emirates	100.00%	75.00%
Stellar Brands Global FZCO (Erstwhile PDS Sourcing FZCO)	Trading	United Arab Emirates	100.00%	100.00%
The Source Fashions Platform FZCO	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	Trading	United Arab Emirates	85.00%	85.00%
Collective Near East Sourcing Services FZCO	Trading	United Arab Emirates	100.00%	100.00%
DH SOURCING LIMITED[5]	Trading	United Arab Emirates	NA	60.00%
Moda and Beyond FZCO (Erstwhile PDS Design Services FZCO)	Trading	United Arab Emirates	100.00%	100.00%
PDS DSGN 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	Trading	United Arab Emirates	85.00%	85.00%
Simple Approach Trading FZCO	Trading	United Arab Emirates	75.00%	75.00%
TRITRON FASHION FZCO	Trading	United Arab Emirates	60.00%	60.00%

(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, 2026	% of voting power held as at March 31, 2025
Loop Digital Wardrobe Limited[3]	Trading	United Kingdom	39.00%	39.00%

(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, 2026	% of voting power held as at March 31, 2025
SKOPE Apparels FZCO	Trading	United Arab Emirates	100.00%	100.00%

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(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, 2026	% of voting power held as at March 31, 2025
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, 2026	% of voting power held as at March 31, 2025
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, 2026	% of voting power held as at March 31, 2025
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%
Simple Approach UK Limited[2]	Trading	United Kingdom	100.00%	NA

(xvi) Nexstyle Apparel Manufacturing Limited, India holds the following subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2026	% of voting power held as at March 31, 2025
Nexstyle Apparel Manufacturing Limited[2]	Trading	Mauritius	100.00%	NA
Knit Gallery India Private Limited[1]	Manufacturing	India	55.00%	NA

(xvi) Nexstyle Apparel Manufacturing Limited, Maurititus holds the following subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2026	% of voting power held as at March 31, 2025
PDS Manufacturing Limited	Investments	Mauritius	100.00%	100.00%

(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, 2026	% of voting power held as at March 31, 2025
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, 2026	% of voting power held as at March 31, 2025
Grupo Sourcing Limited, Bangladesh[5]	Trading	Bangladesh	NA	99.98%

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(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, 2026	% of voting power held as at March 31, 2025
GoodEarth Apparels Limited (Erstwhile Green Smart Shirts Limited)[4]	Manufacturing	Bangladesh	100.00%	100.00%

(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, 2026	% of voting power held as at March 31, 2025
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, 2026	% of voting power held as at March 31, 2025
Suri Overseas Private Limited	Trading	India	100.00%	100.00%
Pangram Celebrity Brands Private Limited[6]	Trading	India	47.30%	NA
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, 2026	% of voting power held as at March 31, 2025
Upcycle Labs Limited	Investments	United Kingdom	61.00%	61.00%
Apex Black Limited	Investments	Hong Kong	65.00%	65.00%

(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, 2026	% of voting power held as at March 31, 2025
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, 2026	% of voting power held as at March 31, 2025
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, 2026	% of voting power held as at March 31, 2025
Vivere London Limited	Trading	United Kingdom	76.00%	76.00%
Adaptive Fashion Limited (Erstwhile UNHIDDEN-UK LIMITED)	Trading	United Kingdom	100.00%	100.00%
Roksanda UK Limited	Trading	United Kingdom	100.00%	100.00%

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(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, 2026	% of voting power held as at March 31, 2025
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, 2026	% of voting power held as at March 31, 2025
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, 2026	% of voting power held as at March 31, 2025
Recovered Clothing Limited	Trading	United Kingdom	75.00%	75.00%

(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, 2026	% of voting power held as at March 31, 2025
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, 2026	% of voting power held as at March 31, 2025
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 FZCO holds the following subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2026	% of voting power held as at March 31, 2025
Poeticgem Europe Limited	Trading	Ireland	100.00%	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, 2026	% of voting power held as at March 31, 2025
INFINITY FASHION TEDARiK HiZMETLERi ANONiM SiRKETi (Erstwhile GEORGE TEDARIK HIZMETLERI ANONIM S1RKETI)	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, 2026	% of voting power held as at March 31, 2025
Fareast Vogue Limited[5]	Trading	Hongkong	NA	100.00%
Techno (Shanghai) Trading Company Limited	Trading	China	100.00%	100.00%

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(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, 2026	% of voting power held as at March 31, 2025
Techno Sourcing Dis Ticaret Anonim Sirketi	Trading	Turkey	100.00%	100.00%
Techno Design USA LLC	Trading	United States of America	100.00%	100.00%

(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, 2026	% of voting power held as at March 31, 2025
S.Oliver Fashion India Private Limited[5]	Sourcing services	India	NA	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, 2026	% of voting power held as at March 31, 2025
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, 2026	% of voting power held as at March 31, 2025
Digital Ecom Techno Private Limited[5]	Trading	India	NA	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, 2026	% of voting power held as at March 31, 2025
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, 2026	% of voting power held as at March 31, 2025
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, 2026	% of voting power held as at March 31, 2025
Positive Materials Industries LDA (Erstwhile Progressive Crusade Unipessoal LDA)	Trading	Portugese	60.00%	60.00%

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(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, 2026	% of voting power held as at March 31, 2025
GWD Enterprises Limited	Trading	United Kingdom	25.00%	25.00%

(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, 2026	% of voting power held as at March 31, 2025
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, 2026	% of voting power held as at March 31, 2025
Mambo Leisure Masters Limited[5]	Trading	Sri Lanka	NA	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, 2026	% of voting power held as at March 31, 2025
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, 2026	% of voting power held as at March 31, 2025
Sunny Up US Limited	Trading	United States of America	100.00%	100.00%

(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, 2026	% of voting power held as at March 31, 2025
LillyandSid Limited	Trading	United Kingdom	55.00%	55.00%

(xxxxvii) POSITIVE MATERIALS INDUSTRIES LDA holds the following Subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2026	% of voting power held as at March 31, 2025
Positive Materials Limited	Trading	United Kingdom	100.00%	100.00%

(xxxxvii) Onme Soho Health and Beauty Limited holds the following Subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2026	% of voting power held as at March 31, 2025
ONME SOHO HEALTH AND BEAUTY LIMITED[2]	Trading	United Kingdom	100.00%	100.00%

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(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, 2026	% of voting power held as at March 31, 2025
OLE Fashion Limited (Erstwhile PDS Online Enterprise UK Limited)	Trading	United Kingdom	100.00%	100.00%

(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, 2026	% of voting power held as at March 31, 2025
Northern Brands Limited (Erstwhile Subtract Retail Limited)	Trading	United Kingdom	100.00%	100.00%

(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, 2026	% of voting power held as at March 31, 2025
PDS NORTH AMERICA LLC	Trading	United States of America	100.00%	100.00%
Design Arc LLC[2]	Trading	United States of America	100.00%	NA
DESIGN COE USA INC[2]	Trading	United States of America	100.00%	NA
New Lobster USA LLC[5]	Trading	United States of America	NA	100.00%

(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, 2026	% of voting power held as at March 31, 2025
BRAND COLLECTIVE BCPT, UNIPESSOAL LDA[5]	Trading	Portugal	NA	100.00%

(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, 2026	% of voting power held as at March 31, 2025
PDS MEA Limited	Trading	Egypt	99.98%	99.98%

(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, 2026	% of voting power held as at March 31, 2025
PDS Online Enterprise USA Inc	Trading	Egypt	100.00%	100.00%

(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, 2026	% of voting power held as at March 31, 2025
SNE MODA TASARIM SANAYi VE TiCARET ANONiM SiRKETi[2]	Trading	Turkey	100.00%	100.00%

Summary of material accounting policy information 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, 2026	% of voting power held as at March 31, 2025
KONTEMPORARY KONCEPTS PRIVATE LIMITED5	Trading	India	NA	99.99%

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, 2026	% of voting power held as at March 31, 2025
PDS Multinational Fashions ESOP Trust	Trust	India	100.00%	100.00%

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/disposed during the year

6 Divested stake to other group component 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

Summary of material accounting policy information and other explanatory information

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 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 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. 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

Summary of material accounting policy information and other explanatory information

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-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 - 6 years	3 - 5 years
Plant and machinery	10 - 15 years	4 - 5 years

** As per Schedule II to the Companies Act, 2013.*

Freehold land is not depreciated and leasehold improvements is depreciated over the period of lease.

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	5 years	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.

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.

h) 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.

Summary of material accounting policy information and other explanatory information

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 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 marketing fee

Commission income and marketing fee 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 entity 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 entity 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 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

Summary of material accounting policy information and other explanatory information

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 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.

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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 remuneration, 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 shared 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 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 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

Summary of material accounting policy information and other explanatory information

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.

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').

Summary of material accounting policy information and other explanatory information

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 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.

Summary of material accounting policy information and other explanatory information

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.

Pillar Two legislation has been implemented in some of the jurisdictions in which subsidiaries of the Group operate and the Group qualifies as a multinational enterprise subject to the Pillar Two regulations. Given this, the Group performed its assessment of the tax legislation in all the countries in which subsidiaries of the Group operate to determine whether a Pillar Two 'top-up' tax liability needs to be recognised.

The Group has taken into account the latest information available regarding the operations of every subsidiary as well as applicable effective tax rates in each affected country and prior year and expected effective tax rates, adjusted for Pillar Two disallowed deductions.

Therefore, based on the information gathered, management has assessed that the Group is still subject to a top-up tax for the period ended 31 March 2026 for its operations in HongKong and Dubai where the statutory tax rate is below 15% and the effective tax rate is below 15% after accounting for certain deductions disallowed by Pillar Two tax legislation. Since both are less than the 15% global minimum required by the Pillar Two legislation, the Group has recognised and presented in its current tax expense, a top-up tax for the period ended 31 March 2026.

The Group has applied the amendment to Ind AS 12 which allows for temporary mandatory relief from accounting for the deferred tax impacts of the top-up tax and allows for recognition of the top-up as current tax expense as incurred.

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, 2026

(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, 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	**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**
Additions/ transfers during the year	-	1,075.51	634.36	906.24	885.08	135.39	294.37	645.52	6,167.58	10,744.05
Additions on account of acquisitions during the year (refer note 46A)	535.29	-	1,832.47	196.60	2,630.23	518.79	128.68	9.16	-	5,851.22
Disposals during the year	(467.11)	-	(967.00)	(199.15)	(150.34)	(1.22)	(227.05)	(99.25)	(2,019.71)	(4,130.83)
Effect of changes in exchange rates	79.08	1,145.18	1,003.68	704.23	2,858.30	92.86	2,354.46	290.98	4,226.13	12,754.90
Balance as at March 31, 2026	**954.43**	**13,044.05**	**13,530.39**	**8,481.69**	**27,747.64**	**1,858.23**	**14,402.53**	**4,070.33**	**37,926.72**	**1,22,016.01**
Accumulated depreciation										
Balance as at April 01, 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	**-**	**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**
Depreciation charge for the year	-	513.63	1,240.07	736.98	1,319.45	229.29	797.71	502.48	5,250.77	10,590.38
Additions on account of acquisitions during the year (refer note 46A)	-	-	388.73	18.29	1,495.93	107.46	14.92	3.91	-	2,029.24
Disposals during the year	-	-	(815.17)	(98.28)	(95.15)	(0.94)	(108.21)	(80.34)	(738.27)	(1,936.36)
Effect of changes in exchange rates	-	518.68	629.32	440.52	1,534.09	64.87	1,997.14	200.78	2,779.90	8,165.30
Balance as at March 31, 2026	**-**	**4,824.08**	**7,031.52**	**5,505.58**	**8,163.58**	**1,029.65**	**11,418.14**	**2,652.94**	**25,467.38**	**66,092.87**
Net book value										
Balance as at March 31, 2026	**954.43**	**8,219.97**	**6,498.87**	**2,976.11**	**19,584.06**	**828.58**	**2,984.39**	**1,417.39**	**12,459.34**	**55,923.13**
Balance as at March 31, 2025	**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**

**The buildings situated in Hong Kong and in India (Norwest Industries Limited and Knit Gallery India private 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, 2026	As at March 31, 2025
Gross carrying value	4,504.43	4,028.30
Less: Accumulated deprecation	(1,690.86)	(1,454.80)
Net book value	**2,813.57**	**2,573.50**

**The leasehold improvements situated in United Kingdom (PDS Fashion Limited, the subsidiary 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, 2026	As at March 31, 2025
Gross carrying value	18,982.80	16,707.55
Less: Accumulated deprecation	(1,110.09)	(316.92)
Net book value	**17,872.71**	**16,390.63**

(i) The Group does not have immovable property (other than properties where the Group 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 Group.

Notes to the Consolidated Financial Statements

as at March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Note 5 : Capital work in progress

Particulars	As at March 31, 2026	As at March 31, 2025
Balance in the beginning of the year	131.75	11,461.04
Additions during the year	76.52	141.88
Capitalisation during the year	(172.13)	(11,736.43)
Effect of changes in exchange rates	8.65	265.26
Balance as at the year end	**44.79**	**131.75**

Ageing of Capital work in progress

Particulars	As at March 31, 2026				
	less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress*	44.79	-	-	-	44.79
Projects temporarily suspended	-	-	-	-	-
	44.79	**-**	**-**	**-**	**44.79**

Particulars	As at March 31, 2025				
	less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress*	131.75	-	-	-	131.75
Projects temporarily suspended	-	-	-	-	-
	131.75	**-**	**-**	**-**	**131.75**

**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, 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**
Additions during the year	-	30.60	30.60
Balance as at March 31, 2026	**68.81**	**3,296.44**	**3,365.25**
Accumulated depreciation			
Balance as at April 01, 2024	**-**	**312.85**	**312.85**
Depreciation charge for the year	-	92.02	92.02
Balance as at March 31, 2025	**-**	**404.87**	**404.87**
Depreciation charge for the year	-	110.64	110.64
Balance as at March 31, 2026	**-**	**515.51**	**515.51**
Net book value			
Balance as at March 31, 2026	**68.81**	**2,780.93**	**2,849.74**
Balance as at March 31, 2025	**68.81**	**2,860.97**	**2,929.78**

a) Fair value

Particulars	Freehold land	Building	Total
Balance as at March 31, 2026	5,250.00	2,975.48	8,225.48
Balance as at March 31, 2025	4,987.50	2,975.48	7,962.98

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as at March 31, 2026

(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, 2026	As at March 31, 2025
Rental Income derived from investment property	393.82	330.23
Less: Direct operating expenses	308.87	295.39
Profit from investment property before depreciation	**84.95**	**34.83**
Less: Depreciation	110.64	92.02
Loss from investment property	**(25.69)**	**(57.19)**

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, 2026	As at March 31, 2025
Not later than 1 year	171.97	212.04
Later than 1 year but not later than 5 years	154.64	311.42
Total	**326.61**	**523.46**

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 - Freehold 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 ₹ 8,225.48 (March 31, 2025: ₹ 7,962.98) 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, 2026 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, 2024	**10,407.14**
Acquisition of a subsidiary (refer note 46B)	249.20
Effect of changes in exchange rates	209.33
Balance as at March 31, 2025	**10,865.67**
Acquisition of a subsidiary (refer note 46A)	8,328.74
Effect of changes in exchange rates	773.18
Balance as at March 31, 2026	**19,967.59**

Allocation of goodwill to Cash Generating Units (CGU)

Particulars	As at March 31, 2026	As at March 31, 2025
Poeticgem, Poeticgem International, Poetic Brands, Design Arc UK and Design Arc Asia	2,351.14	2,228.30
Simple Approach Limited	2,048.01	1,938.11
DBS Lifestyle India Private Limited	1,603.26	1,603.26
Nor Lanka Manufacturing Limited	1,099.42	990.79

Notes to the Consolidated Financial Statements

as at March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
Lilly and Sid Limited	757.99	683.09
Upcycle labs Limited	634.40	571.21
Sunny up Limited	596.24	541.56
Sourcing Solutions BVBA	370.55	333.94
Infinity Fashion FZCO	292.86	265.34
PDS Radius Brands FZCO	334.74	301.40
Vivere London Limited	212.28	192.73
Wonderwall (F.E) Limited	1,063.87	966.75
Angelic Partner	55.75	51.42
Subtract Retail Limited	218.34	197.77
GSC Link Limited (refer note 46A)	1,877.75	-
Knit Gallery India Private Limited (refer note 46A)	6,450.99	-
Total	**19,967.59**	**10,865.67**

Impairment assessment 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 Group's operating segment. Goodwill is tested for impairment at least annually in accordance with the Group'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, 2026. The discount rate applied to the cash flow projections is within the range of 10.00%-22.00% (March 31, 2025: 10.00%-22.50%) and cash flows beyond the five-year period were extrapolated using a growth rate of 3.00%-6.50% (March 31, 2025: 3.00%-7.00%).

As at March 31, 2026, the estimated recoverable amount of the CGU exceeds 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

Particulars	Computer software	Trade marks	Total
Gross carrying amount			
Balance as at April 01, 2024	5,146.83	0.90	5,147.73
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**
Addition during the year	2,673.31	-	2,673.31
Effect of changes in exchange rates	514.05	-	514.05
Balance as at March 31, 2026	**13,587.07**	**0.90**	**13,587.97**
Amortisation			
Balance as at April 01, 2024	2,109.29	0.90	2,110.19
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**
Amortisation charge for the year	2,388.53	-	2,388.53
Effect of changes in exchange rates	514.05	-	514.05
Balance as at March 31, 2026	**6,554.67**	**0.90**	**6,555.57**
Net carrying value			
Balance as at March 31, 2026	**7,032.40**	**-**	**7,032.40**
Balance as at March 31, 2025	**6,747.62**	**-**	**6,747.62**

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as at March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Note 9A : Investments

Particulars	As at March 31, 2026		As at March 31, 2025	
	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	2.46	57.00	1,387.21
Debt investments - refer note (ii) below	-	-	-	2,402.07
Investment in convertible notes - refer note (iii) below	5,140.50	-	2,820.84	-
Investment in funds - refer note (iv) below	11,718.42	-	7,255.93	-
Other investments - refer note (v) below	3,799.76	-	3,338.22	-
Total (A)	**20,715.68**	**2.46**	**13,471.99**	**3,789.28**
Fair value through other comprehensive income				
Equity instruments (refer note 'b' below)	19,522.63	-	21,767.12	-
Total (B)	**19,522.63**	**-**	**21,767.12**	**-**
Total [C= (A+B)]	**40,238.31**	**2.46**	**35,239.11**	**3,789.28**
Aggregate amount of quoted investments and market value	52.58	2.46	47.94	3,789.28
Aggregate amount of unquoted investments	40,185.73	-	35,191.17	-
	40,238.31	**2.46**	**35,239.11**	**3,789.28**

Note:

a) Financial assets at fair value through profit or loss :

i) The listed and unlisted equity instruments as at March 31, 2026 and March 31, 2025 were classified as financial assets at fair value through profit or loss as they were held for trading.

ii) The listed debt instruments has been disposed off during the year

iii) The convertible notes as at March 31, 2026 and March 31, 2025 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.

iv) The investment in funds as at March 31, 2026 and March 31, 2025 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.

v) 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, 2026, the Group's other investments with an aggregate carrying value of ₹ 3,799.76 (March 31, 2025: ₹ 3,338.22) were pledged to secure the general banking facilities granted to the Group.

vi) The below mentioned equity investments as at March 31, 2026 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, 2026	As at March 31, 2025
Equity investments, at fair value though profit and loss		
Parc designs private limited 5,70,000 equity shares of ₹10 each (March 31, 2025: 5,70,000) equity shares of ₹10 each	57.00	57.00
Investment in equity shares of listed companies	2.46	1,387.21
Total	**59.46**	**1,444.21**

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as at March 31, 2026

(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, 2026	As at March 31, 2025
Alacrity Law Limited	Equity Shares	200.86	458.16
Brand Kreations Limited	Equity Shares	-	1,731.83
Cerebra Technologies, Inc.	Preference shares	69.46	58.60
Ethical Fashion Group Limited	Equity Shares	49.36	44.06
Fertifa Limited	Equity Shares	173.60	151.63
Good On You Pty Limited	Equity Shares	245.33	156.48
Materra Ltd	Equity Shares	1,851.68	3,980.30
M-Xr Limited	Equity Shares	817.05	777.45
Style Theory Private Limited	Compulsory convertible preference shares	-	81.96
Symbioco Limited	Equity Shares	-	317.99
War Paint Men'S Grooming Limited	Equity Shares	3.54	142.73
Clinova Limited	Equity Shares	244.93	222.42
Juhu Exchange Limited	Preference Shares	182.57	252.34
Bedfolk Limited	Equity Shares	549.80	480.22
Big Thinx, Inc.	Equity Shares	1,174.76	1,750.58
Fabacus Holdings Limited	Equity Shares	189.65	160.01
Brandlab 360 Inc	Equity Shares	135.30	118.18
Brawn Power Limited	Equity Shares	5.22	74.74
Co Commerce Shopping Platdorm Limited	Equity Shares	284.94	245.56
By Rotation Limited	Equity Shares	63.20	55.20
Coat Trading Limited	Equity Shares	111.58	85.39
Fable Home Inc.	Equity Shares	1,202.66	1,054.84
Lukla Inc	Equity Shares	237.08	213.66
Haeckels Limited	Equity Shares	346.32	302.50
Hide Biotech Limited	Equity Shares	264.23	239.14
Kavida Technologies Limited	Equity Shares	-	145.09
Love The Sales Limited	Equity Shares	1,516.43	351.9
Maude Group Inc.	Equity Shares	735.93	634.2
Ray Studios Limited	Equity Shares	105.45	70.5
Asian Court Holding Inc.	Equity Shares	151.50	138.11
To The Marekt Inc.	Equity Shares	922.27	831.09
True Capital - Zwift LP Share	Equity Shares	627.22	373.67
Unmind Limited	Equity Shares	164.37	152.91
Zen Industries Limited	Equity Shares	552.00	148.32
Monolith AI Limited	Preference shares	-	304.58
Buzz Solutions, Inc	Preference shares	259.64	129.24
Unspun Limited	Preference shares	164.85	245.08
Viabot, Inc	Equity Shares	274.48	158.27
Arpalus Limited	Equity Shares	31.56	27.20
Inde Wild Inc	Equity Shares	205.23	171.30
Urban Legend Inc	Equity Shares	-	68.08
Awe Inspired Inc	Equity Shares	478.15	412.07
Shell Works Inc	Equity Shares	349.87	201.73
Colorfix Limited	Preference shares	260.32	131.22
Smartex corporation	Preference shares	87.26	85.22
Fabacus holding limited	Equity Shares	636.84	556.21
Evrnu, SPC	Equity Shares	162.97	297.37
Sheep Inc	Equity Shares	315.99	153.46
Regeneration SRL	Equity Shares	64.09	46.22
Angel Hub - Cerqular	Equity Shares	23.71	21.36
Sereto Limited	Equity Shares	59.97	125.09
COCO Inc	Equity Shares	126.40	110.40
Nefa Holdings Inc	Equity Shares	55.31	23.11
Gaudy Food Inc	Equity Shares	412.92	345.81
Seachange Inc	Equity Shares	277.37	165.60
Dyerecycle Inc	Equity Shares	282.39	226.40
PolyOps, Inc (Cerebra)	Equity Shares	65.16	58.72
Oxyway Limited	Equity Shares	302.17	277.36
Frontier Knitters Private Limited	Equity Shares	102.60	102.62
Matereal Inc	Equity Shares	48.54	42.72
BCF LLP in Trust - Tira Inv	Equity Shares	198.69	215.16
NATURAL FIBER WELDING	Equity Shares	21.78	170.91
Pattern Project	Equity Shares	66.84	55.20
Moonsift	Equity Shares	47.82	41.21
Selectika (Ask Lily)	Equity Shares	252.10	82.80
Nature Coating	Equity Shares	166.25	465.49
Messa Tech (Northbound)	Equity Shares	295.77	248.09
Bloom Labs	Equity Shares	71.11	-
Royal Data Matics Private Limited	Equity Shares	176.19	-
Total		**19,522.63**	**21,767.12**

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, 2026	As at March 31, 2025
Interest in joint ventures (refer note 'a' below)	11,478.65	10,436.23
Interest in associates (refer note 'b' below)	640.85	788.87
Total	**12,119.50**	**11,225.10**

a) Investment in Joint ventures

Name	Investment details	Place of registration	Percentage of voting rights	Carrying value		Principal activities
				March 31, 2026	March 31, 2025	
Digital Ecom Techno Private Limited*	Authorised share capital of ₹ 100.00	India	50%	-	116.02	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 1,00,000 (₹ 19.01)	Poland	50%	11,478.65	10,320.21	Trading of garments
Yellow Octopus Ventures FZCO	Registered capital of AED 10,000 (₹ 2.27)	United Kingdom	50%			
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%			

**The Joint Venture has been disposed off during the current year.*

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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, 2026	March 31, 2025	
Loop Digital Wardrobe Limited	GBP 2,00,000 (₹ 202.78)	United Kingdom	34.00%	5.67	119.47	Trading of garments
GWD Enterprises Limited	USD 8,00,070 (₹ 657.52)	United Kingdom	25.00%	-	-	
Reflaunt Pte Limited	USD 7,50,000 (₹ 616.37)	Singapore	50.00%	-	-	Trading of garments on e-commerce platform
Nobleswear (Private) Limited	USD 10,40,000 (₹ 850.81)	Sri Lanka	26.00%	635.18	652.84	Manufacturing & Trading of garments
Mambo Leisure Masters Limited*	GBP 15,000 (₹ 15.79)	United Kingdom	20.00%	-	16.56	Ownership and licencing of intellectual property

**The Associate has been disposed off during the current year.*

Note 10 : Other financial assets

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current (unsecured, considered good)		
Security deposits (refer to note 'a' below)	23.10	20.41
Deposits with remaining maturity of more than 12 months (refer to note 'b' below)	-	331.01
Others	391.12	355.51
Total (A)	**414.22**	**706.93**
Current (unsecured, considered good)		
Security deposits (refer to note 'a' and 'c' below)	5,232.06	3,307.22
Interest accrued but not due	333.55	342.48
Dues from related party (refer note 36)	1,310.47	1,493.09
Derivative financial instruments (refer note 38)	69.17	52.83
Others	10,429.42	7,262.32
Unbilled revenue	-	1,062.20
Total (B)	**17,374.67**	**13,520.14**
Total (A+B)	**17,788.89**	**14,227.07**

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 Nil (March 31, 2025: ₹ 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) Includes the deposits with M/s Equentia Financial Service Private Limited amounting to ₹ 300.00 (March 31, 2025: ₹ 200) to obtain the factoring facility. The deposits is with the creditworthy financial institution with no history of default.

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as at March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Note 11 : Other assets

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current		
Capital advances	226.20	309.75
Total (A)	**226.20**	**309.75**
Current		
Balance with government authorities	2,673.33	1,913.22
Prepaid expenses	11,172.18	12,565.38
Advances to suppliers	13,275.39	9,264.09
Advances to employees	8,892.68	2,070.74
Total (B)	**36,013.58**	**25,813.43**
Total (A+B)	**36,239.78**	**26,123.18**

Note 12 : Inventories

Particulars	As at March 31, 2026	As at March 31, 2025
Raw materials	13,864.97	14,576.88
Work in progress	5,202.96	2,829.82
Finished goods	25,676.98	24,574.48
Goods-in-transit*	10,945.46	6,362.88
Total	**55,690.37**	**48,344.06**

**Goods-in-transit includes finished goods.*

Note 13 : Trade receivables

Particulars		As at March 31, 2026	As at March 31, 2025
(a)	Trade receivable considered good - secured	-	-
(b)	Trade receivable considered good - unsecured	1,64,665.57	1,85,993.46
(c)	Trade receivable which have significant increase in credit risk	-	-
(d)	Trade receivable - credit impaired	4,782.62	2,979.63
		1,69,448.19	**1,88,973.09**
Less: Allowance for expected credit loss		4,782.62	2,979.63
Total		**1,64,665.57**	**1,85,993.46**

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) Note 41(B)(i) includes disclosures relating to the credit risk exposures and analysis relating to the allowance for expected credit losses.

c) Trade receivables are generally on terms of repayment ranging between 90 to 135 days.

Notes to the Consolidated Financial Statements

as at March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

d) Trade receivable ageing schedule:

Particulars		March 31, 2026						
		Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	Undisputed trade receivables - considered good	1,30,402.39	29,709.84	1,003.16	2,426.88	605.18	518.12	1,64,665.57
(ii)	Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(ii)	Undisputed trade receivables - credit impaired	-	-	154.44	33.81	669.13	3,925.24	4,782.62
(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)		**1,30,402.39**	**29,709.84**	**1,157.60**	**2,460.69**	**1,274.31**	**4,443.36**	**1,69,448.19**
Less:- Allowance for expected credit loss (B)								4,782.62
Total (A-B)		**1,30,402.39**	**29,709.84**	**1,157.60**	**2,460.69**	**1,274.31**	**4,443.36**	**1,64,665.57**

Particulars		As at March 31, 2025						
		Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(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	-	-	-	-	-	-	-
(ii)	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**

Note 14 : Cash and cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with banks:		
- Current account*^	74,827.98	34,381.65
- Deposits with original maturity of 3 months or less^	-	9,081.51
Cash on hand	1,215.23	74.17
Total	**76,043.21**	**43,537.33**

Note:

At March 31, 2026, the cash and bank balances of the Group denominated in RMB amounted to ₹ 11.97 (March 31, 2025: ₹ 193.55). 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 ₹ 10,333.90 as at March 31, 2026 (March 31, 2025: ₹1,347.57).*

^ Cash and cash equivalents as at March 31, 2026 and March 31, 2025 include restricted cash and bank balances pertaining to following:

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(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
Bank account held by ESOP trust controlled by the Company	148.87	143.59
Balance in unpaid dividend account	157.19	135.39
QIP monitoring account - Deposits with original maturity of 3 months or less	-	9,080.00
QIP monitoring account - Current account	9,195.48	14.96
	9,501.54	**9,373.94**

Note 15 : Bank balance other than cash and cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
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' and 'b' below)	27,557.91	30,196.54
Total	**27,559.06**	**30,197.69**

a) Deposits as at March 31, 2026 amounting to ₹ 23,624.55 (March 31, 2025: ₹20,590.92) are pledged to secure the general banking facilities granted to the Holding Company, Progress Apparels Bangladesh Limited, Norwest Industries Limited and its subsidiaries. The pledged time deposits are deposited with creditworthy banks with no recent history of default.

b) Deposits amounting to ₹ 331.00 (March 31, 2025 : Nil) are pledged to secure term borrowings. The pledged time deposits are deposited with creditworthy bank with no history of default.

Note 16 : Share capital

Particulars	As at March 31, 2026	As at March 31, 2025
Authorised share capital		
25,00,00,000 (March 31, 2025: 25,00,00,000) equity shares of ₹ 2/- each*	5,000.00	5,000.00
	5,000.00	**5,000.00**
Issued, subscribed and paid up		
14,12,19,101 (March 31, 2025: 14,10,95,351) equity shares of ₹ 2/- each*	2,824.38	2,821.91
	2,824.38	**2,821.91**

a) Reconciliation of issued and subscribed share capital:

Particulars	No. of shares*	Amount
Balance as at April 1, 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**
Add: Issued during the year		
- to employees under employee stock option plan#	1,23,750	2.47
Balance as at March 31, 2026	**14,12,19,101**	**2,824.38**

 # During the year ended March 31, 2026, Company has issued 1,23,750 equity shares (March 31, 2025 : 13,92,856) to the employees who have exercised stock option as per Stock Option Scheme 2021. Further, the Company has purchased Nil equity shares (March 31, 2025: 78,000 equity shares) through ESOP trust.

The ESOP trust has transferred Nil equity shares (March 31, 2025: 21,556) from the trust to employees who exercised there option as per the Stock Option Scheme 2021.

^Qualified Institutional Placement ('QIP')

During the previous year, the Company has allotted 80,22,388 equity shares of ₹ 2/- each at an issue price of ₹ 536/- each aggregating to ₹ 43,000 through a 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.

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(All amounts in ₹ lakhs, unless otherwise stated)

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	As at March 31, 2026	As at March 31, 2025
Source of funds		
Opening Balance of Unutilised Funds	13,219.96	43,000.00
Utilisation of proceeds		
Repayment of loan	-	27,836.00
Payment towards issue expenses (including taxes)	-	1,944.04
Investment in acquisition of 55% shareholding in Knit Gallery India Private Limited	2,420.13	-
Total Utilisation of funds	**2,420.13**	**29,780.04**
Unutilised funds	**10,799.83**	**13,219.96**

a) Unutilised QIP Proceeds as at March 31, 2026 and March 31, 2025 are available as:-

Particulars	As at March 31, 2026	As at March 31, 2025
Current Account with ICICI Bank	9,195.48	14.96
Fixed deposits with ICICI Bank	-	9,080.00
Current deposits with ICICI Bank in Nexstyle Apparel Manufacturing Limited, a wholly owned subsidiary	1,704.87	-
Fixed deposits with ICICI Bank in Nexstyle Apparel Manufacturing Limited, a wholly owned subsidiary	-	4,125.00
Total	**10,900.35**	**13,219.96**
Above amounts is inclusive of following:		
Interest earned on fixed deposit	(14.97)	-
Unspent issue expenses	(85.55)	-
Net unutilised funds	**10,799.83**	**13,219.96**

b) The Company has not issued any bonus shares or any shares for consideration other than cash during five years immediately preceding March 31, 2026.

c) Terms/ rights attached to equity shares:

1. 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.

2. 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.

**The number of shares are given in absolute numbers.*

d) Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of shares*	Holding %	No. of shares*	Holding %
Mrs. Payel Seth	6,96,26,570	49.23%	6,96,26,570	49.27%
Dr. Deepak Kumar Seth	1,57,78,670	11.16%	1,57,78,670	11.17%
Mr. Sanjiv Dhireshbhai Shah	75,30,630	5.32%	-	0.00%

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e) Details of shareholding of Promoters:

Particulars	As at March 31, 2026		
	Number of shares*	% of total shares	% change during the year
Mrs. Payel Seth	6,96,26,570	49.23%	0.00%
Dr. Deepak Kumar Seth	1,57,78,670	11.16%	0.00%
Mr. Pallak Seth	13,94,190	0.99%	0.00%

Particulars	As at March 31, 2025		
	Number of shares*	% of total shares	% change during the year
Mrs. Payel Seth	6,96,26,570	49.27%	0.00%
Dr. Deepak Kumar Seth	1,57,78,670	11.17%	0.00%
Mr. Pallak Seth	13,94,190	0.99%	0.00%

**The number of shares are given in absolute numbers.*

Note 17 : Other equity

Particulars	As at March 31, 2026	As at March 31, 2025
Securities premium (refer note (i) below)	48,298.36	47,859.99
Capital reserve (refer note (ii) below)	26,214.22	26,214.22
Restricted reserve (refer note (iii) below)	664.52	664.52
Other reserves (refer note (iv) below)	(18,259.22)	(13,643.45)
Retained earnings (refer note (v) below)	83,950.61	77,510.01
Foreign currency translation reserve (refer note (vi) below)	33,375.48	17,305.25
Effective portion of cash flow hedges (refer note (vii) below)	(428.87)	(442.06)
Equity instruments through other comprehensive income (refer note (viii) below)	(986.76)	1,866.64
Treasury stock (refer note (ix) below)	(810.15)	(810.15)
Share based payment reserve (refer note (x) below)	3,105.36	3,271.70
Remeasurement of defined benefit plan (refer note (xi) below)	(1,588.39)	(1,150.79)
	1,73,535.16	**1,58,645.89**

Note: For details, refer 'the Statement of Changes in Equity'

i) 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.

ii) During acquisition of a subsidiary, the excess of consideration, over the net assets is treated as capital reserve.

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.

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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, 2026	As at March 31, 2025
Proposed dividend on equity shares:		
Proposed dividend: ₹ 1.65/- per equity share of ₹ 2/- each (March 31, 2025: ₹ 1.70/- per equity share of ₹ 2/- each)	2,330.12	2,398.62
Total proposed dividend on equity shares	**2,330.12**	**2,398.62**

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, 2026	As at March 31, 2025
Non-current		
Secured loan		
- Term loan from bank (refer note 'b')	16,838.92	12,942.16
Less: Current maturities of long term borrowings	(1,422.67)	(1,087.08)
Total (A)	**15,416.25**	**11,855.08**
Current		
Secured loan		
- From banks (refer note 'g')	91,796.26	96,954.34
- Bank overdraft (refer note 'c')	4,467.88	786.87
- Import Loan (refer note'd')	582.20	218.01
- Vehicle loan from bank (refer note 'f')	28.87	-
- Current maturities of long term borrowings	1,422.67	1,087.08
Unsecured loan		
- From directors (refer note 'e')	370.86	212.66
Total (B)	**98,668.74**	**99,258.96**
Total (A+B)	**1,14,084.99**	**1,11,114.04**

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 ₹ 3,750.00 (March 31, 2025 ₹ 4,583.33) 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, 2025 - MCLR **+0.9). The date of maturity is July 5, 2030.

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(All amounts in ₹ lakhs, unless otherwise stated)

(ii) Long term loan of ₹ 9,613.96 (March 31,2025 - 7,641.30) taken by PDS Fashion Limited from State Bank of India, United kingdom, providing a maximum facility of ₹ 10,473.40 (March 31, 2025 - ₹ 9,218.38) to refinance the purchase and refurbishment of the property situated at 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 was due on August 30, 2024 and the date of maturity is September 23, 2029.

(iii) Long term loan ₹ 418.28 (March 31,2025 - ₹ 379.82) taken by Progress Manufacturing Group Limited from Good Fashion Fund C.V., providing a maximum facility of ₹ 938.38 (March 31, 2025: ₹ 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 nine 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, 2024 and the date of maturity is January 01, 2028.

(iv) Long term loan of ₹ 284.75 (March 31, 2025 - ₹ 337.70) taken by GoodEarth Apparels Limited from the City Bank Limited Bangladesh, providing a maximum facility of ₹ 656.86 (March 31, 2025: ₹ 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.

(v) The 3 long term loan facilities of ₹ 1,000, ₹ 520 and ₹ 20 (March 31, 2025: ₹ Nil) taken by Knit Gallery India Private Limited from Kotak Mahindra Bank(KMB) are secured by KMB 1st & exclusive registered equitable mortgage of following properties:

1. Plot at S.F. No. 193/1B, 191/1, 191/1A, K. Raja Gopal Naidu Layout, Kuniyamuthur Village, Coimbatore : 641008 in the name M/s Knit Gallery.

2. Commercial Property at Door No :544/4b, Site No : 5, T.S.No : 480/1 Part, Block No : 13, Ward No:, H-8, Sambandham Road, (West), RS Puram, Coimbatore - 641002 in the name of Mr. Vijayanand, the director of Knit Gallery.

The term loan facility of ₹ 1000 is repayable in over a period of 5 years in 60 installments with interest rate of RBI Repo + 2.75% (March 31, 2025: Nil). The date of first installment was due on December 31, 2021 and the date of maturity is November 30, 2026. The carrying value as at March 31, 2026 is ₹ 168.55. (March 31, 2025: ₹ Nil).

The term loan facility of ₹ 520 is repayable in over a period of 5 years in 60 installments with interest rate of RBI Repo + 2.75% (March 31, 2025: Nil). The date of first installment was due in August 31, 2025 and the date of maturity is July 31, 2030. The carrying value as at March 31, 2026 is ₹ 415.83. (March 31, 2025: ₹ Nil).

The term loan facility of ₹ 20 is repayable in over a period of 3 years in 36 installments with interest rate of RBI Repo + 2.75% (March 31, 2025: Nil). The date of first installment was due in December 31, 2024 and the date of maturity is January 31, 2028. The carrying value as at March 31, 2026 is ₹ 12.76.(March 31, 2025: ₹ Nil).

(vi) The long term loan facility of ₹ 1,600.00 taken by Knit Gallery India Private Limited from Karur Vsya Bank is covered under 100% credit guarantee from NCGTC & shall rank second charge in terms of cash flow (including repayments) and primary securities. The bank is holding second charge on existing collateral securities on behalf of NCGTC. The Loan is repayable over a period of 3 years in 36 installments with interest rate of RBI Repo+2.50%. The date of first instalment is due on April 30, 2027. The date of maturity is in March 31, 2030. The carrying value as at March 31, 2026 is ₹ 1,600.00 (March 31, 2025: ₹ Nil).

(vii) The ECGS-WCTL term loan facility of ₹ 233.55 taken by Knit Gallery India Private Limited from State Bank of India is covered under 100% credit guarantee from NCGTC and collateral security of commercial land and building to the extent of of 2.57 acres owned in the name of M/s.Knit Gallery located at No: 6/360 , SF No: 280/1A, Re: SF No.280/A1A, Pethapampatti nall road area, Udumalai road locality, Somavarapatti village, Udumalpet, Tiruppur district, with interest rate of RBI Repo+2.65% (March 31, 2025: Nil). The Loan is repayable over a period of 3 years in 36 installments. The date of first instalment is due on January 31, 2027. The date of maturity is in December 31, 2029. The carrying value as at March 31, 2026, is ₹ 233.55. (March 31, 2025: ₹ Nil).

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(All amounts in ₹ lakhs, unless otherwise stated)

(viii) The ABL-Saral OD facility of ₹ 500.00 availed by Knit Gallery India Private Limited from State Bank of India is covered by collateral security of 1) Residential plots to the extent of 32.81 cents owned by Mr.Vijayanand located at SF No.56/5A2B, 56/5A2A2A, SR Nagar South Tiruppur, Tamil Nadu-641687 2) Factory building to the extent of 8175 square feet owned by Mr.Vijayanand(the director of Knit Gallery) located at Sri Kodeeswaraaswamy Nagar, Muthanampalayam, Tiruppur Municipality Site No.1,08,109 & 114, Tamilnadu. The Loan is repayable over a period of 5 years in 60 installments with interest rate of ABL SARAL OD : EBLR* + 1.00% (March 31, 2025: Nil). The date of first instalment was due on August 31, 2025. The date of maturity is in July 31, 2030. The carrying value as at March 31, 2026 is ₹ 341.24. (March 31, 2025: ₹ Nil).

*External Benchmark Lending Rate

**Marginal Cost of Funds Based Lending Rate

***Secured Overnight Financing Rate ("SOFR")

c) In case of bank overdrafts from bank, the terms are as under:

(i) Bank overdraft limit of ₹ Nil (March 31, 2025 - ₹ 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 Nil per annum (March 31, 2025 - 9.25% per annum). The carrying value as at March 31, 2026 is ₹ Nil (March 31, 2025: ₹ -133.55).

(ii) Bank overdraft limit of ₹ 3,230.65 (March 31, 2025 - ₹ 821.99) 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 LIBOR+3.75% (March 31, 2025: COF^^^^+2.25%,USD SOFR***+1.75%, and USD SOFR***+3.75%). The carrying value as at March 31, 2026 is ₹ 3,229.90 (March 31, 2025: ₹ 122.90).

(iii) Bank overdraft limit of ₹ 3,135.75 (March 31, 2025 - ₹ 2,760.01) 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, 2026 is ₹ 499.46 (March 31, 2025: ₹ 428.88).

(iv) Bank overdraft limit of ₹ 2,000 (March 31, 2025 - ₹ 2,000.00) 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, 2026 is ₹ 738.52 (March 31, 2025: ₹ 192.99).

(v) Bank overdraft limit of ₹ Nil (March 31, 2025 - ₹ 200.22) 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. The rate of interest is Base Rate+2.5%. The carrying value as at March 31, 2026 is ₹ Nil (March 31, 2025: ₹ 176.95).

(vi) Bank overdraft limit of ₹ 1,000.00 (March 31, 2025 - 5,000.00) 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, 2025 - MCLR**/6M+0.4 per annum). The carrying value as at March 31, 2026 is ₹ Nil (March 31, 2025: ₹ Nil).

(vii) Bank overdraft limit of ₹ Nil (March 31, 2025: ₹ Nil) taken by the New Lobster Limited Company from HSBC Bank UK is secured by a charge on asssets of Company.The loan has been repaid during the year and it carries interest rate of Nil (March 31, 2025: Nil per annum). The carrying value as at March 31, 2026 is ₹ Nil (March 31, 2025: ₹ 1.30).

d) In case of import loan from bank, the terms are as under:

(i) Import loan facility of ₹ 840.00 (March 31, 2025 - ₹ 840.00) taken by the Company is secured by lien on fixed deposits with HSBC India. The maximum tenor of term loan is 90 days(March 31, 2025 - 90 days) and 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. The carrying value as at March 31, 2026 is ₹ 582.20 (March 31, 2025: ₹ 218.01).

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 interest rate of 10.5% (March 31, 2025: Nil). The carrying value as at March 31, 2026 is ₹ 370.86 (March 31, 2025: ₹ 212.66).

f) 3 Vehicle loans facility of ₹ 60 taken by Knit Gallery India Private Limited from ICICI Bank are secured by hypothecation of vehicles purchased under the Bank loan. Each loan is repayable over a period of 3 years in 36 installments. The date of first instalment was due on August 31, 2023. The date of maturity is in 31 August 2026. Each loan carries the Interest rate of 9.50% per annum (March 31, 2025: Nil). The carrying value as at March 31, 2026 is ₹ 28.87.(March 31, 2025: ₹ Nil).

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g) 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 ₹ 25,726.06 (March 31, 2025: ₹ 26,982.40) 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 ₹ 1,17,592.30 (March 31, 2025 : ₹ 1,05,973.50)

^^^^Citi Bank's Cost of Funds ("COF")

***UCO Bank Secured Overnight Financing Rate ("SOFR")

**Marginal Cost of Funds Based Lending Rate

*HSBC Bank Secured Overnight Financing Rate ("SOFR")

(iv) Interest and repayment terms of secured loans from banks are as follows:

Trust receipt loans (refer note g(i) and (ii) above)

Name of entity	Carrying amount		Interest rates		Repayable terms
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025	
PDS Asia Star Limited	6,268.75	6,122.94	BFR* +1.75% p.a SOFR^ +2.15% p.a	BFR* +1.75% p.a SOFR^ +2.15% p.a	Repayment within 90 days
Simple Approach Limited	20,413.91	27,446.85	Bank prime rate+1.50% p.a to 1.75% p.a SOFR^+1.40% to 2.5%p.a BFR***+1.75% p.a COF**+1.75%	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%	
Zamira Fashions Limited	1,435.66	3,412.83	COF**+1.75%	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.	
Poeticgem International Limited	1,389.92	1,765.71	Bank funding rate+1.75%p.a	Bank funding rate+1.75%p.a SOFR^+1.50%p.a to 2.15%	
Techno Design HK Limited	7,443.18	10,816.85	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^+1.50% to 2.15% p.a COF**+1.75%	
Origin Global Limited (Erstwhile PDS Far-east Limited)	3,568.98	-	SOFR^+2.15%	NA	
Progress Manufacturing Group Limited	7,450.18	7,910.41	SOFR^+2.15% p.a.to 3.50%	SOFR^+2.15% p.a.to 3.50%	
PDS Multinational FZCO	6,501.42	5,142.81	SFOR^+1.5%-1.65%	SOFR^+1.5%-1.65%	
PG Group Limited	2,757.63	3,343.18	RFR***+2.15%	SOFR^+1.50% to 2.50%	

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(All amounts in ₹ lakhs, unless otherwise stated)

Name of entity	Carrying amount		Interest rates		Repayable terms
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025	
Design COE Limited (erstwhile PDS Fashion USA Limited)	9,359.89	4,313.90	SOFR^+2.15%	SOFR^+2.15%	Repayment within 90 days
GoodEarth Apparel Industries Limited (Erstwhile Green Apparel Industries Limited)	284.75	216.51	SOFR^ +2.15%-3% SMART^^^+3%"	SOFR^ +2.15%-3% SMART^^^+3%	
Norwest Industries Limited	16,857.52	26,462.35	SOFR^+2.15% COF**+1.75% LIBOR^^^^+3.75%	USD SOFR^+1.75%, BPLR^^+1.75%, COF**+1.75% p.a, USD SOFR^+3.5%., USD SOFR^+2.15%,"	
Knit Gallery India Private Limited	8,064.47	-	PCL^^^^^ & FBN^^^^^ : REPO + 3.50% PCL & FBN : 91D T-Bill + 1.15%,	NA	Refer the note below

Note:

The loan taken from EPC,SBL - State Bank of India is repayable on demand and hypothecated by stocks of garments meant for export and packing materials with margin of 25%.

The loan taken from FDBN(NLC) - State Bank of India is repayable on demand and secured by bills in course of realisation and as applicable as EPC.

The loan taken from EPC - Karur Vysya Bank is repayable on demand and hypothecated by entire current assets as of the company both present and future including Raw Materials, Stock in Process and Goods meant for exports held at the business premises and other godown of the unit and job work centers on pari-passu basis with SBI.

**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")

^^^^The London Interbank Offered Rate ("LIBOR")

^^^^^ Prime Lending rate ("PCL")

^^^^^^ Foreign Benchmark rate ("FBN")

Note 19 : Other financial liabilities

Particulars	As at March 31, 2026	As at March 31, 2025 (Restated)
Non-current		
Security deposit received (refer to note 'a' below)	93.99	186.50
Total (A)	**93.99**	**186.50**
Current		
Interest accrued but not due on borrowings from bank	49.71	37.19
Security deposit received (refer to note 'a' below)	166.49	-
Derivative financial instruments (refer note 38)	416.80	506.50
Dues to employees	10,315.91	8,713.42
Share based payment liability (refer note 48)	285.58	450.57
Dues to others	4,417.59	2,550.54
Unclaimed dividend (refer to note 'b' below)	157.19	135.39
Dues to related party (refer note 36)	290.25	236.76
Total (B)	**16,099.52**	**12,630.37**
Total (A+B)	**16,193.51**	**12,816.87**

Notes to the Consolidated Financial Statements

as at March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

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.

Note 20 : Provisions

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current		
Gratuity and other defined benefit plans (refer note 35)	3,672.07	3,357.16
Total (A)	**3,672.07**	**3,357.16**
Current		
Provision for compensated absences	1,873.29	1,062.50
Gratuity and other defined benefit plans (refer note 35)	994.06	1,212.68
Total (B)	**2,867.35**	**2,275.18**
Total (A+B)	**6,539.42**	**5,632.34**

Note 21 : Trade payables

Particulars	As at March 31, 2026	As at March 31, 2025
- Total outstanding dues to micro enterprises and small enterprises - (refer note 'a' & 'b' below)	477.08	33.45
- Total outstanding dues to creditors other than micro and small enterprises	1,73,548.86	1,50,680.62
Total	**1,74,025.94**	**1,50,714.07**

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, 2026	As at March 31, 2025
- the principal amount (March 31, 2026: ₹ 477.08, March 31, 2025: ₹ 33.45) and the interest (March 31, 2026: Nil, March 31, 2025: Nil) due thereon remaining unpaid to any supplier at the end of each accounting year;	477.08	33.45
- 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, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

c) Ageing schedule:

Particulars	As at March 31, 2026					
	Accrued liabilities	Outstanding for following periods from the due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed - Total outstanding dues to micro enterprises and small enterprises	49.00	428.08	-	-	-	477.08
Undisputed - Total outstanding dues to parties other than micro enterprises and small enterprises	36,324.69	1,36,883.05	331.16	9.96	-	1,73,548.86
Disputed dues - Total outstanding dues to micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues - Total outstanding dues to creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
Total	**36,373.69**	**1,37,311.13**	**331.16**	**9.96**	**-**	**1,74,025.94**

Particulars	As at March 31, 2025					
	Accrued liabilities	Outstanding for following periods from the due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed - Total outstanding dues to micro enterprises and small enterprises	-	33.45	-	-	-	33.45
Undisputed - Total outstanding dues to parties other than micro enterprises 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 enterprises and small enterprises	-	-	-	-	-	-
Total	**24,079.63**	**1,26,612.26**	**22.18**	**-**	**-**	**1,50,714.07**

Note 22 : Other liabilities

Particulars	As at March 31, 2026	As at March 31, 2025 (Restated)
Non-current		
Share fraction account	1.15	1.15
Deferred income on security deposit received	34.66	26.24
Total (A)	**35.81**	**27.39**
Current		
Statutory dues payable	2,497.38	2,233.13
Contract liability (refer note 44)	3,511.36	5,714.60
Other payables	3,467.70	1,310.50
Total (B)	**9,476.44**	**9,258.23**
Total (A+B)	**9,512.25**	**9,285.62**

Note 23: Current tax liabilities (net)

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for income tax, net of advance tax	7,994.44	5,165.73
Total	**7,994.44**	**5,165.73**

Notes to the Consolidated Financial Statements

as at March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Note 24: Income Tax

(a) Deferred tax, net

Particulars	As at March 31, 2026		As at March 31, 2025 (Restated)	
	Deferred tax asset	Deferred tax liability	Deferred tax asset	Deferred tax liability
Deferred tax asset relates to the following:				
Provision for employee benefits	527.05	-	1,047.51	1.22
Property, plant and equipment	218.04	295.30	52.62	333.56
Provision for doubtful debts	300.79	-	208.80	-
Lease liability	473.23	-	337.76	-
Brought forward losses and unabsorbed depreciation*	4,545.94	-	1,739.01	-
Valuation gain on Investment	-	146.07	-	145.91
Right of use assets	16.23	395.78	14.54	252.87
Others	377.82	84.28	13.03	378.79
	6,459.10	**921.43**	**3,413.27**	**1,112.35**
Deferred tax asset (net)	**5,537.67**	**-**	**2,300.92**	**-**
a. Movement for the year		(3,236.75)		(480.20)
b. Effect of changes in exchange rates		585.32		32.44
Deferred tax credit in the consolidated statement of profit and loss		**(2,651.43)**		**(447.76)**

**The Group has recognised deferred tax asset amounting to ₹ 745.42 (March 31, 2025: ₹ 766.13) across the entities in other geographical locations, on unabsorbed depreciation of ₹ 7,455.17 (March 31, 2025: ₹ 7,661.30) which can be carried forward indefinitely.*

**As at March 31, 2026, subsidiaries of the Group has unused tax losses of ₹ 2,023.50 (March 31, 2025: ₹ 1,609.92) arising in India which will expire between FY 2027 to FY 2033 (March 31, 2025: FY 2026 to FY 2032) and ₹ 12,791.92 (March 31, 2025: ₹2,975.00) arising in other geographical location which can be carried forward indefinitely. The Group has created a deferred tax asset on these unused tax losses of ₹ 509.42 and 3,291.10 (March 31, 2025: ₹ 405.22 and ₹ 567.66) in India and other geographical locations respectively.*

(b) Income tax expense in the Statement of Profit and Loss

The major components of income tax expense for the years ended March 31, 2026 and March 31, 2025 are:

Particulars	As at March 31, 2026	As at March 31, 2025
Tax expense:		
a) Current tax	5,434.53	3,159.22
b) Deferred tax credit	(2,651.43)	(447.76)
Income tax expense in the consolidated statement of profit and loss	**2,783.10**	**2,711.46**

(c) Reconciliation of tax expense for March 31, 2026 and March 31, 2025

Particulars	As at March 31, 2026	As at March 31, 2025
Accounting profit before income tax	**20,545.49**	**26,848.94**
Statutory rate	**25.168%**	**25.168%**
At statutory income tax rate (applicable rate)	**5,170.89**	**6,757.34**
Business losses where no deferred tax has been recognised	2,103.78	2,214.67
Net effect of difference in tax rates in foreign jurisdictions	(3,249.46)	(5,080.75)
Losses/(Income) not chargeable to tax	(1,167.47)	(2,147.92)
Non-deductible expenses	924.41	1,390.99
Brought forward losses utilised	(1,444.78)	(427.79)
Others	445.70	4.92
At the effective income tax rate	**2,783.10**	**2,711.46**

Notes to the Consolidated Financial Statements

as at March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
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	(15.31)	2.50
Net amount charged to other comprehensive income	**(15.31)**	**2.50**

(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.

(e) In December 2021, the Organisation for Economic Co-operation and Development (OCED) published its Pillar Two Model GloBE (or Global Anti-Base Erosion) Rules. The OECD Pillar Two model rules apply to multinational enterprises that have consolidated revenues of €750 million in at least two out of the last four years). During the current year, Pillar Two legislation has been implemented in some of the jurisdictions in which subsidiaries of the Group operate and the Group qualifies as a multinational enterprise subject to the Pillar Two regulations. Given this, the Group performed its assessment of the tax legislation in all the countries in which subsidiaries of the Group operate to determine whether a Pillar Two 'top-up' tax liability needs to be recognised. The Group has taken into account the latest information available regarding the operations of every subsidiary as well as applicable effective tax rates in each affected country and expected effective tax rates, adjusted for Pillar Two disallowed deductions.

Therefore, based on the information gathered, management has assessed that the Group is still subject to a top-up tax for the period ended March 31, 2026 for its operations in the UAE where the statutory tax rate is below 15% and Hong Kong where the statutory tax rate is above 15% in certain entities and the effective tax rate is below 15% after accounting for certain deductions disallowed by Pillar Two tax legislation. Given that these rates are less than the 15% global minimum required by the Pillar Two legislation, the Group has recognised and presented in its current tax expense, a top-up tax amount of ₹ 2,779.56 for the year ended March 31, 2026 (March 31, 2025: Nil).

The Group has applied the amendment to Ind AS 12 which allows for temporary mandatory relief from accounting for the deferred tax impacts of the top-up tax and allows for recognition of the top-up as current tax expense as incurred.

Note 25 : Revenue from operations

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Sale of goods (refer note 44)	12,64,587.58	12,10,009.58
Other operating revenues*	46,420.59	47,789.27
Total	**13,11,008.17**	**12,57,798.85**

**Other operating revenue includes commission income, marketing fee income and other miscellaneous operating revenue.*

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Note 26 : Other income

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Rental income	751.46	448.09
Interest income		
- On fixed deposits carried at amortised cost	1,353.28	1,532.95
- Others	321.87	268.71
Foreign exchange fluctuation (net)	2,274.73	-
Gain on fair valuation of investments carried at fair value through profit or loss	3,225.23	1,745.18
Unwinding of discount on deposits carried at amortised cost	17.70	3.40
Sundry balance written back	285.17	59.12
Dividend from investments carried at fair value through profit or loss	76.05	129.81
Gain on disposal of subsidiary and joint venture	225.26	-
Gain on sale of short-term investments	287.42	160.99
Gain on termination of lease	-	14.31
Miscellaneous income	1,147.17	591.59
Total	**9,965.34**	**4,954.15**

Note 27 : Cost of material consumed

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Inventory at the beginning of the year	14,576.88	13,992.98
Add: Purchases	62,923.84	62,508.09
Less: Inventory at the end of the year	13,864.97	14,576.88
Total	**63,635.75**	**61,924.19**

Note 28 : Purchase of stock in trade

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Purchases	9,85,381	9,57,683.90
Total	**9,85,381**	**9,57,683.90**

Note 29 : Changes in inventories of finished goods and work in progress

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Inventories at the beginning of the year		
- Finished goods	30,937.36	13,813.74
- Work-in-progress	2,829.82	5,057.11
Total (A)	**33,767.18**	**18,870.85**
Inventories at the end of the year		
- Finished goods	36,622.44	30,937.36
- Work-in-progress	5,202.96	2,829.82
Total (B)	**41,825.40**	**33,767.18**
Decrease in inventory (A-B)	**(8,058.22)**	**(14,896.33)**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Note 30 : Employee benefits expenses

Particulars	Year ended March 31, 2026	Year ended March 31, 2025 (Restated)
Salaries, wages and bonus	1,19,608.09	1,11,770.99
Contribution to provident and other fund (refer note 35)	8,406.16	6,558.40
Staff welfare expenses	2,004.66	1,104.29
Gratuity expense (refer note 35)	1,330.09	1,025.57
Employee share based compensation expense (refer note 48)	367.97	618.18
Total	**1,31,716.97**	**1,21,077.43**

Note 31 : Finance cost

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Interest expense		
- on term loans	2,354.34	958.18
- on cash credit, factoring and working capital facilities	10,892.57	10,386.49
- on lease obligation (refer note 45)	802.87	582.95
- on loan from others	567.38	701.70
- on others	17.77	12.42
Unwinding of discount on security deposit received	12.88	8.93
Total	**14,647.81**	**12,650.67**

Note 32 : Depreciation and amortization expense

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Depreciation of property plant and equipment (refer note 4)	5,339.61	5,244.47
Depreciation of investment property (refer note 6)	110.64	92.02
Amortization of intangible assets (refer note 8)	2388.53	1,518.31
Amortization on right to use of assets (refer note 4 and 45)	5250.77	4,219.05
Total	**13,089.55**	**11,073.85**

Note 33 : Other expenses

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Electricity charges	1,600.27	1,173.44
Rent (refer note 45)	1,998.98	1,977.89
Rates and taxes	2,217.97	1,590.76
Repairs and maintenance	2,283.98	1,767.29
Legal and professional expenses	14,159.19	11,005.07
Software costs	1,448.13	770.11
Travelling and conveyance	10,653.04	10,006.38
Selling and marketing	11,681.12	12,344.84
Postage and courier	4,738.91	4,074.32
Commission and brokerage	6,414.23	5,113.67
Provision for doubtful debts	1,802.99	1,365.79
Freight cost	8,768.48	9,223.25
Loss on sale of plant, property and equipment	14.82	-
Recruitment expenses	673.25	995.10
Foreign exchange fluctuation (net)	-	1,614.81
Royalty	12,234.53	6,956.36
Advertisement and business promotion	2,955.34	2,583.06
Insurance	1,774.86	1,286.49
Security expenses	354.06	258.81
Printing and stationery	654.20	552.52
Communication costs	858.97	782.68
Bank charges	2,770.42	2,444.05
Corporate social responsibility expenses	35.19	63.42
Investment management fee	70.93	217.02
Other manufacturing expenses	836.82	869.36
Miscellaneous expenses	8,832.80	7,261.87
Total	**99,833.48**	**86,298.36**

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, 2026	Year ended March 31, 2025
Profit attributable to the equity holders of the Company (₹)	11,169.17	15,689.31
Weighted average number of equity shares for basic EPS^	14,11,39,786	13,71,57,636
Effect of dilution:		
Employee stock option plan^	7,66,964	18,91,140
Weighted average number of equity shares for diluted EPS^	14,19,06,750	13,90,48,776
Earning per Equity share (in ₹)		
Basic earnings per share (in ₹) (face value ₹2/- per share)	7.91	11.44
Diluted earnings per share (in ₹) (face value ₹ 2/- per share)	7.87	11.28

**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. During the year, the Group recognised the following amounts in the Consolidated Statement of Profit and Loss under the Group's contribution to defined contribution plans:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Employer's contribution to provident fund/ pension fund	8,404.61	6,556.51
Employer's contribution to employee state insurance	1.55	1.89
Total	**8,406.16**	**6,558.40**

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 -

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

i) 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.

ii) 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 Labour 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.

iii) 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, 2026	Year ended March 31, 2025
1)	Opening defined benefit obligation	4,569.84	3,228.90
2)	Add: Interest cost	414.99	331.23
3)	Add: Current service cost	810.63	694.34
4)	Past service cost*	104.47	-
5)	Less: Benefits paid	(1,656.09)	(689.96)
6)	Add: Actuarial loss	422.29	1,005.33
	Present value of obligation as at the end of the year	**4,666.13**	**4,569.84**

**The Government of India has consolidated multiple existing labour legislations into a unified framework comprising four Labour Codes, collectively referred to as the 'New Labour Codes' and notified these with effect from November 21, 2025. The New Labour Codes, amongst other changes, provide a unified definition of "Wages" to be applied across various employee benefit computations. As a result of this, the Group has recognised (as past service cost) an amount of ₹104.47 during the ended March 31, 2026 towards increase in liability of gratuity. The Group continues to monitor the developments relating to the implementation of the New Labour Codes and will review the estimates.*

iv) The following tables summarise the net benefit expense recognised in:

i) Statement of Profit and Loss:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Cost for the year included under employee benefit		
Current service cost	810.63	694.34
Interest cost	414.99	331.23
Past service cost	104.47	-
Net cost	**1,330.09**	**1,025.57**

ii) Other comprehensive income:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Acturial loss	(422.29)	(1,005.33)
Total	**(422.29)**	**(1,005.33)**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

v) Significant actuarial assumptions at the balance sheet date are as follows:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Economic assumptions		
1) Discount rate	7.70% - 11.90%	6.93-12.63%
2) Rate of increase in compensation levels	5.00-7.75%	5.00-7.75%
Demographic assumptions		
1) Retirement age (years)	58-60 Years	58-60 Years
Employee attrition rate		
1) Ages up to 30 years	3% - 19%	3% - 15%
2) Ages from 30-44	2% - 23%	2% - 15%
3) Above 44 years	1% - 22%	1% - 15%

vi) Net liabilities recognized in the Balance Sheet for benefit obligation

Particulars	As at March 31, 2026	As at March 31, 2025
Present value of obligation	4,666.13	4,569.84
Net liability	**4,666.13**	**4,569.84**
Current	994.06	1,212.68
Non-Current	3,672.07	3,357.16
Total	**4,666.13**	**4,569.84**

vii) The weighted average duration of the defined benefit obligations are in the range of 3.00 - 18.44 years (March 31, 2025: 5.27 - 16.77 years).

viii) A quantitative sensitivity analysis for significant assumptions is as shown below:

Particulars		As at March 31, 2026 increase/(decrease) in liability	As at March 31, 2025 increase/(decrease) in liability
A.	**Discount rate**		
	0.5% increase in discount rate	(99.72)	(84.25)
	0.5% decrease in discount rate	105.14	90.61
B.	**Salary escalation rate**		
	0.5% increase in salary escalation rate	105.30	91.04
	0.5% decrease in salary escalation rate	(97.58)	(87.23)

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 mortality 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.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

ix) Maturity profile of defined benefit obligation is as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
1 year	796.33	632.22
2 to 6 years	2,150.23	1,624.37
More than 6 years	1,719.57	2,313.25

k) 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 party disclosures

a) List of related parties

Name of the related party	Nature of relationship
Digital Internet Technologies Limited	Joint ventures
Yellow Octopus EU SA (Joint Stock Company)	
Digital Ecom Techno Private Limited(disposed off w.e.f. April 16, 2025)	
Yellow Octopus Ventures FZCO	
Yellow Octopus Circular Solutions Limited (formerly Yellow Octopus-UK Limited and Yellow Octopus Fashion Limited)	
GWD Enterprises Limited	Associates
Loop Digital Wardrobe Limited	
Nobleswear (Private) Limited	
Mambo Leisure Masters Limited(disposed off w.e.f. January 06, 2026)	
Reflaunt Pte Limited	
Lerros Moden GmbH	Enterprise over which KMP exercise control or significant influence
Pearl Global Industries FZCO	
Mrs. Payel Seth (Non-Executive and Non Independent Director)^#	Key Managerial Personnel (KMP)
Dr. Deepak Kumar Seth (Chairman & Non-Executive Director)	
Mr. Pallak Seth (Executive Vice Chairman)	
Mr. Parth Gandhi (Non Executive-Non Independent Director)	
Mr. Nishant Parikh (Independent Director)	
Mr. Mungo Park (Non Executive -Independent Director)#	
Mr. BG Srinivas (Independent Director)	
Mrs. Yael Gairola (Non Executive - Non Independent Director)	
Mr. Robert Sinclair (Independent Director)	
Ms. Sandra Campos (Independent Director)*	
Mr. Sanjay Jain (Chief Executive Officer)	
Mr. Rahul Ahuja (Chief Financial Officer)^^	
Mr. Sadik Sunasara (Chief Financial Officer)^^^	
Mr. Abhishekh Kanoi (Group Legal Head and Company secretory)	
Mrs. Faiza Seth (Relative of Mr. Pallak Seth)	Relative to Key Managerial Personnel (KMP)

Refer Note 2 for details of subsidiaries and step down subsidiaries.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

b) Transactions with related parties

Name of related party	Relationship	Nature of Transaction	Year ended March 31, 2026	Year ended March 31, 2025
Digital Ecom Techno Private Limited	Joint Venture	Rental income	-	0.12
		Corporate & sourcing support services income- Credit note issued	4.12	15.00
Lerros Moden GmbH	Enterprise over which KMP exercise control or significant influence	Commission and brokerage expense	-	1,178.31
Pearl Global Industries FZCO		Purchase of goods	546.24	1,337.99
GWD Enterprises Limited	Associate	Sale of services	-	120.88
Nobleswear Private Limited	Associate	Purchase of goods	1,112.48	3,302.48
Mr. Nishant Parikh	Key Managerial Personnel/ Relative of Key Managerial Personnel	Director sitting fees	44.16	42.28
Mr. Robert Sinclair		Director sitting fees	44.16	42.28
Mr. Mungo Park		Director sitting fees	-	50.74
Mrs. Yael Gairola		Director sitting fees	53.00	50.74
Mr. BG Srinivas		Director sitting fees	44.16	42.28
Ms. Sandra Campos		Director sitting fees	81.70	156.45
Dr. Deepak Kumar Seth		Director sitting fees	497.73	769.58
Mr. Pallak Seth		Director sitting fees	151.48	118.40
Mr. Rahul Ahuja		Advance given	0.00	65.00
Mr. Pallak Seth		Salaries, wages and bonus	999.74	1,042.38
Mrs. Faiza Seth			104.16	-
Mr. Sanjay Jain			1,075.85	2,007.52
Mr. Abhishekh Kanoi			106.98	130.55
Mr. Rahul Ahuja			346.60	352.25

The expenses recognized in the statement of profit and loss for the grants made under Employee stock options (ESOP) and Employee stock appreciation rights (ESAR) to the KMP's are as follows:

Name of related party	Relationship	Nature of Transaction	Year ended March 31, 2026	Year ended March 31, 2025
Mr. Sanjay Jain	Key Managerial Personnel	Employee share compensation expense	197.10	-
Mr. Sanjay Jain			93.27	-
Mr. Parth Gandhi			127.95	35.52
Mr. Abhishekh Kanoi			4.55	12.46
Mr. Rahul Ahuja			21.12	61.65

c) Year end receivable balances

Name of related party	Relationship	Nature of Transaction	As at March 31, 2026	As at March 31, 2025
Digital Internet Technologies Limited	Joint venture	Dues from related party	-	294.55
Digital Ecom Techno Private Limited	Joint venture		-	9.59
Yellow Octopus EU SA (Joint Stock Company)	Joint venture		521.40	422.77
Yellow Octopus Ventures FZCO	Joint venture		778.88	651.17
Lerros Moden GmbH	Enterprise over which KMP exercise control or significant influence		-	114.69
Dr. Deepak Kumar Seth	Key managerial personnel		10.19	
GWD Enterprises Limited	Associate		-	0.32
Mr. Rahul Ahuja	Key managerial personnel	Advance to employees	50.00	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, 2026	As at March 31, 2025
Mr. Abhishekh Kanoi	Key Managerial Personnel	Dues to employees	6.50	5.09
Mr. Rahul Ahuja			14.49	6.60
Mr. Sanjay Jain			41.31	20.96
Mr. Pallak Seth			54.84	192.39
Mr. Pallak Seth		Dues to related party	27.85	-
Dr. Deepak Kumar Seth		Dues to related party	-	77.77
Pearl Global Industries FZCO	Enterprise over which KMP exercise control or significant influence	Dues to related party	-	62.90
Nobleswear Private Limited	Associate	Dues to related party	262.40	96.09
Digital Ecom Techno Private Limited	Associate	Trade payable	-	6.26

e) Investment in shares held

Name of Related Party	Relationship	Nature of transaction	As at March 31, 2026	As at March 31, 2025 Restated
Digital Ecom Techno Private Limited	Joint venture	Investment	-	116.02
Yellow Octopus EU SA (Joint stock Company)	Joint venture	Investment	11,478.65	10,320.21
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	5.67	119.47
Nobleswear Private Limited	Associate	Investment	635.18	652.84
Mambo Leisure Masters Limited	Associate	Investment	-	15.79

^ Mrs. Payel Seth is the largest shareholder.

**The Board of Directors re-appointed Ms. Sandra Campos on 15 May 2025 for a second consecutive term of two years, commencing from November 28, 2025, to November 27, 2027 (both days inclusive). The same was also approved by the shareholders at the Annual General Meeting of the Company held on July 24, 2025.*

^^Rahul Ahuja has resigned with effect from the office w.e.f. March 31,2026.

^^^Sadik Sunasara has been appointed as Chief Financial Office w.e.f. April 01,2026.

#Mrs. Payel Seth and Mr. Mungo park has resigned from the office with effect from March 31, 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 its extension and shared held by the trust are treated as treasury shares.

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. Outstanding balances at the year-end are unsecure, interest free, and settlement occurs in cash.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)

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

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/ 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.

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, 2026	As at March 31, 2025 (Restated)
Borrowings (refer note 18)	1,14,084.99	1,11,114.04
Less: Cash and cash equivalents (refer note 14)	76,043.21	43,537.33
Less: Bank balance other than cash and cash equivalents (refer note 15)	27,559.06	30,197.69
Adjusted Net debt (A)	**10,482.73**	**37,379.02**
Equity share capital (refer note 16)	2,824.38	2,821.91
Other equity (refer note 17)	1,73,535.16	1,58,64,589
Total Capital (B)	**1,76,359.54**	**1,61,467.80**
Capital and net debt (A+B)	**1,86,842.26**	**1,98,846.26**

a) No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2026 and March 31, 2025.

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 2026 USD	Liabilities 2026 USD	Assets 2025 USD	Liabilities 2025 USD
Forward currency contracts	72,939 (Equivalent to ₹69.17)	4,39,512 (Equivalent to ₹416.80)	61,817 (Equivalent to ₹52.83)	5,92,658 (Equivalent to ₹506.50)

The carrying amount of foreign currency contracts are the same as their fair values.

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for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

At 31 March 2026, the Group held 95 forward currency contracts (March 31, 2025: 58) 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 2026 and March 2027 were assessed to be highly effective and a net profit of ₹13.19 (March 31, 2025: net loss of ₹ 303.00), was included in the hedging reserve for the year.

At 31 March 2026, the Group held 2 forward currency contracts (March 31, 2025: Nill) which are accounted for at FVTPL since these derivatives does not qualify for hedge accounting as per Ind AS 109 and a net profit of ₹52.34 (March 31, 2025: net profit of ₹ Nil), was included in the consolidated statement of profit and loss for the year.

Note 39 : Fair value disclosure

a) The carrying amounts of financial assets by categories is as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
Financial assets measured at fair value through profit and loss		
Equity investments (refer note 9A)	59.46	1,444.21
Debt investments (refer note 9A)	-	2,402.07
Other investments (refer note 9A)	3,799.76	3,338.22
Investment in convertible notes (refer note 9A)	5,140.50	2,820.84
Investment in funds (refer note 9A)	11,718.42	7,255.93
Derivative financial instruments (refer note 10)	52.34	-
Sub Total (A)	**20,770.48**	**17,261.27**
Financial assets measured at fair value through other comprehensive income		
Equity and debt investments (refer note 9A)	19,522.63	21,767.12
Derivative financial instruments (refer note 10)	16.83	52.83
Sub Total (B)	**19,539.46**	**21,819.95**
Financial assets measured at amortised cost		
Other financial assets (refer note 10)	17,719.72	14,174.24
Trade receivable (refer note 13)	1,64,665.57	1,85,993.46
Cash and cash equivalents (refer note 14)	76,043.21	43,537.33
Other bank balances (refer note 15)	27,559.06	30,197.69
Sub Total (C)	**2,85,987.56**	**2,73,902.72**
Total financial assets (A+B+C)	**3,26,297.50**	**3,12,983.94**

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for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

b) The carrying amounts of financial liabilities by categories is as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
Financial liability measured at fair value through profit and loss		
Share based payment liability(refer note 19)	285.58	450.57
Sub Total (A)	**285.58**	**450.57**
Financial liabilities measured at fair value through other comprehensive income		
Derivative financial instruments (refer note 19)	416.80	506.50
Sub Total (B)	**416.80**	**506.50**
Financial liabilities measured at amortised cost		
Borrowings (refer note 18)	1,14,085	1,11,114.04
Trade payables (refer note 21)	1,74,025.94	1,50,714.07
Other financial liabilities (refer note 19)	15,491.13	11,859.80
Lease liabilities (refer note 45)	12,315.19	12,092.88
Sub Total (C)	**3,15,917.26**	**2,85,780.79**
Total Financial Liabilities (A+B+C)	**3,16,619.64**	**2,86,737.86**

c) The fair value of trade receivables, cash and bank balances, other 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.

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, 2026:

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	59.46	2.46	-	57.00
Investment in convertible notes	5,140.50	-	-	5,140.50
Investment in funds	11,718.42	52.58	2,367.55	9,298.29
Investments in life insurance policies, at fair value	3,799.76	-	3,799.76	-
Derivative financial instruments	52.34	-	52.34	-
Total (A)	**20,770.48**	**55.04**	**6,219.65**	**14,495.80**
Financial assets measured at fair value through other comprehensive income				
Equity investments, at fair value	19,522.63	-	244.93	19,277.70
Derivative financial instruments	16.83	-	16.83	-
Total (B)	**19,539.46**	**-**	**261.76**	**19,277.70**
Total (A+B)	**40,309.94**	**55.04**	**6,481.41**	**33,773.49**

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(All amounts in ₹ lakhs, unless otherwise stated)

b) Fair value measurement hierarchy for financial liabilities as at March 31, 2026:

Particulars	Total	Level 1	Level 2	Level 3
Financial liabilities measured at fair value through other comprehensive income				
Derivative financial instruments	416.80	-	416.80	-
Total (A)	**416.80**	**-**	**416.80**	**-**
Financial liability measured at fair value through profit and loss				
Share based payment liability	285.58	-	285.58	-
Total (B)	**285.58**	**-**	**285.58**	**-**
Total (A+B)	**702.38**	**-**	**702.38**	**-**

c) 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**

d) 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	450.57	-	450.57	-
Total (B)	**450.57**	**-**	**450.57**	**-**
Total (A+B)	**957.07**	**-**	**957.07**	**-**

The movements in fair value measurements within level 3 during the year are as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
At beginning of the year	30,060.55	28,203.75
Addition	2,981.66	3,219.82
Total gains recognised in statement of profit and loss	2,889.22	1,495.50
Total (loss)/gain recognised in other comprehensive income	(3,357.47)	(3,255.38)
Disposals	(2092.70)	(284.53)
Effect of changes in exchange rates	3,292.22	681.39
At end of the year	**33,773.48**	**30,060.55**

i) There have been no transfers between level 1, level 2 and level 3 category during the years ended on March 31, 2026 and March 31, 2025.

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(All amounts in ₹ lakhs, unless otherwise stated)

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, 2026 and March 31, 2025:

Particulars	Level	Valuation technique	Unobservable input	Relationship of unobservable input to fair value
Financial assets at fair value through other comprehensive income and statement of profit and loss	Level 3	Market approach	Enterprise-value- to-revenue multiple ("EV/ Revenue")	Increase/decrease in EV/ Revenue 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
	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.

(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, 2026 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.

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(All amounts in ₹ lakhs, unless otherwise stated)

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, dues to others 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, deposits with remaining maturity of more than 12 months, 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.

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 three 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 of 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, 2026	As at March 31, 2025
Variable rate borrowing	1,09,650.36	1,06,451.58
Fixed rate borrowing	4,434.63	5,000.28
	1,14,084.99	**1,11,114.04**

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
50 bps increase would decrease the profit before tax by	(548.25)	(530.57)
50 bps decrease would increase the profit before tax by	548.25	530.57
50 bps increase would decrease the equity by	(410.27)	(397.04)
50 bps decrease would increase the equity by	410.27	397.04

ii) Foreign currency risk

The Group's exposure to foreign currency risk as at 31 March 2026 are as follows:

Currency	Trade receivables	Other receivable	Cash and cash equivalent	Inventory	Lease liability	Trade payable	Bank borrowings	As at March 31, 2026
USD	1,278.57	-	3,815.43	-	-	(2,464.79)	-	2,629.21
EUR	1,676.30	-	136.15	-	-	-	-	1,812.45
GBP	1,063.96	987.85	3,785.73	612.40	-	(557.91)	(759.88)	5,132.15
RMB	-	11.44	92.30	-	(62.11)	(13.60)	-	28.03
CNY	262.40	-	405.12	-	(336.76)	(685.93)	-	(355.17)
BDT	-	11.68	1,220.54	-	(143.17)	(199.19)	-	889.86
CAD	-	-	0.53	-	-	-	-	0.53
LKR	-	-	2.79	-	-	(4.27)	-	(1.48)
Net Exposure	**4,281.23**	**1,010.97**	**9,458.59**	**612.40**	**(542.04)**	**(3,925.69)**	**(759.88)**	**10,135.58**

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(All amounts in ₹ lakhs, unless otherwise stated)

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
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**

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, CAD, CNY, 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, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
USD	5%	131.46	235.26	(131.46)	(235.26)
EUR	5%	90.62	197.09	(90.62)	(197.09)
GBP	5%	256.61	277.19	(256.61)	(277.19)
RMB	5%	1.40	3.33	(1.40)	(3.33)
CNY	5%	(17.76)	0.43	17.76	(0.43)
BDT	5%	44.49	24.71	(44.49)	(24.71)
CAD	5%	0.03	0.44	(0.03)	(0.44)
LKR	5%	(0.07)	(18.83)	0.07	18.83

Particulars	Change in FC exchange rate by	Impact on equity			
		Increase in FC exchange rates		Decrease in FC exchange rates	
		As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
USD	5%	98.37	176.05	(98.37)	(176.05)
EUR	5%	67.81	147.48	(67.81)	(147.48)
GBP	5%	192.02	207.43	(192.02)	(207.43)
RMB	5%	1.05	2.49	(1.05)	(2.49)
CNY	5%	(13.29)	0.32	13.29	(0.32)
BDT	5%	33.30	18.49	(33.30)	(18.49)
CAD	5%	0.02	0.33	(0.02)	(0.33)
LKR	5%	(0.06)	(14.09)	0.06	14.09

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.

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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, 2026	1,46,409.43	4,755.36	18,283.40	1,69,448.19
Trade receivables as of March 31, 2025	1,58,571.59	12,938.11	17,463.39	1,88,973.09

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.

Movement in expected credit loss

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	2,979.63	1,613.84
Provided during the year	1,802.99	1,365.79
Balance at the end of the year	**4,782.62**	**2,979.63**

ii) Other financials 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, 2026 and March 31, 2025.

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(All amounts in ₹ lakhs, unless otherwise stated)

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 price risk arising from individually listed securities included in financial assets at fair value through profit or loss (note 9) as at 31 March 2026. The Group's listed securities are listed in the United States of America and United Kingdom 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 investments	
	As at March 31, 2026	As at March 31, 2025
Equity investments	2.46	1,387.21
Debt investments	-	2,402.07
Investment in funds	52.58	47.94

Particulars	Impact on profit or loss			
	Increase in fair value		Decrease in fair value	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Equity investments	0.25	138.72	(0.25)	(138.72)
Debt investments	-	240.21	-	(240.21)
Investment in funds	5.26	4.79	(5.26)	(4.79)

Particulars	Impact on equity			
	Increase in fair value		Decrease in fair value	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Equity investments	0.18	103.81	(0.18)	(103.81)
Debt investments	-	179.75	-	(179.75)
Investment in funds	3.93	3.59	(3.93)	(3.59)

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, 2026	< 1 year	1 to 5 years	> 5 years	Total
Borrowings	98,668.74	15,416.25	-	1,14,084.99
Trade payables	1,74,025.94	-	-	1,74,025.94
Lease liabilities	5,715.27	7,154.74	863.47	13,733.48
Other financial liabilities*	16,104.27	101.64	-	16,205.91
Total	**2,94,514.22**	**22,672.63**	**863.47**	**3,18,050.31**

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'As at March 31, 2025 (Restated)	< 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	13,459.82
Other financial liabilities*	12,630.37	223.37	-	12,853.74
Total	**2,67,680.60**	**19,563.61**	**897.47**	**2,88,141.67**

** Other financial liabilities include undiscounted security deposit value.*

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, 2026 is Nil (March 31, 2025: Nil).

(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, 29.20% (March 31, 2025 - 15.00%) of the amount i.e. ₹ 204.40 (March 31, 2025 - ₹ 105.00) has been contributed based on the drawdown notice received from the fund. Total contribution till March 31, 2026 is ₹ 519.40 (March 31, 2025 - ₹ 315.00).

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, 5.00% (March 31, 2025 - Nil) of the amount i.e. ₹ 50.00 (March 31,2025 - ₹ Nil) has been contributed based on the drawdown notice received from the fund. Total contribution till March 31, 2026 is ₹ 725.00 (March 31, 2025 - ₹ 675.00).

b) Contingent Liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
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 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 Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial position. The Company 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.

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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 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.

(iii) In case of Poeticgem Limited, HSBC Bank PLC, has provided a guarantee to HM Revenue and Customs and RBS PLC amounting to ₹ 673.48 (March 31, 2025 : ₹ 592.78).

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.

(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, 2026	March 31, 2025 (Restated)	March 31, 2026	March 31, 2025 (Restated)	March 31, 2026	March 31, 2025 (Restated)	March 31, 2026	March 31, 2025 (Restated)	March 31, 2026	March 31, 2025 (Restated)
Segment revenue	12,39,879.35	12,19,983.57	1,03,407.15	78,836.40	118.26	637.43	(32,396.59)	(41,658.55)	13,11,008.17	12,57,798.85
Other income	6,244.29	3,724.37	56.90	113.55	3,863.72	1,704.36	(199.56)	(588.13)	9,965.34	4,954.15
Segment results before tax	**14,063.32**	**24,306.15**	**3,813.51**	**3,252.41**	**1,973.93**	**(45.76)**	**876.42**	**(571.87)**	**20,727.18**	**26,940.93**
Tax expense									(2,783.10)	(2,711.46)
Share of loss of associates and joint ventures									(181.69)	(91.99)
Profit for the year									**17,762.39**	**24,137.48**
Segment assets	**3,95,638.28**	**3,74,710.22**	**78,516.90**	**53,473.30**	**52,408.35**	**46,363.81**	**-**	**-**	**5,26,563.53**	**4,74,547.35**
Segment assets as a % of total assets	75.14	78.96	14.91	11.27	9.95	9.77	-	-	100.00	100.00
Segment liabilities	**3,07,512.05**	**2,92,145.12**	**27,589.39**	**12,017.86**	**5,564.30**	**2,658.57**	**-**	**-**	**3,40,665.74**	**3,06,821.55**
Segment liabilities as a % of total liabilities	90.27	95.22	8.10	3.92	1.63	0.87	-	-	100.00	100.00
Other material non-cash items included under Statement of Profit and loss before tax										
Depreciation and amortisation	**9,664.19**	**8,157.36**	**2,883.68**	**2,342.31**	**541.67**	**574.19**	**-**	**-**	**13,089.54**	**11,073.85**

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for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Entity wide disclosures:

(c) Information about products and services:

(i) Revenue from external customers by nature of product:

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Sale of goods	12,64,587.58	12,10,009.58
Other operating revenues	46,420.59	47,789.27
	13,11,008.17	**12,57,798.85**

(d) Information about Geographical areas

(i) Revenue from external customers by Geography are as follows:

Geography	Year Ended March 31, 2026	Year Ended March 31, 2025
India	40,987.69	50,157.81
UK & Europe	9,35,794.81	8,59,106.80
North America	2,52,917.52	2,05,701.63
Asia, Middle East & Others	34,887.56	95,043.34
	12,64,587.58	**12,10,009.58**

(ii) The Group's non-current assets are majorly located as follows:

Geography	As at March 31, 2026	As at March 31, 2025
India	8,766.54	7,019.54
Hong Kong	22,057.61	19,105.21
United Kingdom	35,472.14	33,258.24
Bangladesh	14,888.80	13,889.96
Others	21,839.32	11,832.04
	1,03,024.41	**85,104.99**

(iii) The Group's investments accounted as per equity method are majorly located as follows:

Geography	As at March 31, 2026	As at March 31, 2025
United kingdom	5.67	136.03
Sri Lanka	635.18	652.84
Poland	11,478.65	10,320.21
India	-	116.02
	12,119.50	**11,225.10**

(e) Revenue from major customers: There were 2 customers who had contributed 10% or more amounting to ₹ 3,04,921 to the Group's revenue for the year ended March 31, 2026 and 1 customer amounting to ₹ 2,14,806 for the year ended March 31, 2025.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

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, 2026	Year ended March 31, 2025
Revenues by category and nature		
Sale of goods	12,64,587.58	12,10,009.58
Others	46,420.59	47,789.27
	13,11,008.17	**12,57,798.85**
Revenues from geographic areas based on the location of the customers are as follows:		
India	40,987.69	50,157.81
UK and Europe	9,35,794.81	8,59,106.80
North America	2,52,917.52	2,05,701.63
Asia, Middle East & Others	34,887.56	95,043.34
	12,64,587.58	**12,10,009.58**
Revenues based on timing of recognition		
Sale of goods transferred at a point in time	12,64,587.58	9,97,497.01
Services transferred over the period of time	46,420.59	47,789.27
Total	**13,11,008.17**	**10,45,286.28**

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 a March 31, 2026	As at March 31, 2025	As at March 31, 2024
Trade receivables	1,64,665.57	1,85,993.46	1,67,713.55
Contract assets	-	1,062.20	523.26
Contract liabilities	3,511.36	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 created ₹ 1,802.99 provision for expected credit loss on trade receivables during the year ended March 31, 2026 (March 31, 2025: ₹ 1,365.79).

Particulars	As at March 31, 2026	As at March 31, 2025 (Restated)
Contract assets at the beginning of the year	1,062.20	523.26
Revenue (billed)/ to be billed during the year, net	(1,062.20)	538.94
Contract assets at the end of the year	**-**	**1,062.20**
Contract liabilities at the beginning of the year	5,714.60	5,836.60
Advance adjusted from customers during the year, net	(2,203.24)	(122.00)
Contract liabilities at the end of the year	**3,511.36**	**5,714.60**
Reconciling the amount of revenue recognised in the Statement of Profit and Loss with the contracted price		
Revenue as per contract	13,16,664.65	12,61,201.30
Variable consideration adjustments	(5,656.48)	(3,402.46)
Revenue from contract with customers	**13,11,008.17**	**12,57,798.85**

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for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Note 45: Lease disclosure

Where the Group is the lessee:

a) As a 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 lessee

i) Set out below are the carrying amounts of right-of-use assets (office premises) recognized and the movements during the year:

Particulars	As at March 31, 2026	As at March 31, 2025
At the beginning of the year	**11,377.74**	**10,573.19**
Additions during the year	6,167.58	5,698.18
Disposals during the year	(1,281.44)	(843.11)
Amortization expenses	(5,250.77)	(4,219.05)
Effect of changes in exchange rates	1,446.23	168.53
At the end of the year	**12,459.34**	**11,377.74**

ii) Set out below are the carrying amounts of lease liabilities and the movements during the year:

Particulars	As at March 31, 2026	As at March 31, 2025
At the beginning of the year	**12,092.88**	**11,103.33**
Addition	5,463.73	5,528.16
Accretion of interest	802.87	582.95
Rent concession	-	(1.72)
Payment of principal portion of lease liabilities	(5,557.89)	(4,029.20)
Interest paid on lease liabilities	(802.87)	(582.95)
Derecognition upon exercise of termination options	(1,107.59)	(580.52)
Effect of changes in exchange rates	1,424.06	72.83
At the end of the year	**12,315.19**	**12,092.88**
Current	5,715.27	4,751.85
Non-current	6,599.92	7,341.03
	12,315.19	**12,092.88**

iii) Maturity analysis of lease liabilities:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Lease payments		
Not later than one year	5,715.27	5,077.20
Later than one year	7,154.74	7,901.82
Later than five years	863.47	480.80
Total	**13,733.48**	**13,459.82**

iv) Amount recognised in Consolidated Statement of Profit and Loss

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Depreciation on right of use assets	5,250.77	4,219.05
Interest on lease liabilities	802.87	582.95
Expenses relating to short term leases	1,998.98	1,977.89

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for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

B 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, 2026 and March 31, 2025.

Note 46 A: Business combinations and asset acquisition during the year ended March 31, 2026

i) Acquisition of Knit Gallery India Private Limited:

On May 13, 2025, the Group through its subsidiary, incorporated in India namely NexStyle Apparel Manufacturing Limited, has acquired 55% equity interest in Knit Gallery India Private Limited for a consideration of ₹ 3,844.00. The Company is engaged in manufacture and production of fabrics and export of knitted garments to marquee brands or customers based largely in USA, UK and Europe.

The identifiable assets acquired and liabilities of Knit Gallery India Private Limited on the date of acquisition were as follows:

Particulars	Amount
Tangible Assets	3,679.98
Deferred tax assets	61.66
Current assets :	
Inventories	3,724.15
Trade receivables	3,294.25
Cash and cash equivalents	175.39
Other financial and current assets	2,763.00
Liabilities:	
Borrowings	(10,619.31)
Other financial and current liabilities	(5,688.44)
Trade and other payables	(2,130.66)
Total Identifiable net assets/ (net liabilities) at fair value	**(4,739.98)**
Non-controlling interest (45%)	2,132.99
Goodwill on acquisition	6,450.99
Cash consideration	**(3,844.00)**

An analysis of the cash flows in respect of the acquisition of Knit Gallery India Private Limited is as follows:

Particulars	Amount
Cash consideration	(3,844.00)
Cash and bank balances acquired	175.39
Net outflow	**(3,668.61)**
Cash consideration payable as at March 31, 2026	1,421.44
Net outflow of cash and cash equivalents included in cash flows from investing activities	**(2,247.17)**

Since the acquisition, Knit Gallery India Private Limited has contributed ₹ 23,810.53 to the Group's revenue and profit of ₹ 414.15 to the consolidated statement of profit and loss for the year ended March 31, 2026.

ii) Acquisition of GSC Link Limited:

On July 1, 2025, the Group through its subsidiary incorporated in Mauritius namely PDS Sourcing Limited has acquired 60% equity interest in GSC Link Limited for a consideration of ₹ 1,084.52. The Company is engaged in the business of trading and technology in the apparel industry.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

The identifiable assets acquired and liabilities of GSC Link Limited on the date of acquisition were as follows:

Particulars	Amount
Property, plant and equipment	142.00
Trade receivables	3,614.47
Liabilities:	
Borrowings	(188.66)
Trade payables	(3,697.91)
Other financial liabilities	(1,191.96)
Total Identifiable net assets/ (net liabilities) at fair value	**(1,322.06)**
Non-controlling interest (40%)	528.82
Goodwill on acquisition	1,877.75
Cash consideration	**(1,084.52)**

An analysis of the cash flows in respect of the acquisition of GSC Link Limited is as follows:

Particulars	Amount
Cash consideration	(1,084.52)
Cash and bank balances acquired	-
Net outflow of cash and cash equivalents included in cash flows from investing activities	**(1,084.52)**

Since the acquisition, GSC Link Limited has contributed ₹ 1457.25 to the Group's revenue and loss of ₹ 529.77 to the consolidated statement of profit and loss for the year ended March 31, 2026.

Note 46 B: 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 47 A: Change in proportion held by Non-controlling interest during the year ended March 31, 2026

i) Acquisition of Non-controlling interest in GoodEarth Lifestyle Limited (Erstwhile Green Apparel Industries Ltd)

During the year, the Group has acquired an additional equity interest of 7% in its subsidiary, GoodEarth Lifestyle Limited, at an absolute consideration of ₹ 88.33. 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)	0.00
Carrying value of Non controlling interest acquired (B)	1,338.61
Net loss adjusted directly in other equity (A-B)	**(1,338.61)**

ii) Acquisition of Non-controlling interest in Progress Manufacturing Group Limited

During the year, the Group has acquired an additional equity interest of 13% in its subsidiary, Progress Manufacturing Group Limited, at an absolute consideration of ₹ 176.66. 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)	0.00
Carrying value of Non controlling interest acquired (B)	3,362.61
Net loss adjusted directly in other equity (A-B)	**(3,362.61)**

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(All amounts in ₹ lakhs, unless otherwise stated)

iii) Acquisition of Non-controlling interest in Design arc UK Limited

During the year, the Group has acquired an additional equity interest of 15% in its subsidiary, Design Arc UK Limited, at a consideration of ₹ 88.33. 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)	(88.33)
Carrying value of Non controlling interest acquired (B)	677.48
Net loss adjusted directly in other equity (A-B)	**(765.81)**

iv) Acquisition of Non-controlling interest in Design Arc Asia Limited

During the year, the Group has acquired an additional equity interest of 8% in its subsidiary, Design Arc Asia Limited, at a consideration of ₹ 1530.98. 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.

Particulars	Amount
Cash consideration (A)	(1,530.98)
Carrying value of Non controlling interest acquired (B)	(110.57)
Net loss adjusted directly in other equity (A-B)	**(1,420.41)**

v) Acquisition of Non-controlling interest in Twins Asia Limited

During the year, the Group has acquired an additional equity interest of 15% in its subsidiary, Twins Asia Limited, at a consideration of ₹ 176.14. 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)	(176.14)
Carrying value of Non controlling interest acquired (B)	(6.10)
Net loss adjusted directly in other equity (A-B)	**(170.04)**

vi) Acquisition of Non-controlling interest in other entities

During the year, the Group has acquired equity interest of 15%, 15%, 25% and 15% in its subsidiaries Jcraft Array Limited, Design Arc FZCO, PDS Radius Brands FZCO and Twins Asia FZCO, at a consideration of ₹ 6.61, a consideration of ₹ 3.61, a consideration of ₹ 6.01 and a consideration of ₹ 3.61 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 controlled 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)	(19.84)
Carrying value of Non controlling interest acquired (B)	431.35
Net loss adjusted directly in other equity (A-B)	**(451.19)**

vii) Acquisition of Non-controlling interest in Knit Gallery India Private Limited and Knit Gallery Hong Kong Limited

During the year, the Group has acquired equity interest of 3.85% in both of its subsidiaries Knit Gallery India Private Limited and Knit Gallery Hong Kong Limited, at an absolute consideration of ₹344.94 and ₹10.18 respectively. The 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)	(355.12)
Carrying value of Non controlling interest acquired (B)	(50.94)
Net loss adjusted directly in other equity (A-B)	**(304.18)**

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viii) Divestment to Non-controlling interest in NexStyle Apprel Manufacturing Limited

During the year, the Group has disposed off equity interest of 7.22% in its subsidiary, NexStyle Apparel Manufacturing Limited at a consideration of ₹ 344.94. The net gain 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)	344.94
Carrying value of Non controlling interest divested (B)	(2,803.72)
Net loss adjusted directly in other equity (A-B)	**3,148.66**

ix) Divestment of Non-controlling interest in Knit Gallery India Private Limited and Knit Gallery Hong Kong Limited

During the year, the Group has disposed off equity interest of 3.85% and 48.85% in its subsidiaries Knit Gallery India Private Limited and Knit Gallery Hong Kong Limited, respectively at an absolute consideration of ₹ 100 and ₹ 431,225 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)	4.31
Carrying value of Non controlling interest divested (B)	53.07
Net loss adjusted directly in other equity (A-B)	**(48.76)**

x) Divestment to Non-controlling interest in Onme Soho Health and Beauty Limited, Hong Kong

During the year, the Group has disposed off equity interest of 15% in its subsidiary Onme Soho Health and Beauty Limited, Hong Kong at a consideration of ₹ 33.95. The net gain 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)	33.95
Carrying value of Non controlling interest divested (B)	(63.22)
Net loss adjusted directly in other equity (A-B)	**97.17**

Note 47 B: 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 an additional equity interest of 30% in its subsidiary, Spring near east FZCO, at a consideration of ₹ 2,037.69. 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)	2,037.69
Carrying value of Non controlling interest acquired (B)	1,051.56
Net loss adjusted directly in other equity (A-B)	**986.13**

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 (B)	(3,215.97)
Net gain adjusted directly in other equity (A-B)	**3,215.97**

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(All amounts in ₹ lakhs, unless otherwise stated)

iii) Divestment to 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 (B)	(1,013.17)
Net gain adjusted directly in other equity (A-B)	**1,013.17**

iv) 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**

v) Divestment to 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 (B)	601.80
Net loss adjusted directly in other equity (A-B)	**(562.98)**

Note 48: Share based compensation

As on 31st March 2026, the Group 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 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 2026, the company has granted 1,77,335 (31 March 2025 - 1,25,000) 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.

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(All amounts in ₹ lakhs, unless otherwise stated)

Grant date	Number of instruments*	Exercise price*	Vesting period	Exercise period
FY 2025-26	1,77,335	₹ 243.00	1 year	2 years post vesting period
	1,77,335			

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			

ii) Summarized information about movement in PDS ESOP Plan 2021

Particulars	March 31, 2026		March 31, 2025	
	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	**25,89,423**	**227.83**	**38,93,835**	**193.30**
Granted during the year	1,77,335	243.00	1,25,000	396.00
Exercised during the year	(1,23,750)	229.24	(14,14,412)	147.44
Forfeited during the year	(5,38,000)	238.04	(15,000)	246.00
Outstanding at the end of the year	**21,05,008**	**226.42**	**25,89,423**	**227.83**
Exercisable at the end of the year	17,87,673	213.54	16,35,423	208.29

The Group has charged ₹ 109.79 (March 31, 2025: ₹ 578.13) to the consolidated 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, sorted according to their grant dates:

Particulars	March 31, 2026 For option granted	March 31, 2025 For option granted
Weighted average grant date fair value, per share (in ₹)	353.00	480.35
Weighted average Exercise price, per share (in ₹)	243.00	396.00
Weighted average assumptions used:		
Expected volatility	39.26%	40.75% - 42.17%
Expected lives (in years)	3.00	1.50 - 5.00
Risk-free interest rates	5.79%	7.00% - 7.04%
Expected dividend yields	0.47%	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 behavior 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.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

B. NexStyle Apparel Manufacturing Limited - Employee Stock Option Plan 2025 ("NexStyle ESOP 2025")

i) Brief description of the share based payment arrangement

On March 29, 2025 the Group through its subsidiary, NexStyle Apparel Manufacturing Limited, has established the NexStyle Apparel Manufacturing Limited - Employee Stock Option Plan 2025 ("NexStyle ESOP 2025"). The plan are designed to incentivise Mr. Sanjay Jain(Group CEO) for optimizing synergies across manufacturing operations. During the year ended 31 March 2025, the subsidiary has granted 34,49,444 equity settled stock options (ESOPs) under this plan.

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 2025-26	-	-	NA	NA
	-			
FY 2024-25	34,49,444	₹ 10.00	1 year	4 years
	34,49,444			

ii) Summarized information about movement in NexStyle ESOP 2025

Particulars	March 31, 2026		March 31, 2025	
	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	34,49,444	10.00	-	-
Granted during the year	-	-	34,49,444	10.00
Exercised during the year	(34,49,444)	10.00	-	-
Outstanding at the end of the year	**-**	**-**	**34,49,444**	**10.00**
Exercisable at the end of the year	**-**	**-**	**-**	**-**

The Group has charged ₹35.40 (March 31, 2025: ₹ 0.30) to the consolidated statement of profit and loss in respect of options granted under NexStyle ESOP 2025.

**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	3/31/2026	3/31/2025
Weighted average grant date fair value, per share (in ₹)	NA	10.09
Weighted average Exercise price, per share (in ₹)	NA	10.00
Weighted average assumptions used:		
Expected volatility	NA	0.10%
Expected lives (in years)	NA	1.50
Risk-free interest rates	NA	6.83%
Expected dividend yields	NA	0.00%

Expected volatility is based on the average Underlying Annualized Volatility as on March 29, 2025, of BSE 500. 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 behavior 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.

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Since, the subsidiary has no history of declaring dividend, the expected dividend yield is considered to be Nil.

The fair value per share of ESOP is determined using the face value per share of the subsidiary.

C. Grant of shares to non executive director

On November 28, 2025, NexStyle Apparel Manufacturing Limited (the "subsidiary"), granted 77,000* Shares of Knit Gallery India Private Limited (the "step down subsidiary") to Mr. Sanjay Jain (Group CEO) at the consideration of ₹100.00*. Mr. Sanjay Jain, being the non executive director of the subsidiary falls under the scope of IND AS 102, Share based payment.

In accordance with the requirements of Ind AS 102, the fair value of the equity instruments granted, amounting to ₹344.94, has been recognized as employee share-based compensation expense in the consolidated financial statements for the year ended March 31, 2026.

**The number of shares and consideration mentioned is in absolute figures.*

D. Cash Settled share based payments (Phantom stock units)

i. Brief description of the share based payment arrangement

On October 22, 2021, the Group established the PDS Multinational Fashions Limited – Phantom Stock Units Plan 2021 ('Phantom stock plan'), which entities few senior employees of the Group to a cash payment on exercise. During the year ended 31 March 2026 the Group has granted 532,665 ('Phantom Stock Units/ PSU') (31 March 2025 - Nil). These PSU's carry a verting period of up to 4 years and an exercise period of 4 years from the date of vesting.

ii) Summarized information about movement in Phantom stock plan

Particulars	March 31, 2026		March 31, 2025	
	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	2,25,375	219.59	2,90,625	225.97
Granted during the year	5,32,665	243.00	-	-
Exercised during the year	(31,250)	235.20	(65,250)	248.00
Cancelled during the year	(31,250)	219.00	-	-
Outstanding at the end of the year	**6,95,540**	**236.84**	**2,25,375**	**219.59**
Exercisable at the end of the year	**1,50,375**	**219.00**	**1,75,000**	**219.00**

The Group has charged ₹ (122.16) (March 31, 2025: ₹ 40.05) to the statement of profit and loss in respect of options granted under Phantom stock plan.

** 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 PSUs have been measured using the Black-Scholes option-pricing model using the following assumptions -

Particulars	March 31, 2026	March 31, 2025
Weighted average grant date fair value, per share (in ₹)	353.00	NA
Weighted average Exercise price, per share (in ₹)	243.00	NA
Weighted average assumptions used:		
Expected volatility	39.26%	NA
Expected lives (in years)	3.00	NA
Risk-free interest rates	5.79%	NA
Expected dividend yields	0.47%	NA

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for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

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 PSU is estimated based on the vesting term and contractual term of the PSU, as well as expected exercise behavior 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 PSU is determined based on the closing price of holding Company's share on the date of grant.

E. 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, 2026	Year ended March 31, 2025
Share based payment expense	367.97	618.18

F. Share based payment reserve and Share based payment liability recognised in the balance sheet in respect of the above plans is as follows:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Share based payment liability	285.58	450.57
Share based payment Reserve	3,105.36	3,271.70

Note 49: Additional information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as subsidiary/ associates/ joint ventures.

Name of enterprises	Net assets i.e. total assets minus total liability				Share in profit/(loss) for the year			
	As at 31 March 2026		As at 31 March 2025		As at 31 March 2026		As at 31 March 2025	
	As % of total	Amount	As % of total	Amount	As % of total	Amount	As % of total	Amount
Parent Company								
PDS Limited	39.62%	69,869.38	44.02%	71,075.08	28.68%	3,202.85	46.32%	7,267.66
Indian subsidiaries								
Technocian Fashions Private Limited and its subsidiaries	0.45%	795.63	0.35%	572.12	2.61%	291.88	1.40%	220.19
Norlanka Manufacturing India Private Limited	0.25%	444.11	0.30%	483.37	-0.37%	(40.86)	0.27%	42.47
PDS Brands Private Limited	0.00%	-	-0.01%	(10.45)	0.10%	11.08	-0.06%	(9.41)
DBS Lifestyle Private Limited	-0.09%	(155.65)	0.56%	899.66	-8.69%	(970.37)	-2.13%	(334.60)
NexStyle Apparel Manufacturing Limited	2.58%	4,554.45	2.72%	4,386.57	-1.62%	(180.80)	-0.31%	(48.43)
Knit Gallery India Private Limited	0.70%	1,229.61	0.00%	-	3.27%	364.97	0.00%	-
Foreign subsidiaries								
Multinational Textile Group Limited	50.61%	89,253.90	48.39%	78,134.84	49.78%	5,559.61	27.16%	4,260.58
PDS Ventures Limited	17.84%	31,463.78	18.66%	30,130.26	12.45%	1,390.87	-1.94%	(304.09)
PDS Sourcing Limited	10.77%	18,996.05	10.64%	17,184.47	42.89%	4,790.51	30.62%	4,804.43
PDS North America Limited	-1.15%	(2,031.60)	-0.80%	(1,296.78)	-5.06%	(564.66)	-7.84%	(1,230.06)

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for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Name of enterprises	Net assets i.e. total assets minus total liability				Share in profit/(loss) for the year			
	As at 31 March 2026		As at 31 March 2025		As at 31 March 2026		As at 31 March 2025	
	As % of total	Amount	As % of total	Amount	As % of total	Amount	As % of total	Amount
Spring Design Lonodon Limited	-1.59%	(2,795.91)	-1.53%	(2,466.56)	0.56%	62.11	-6.73%	(1,055.73)
Techno Design GmBH	-0.11%	(190.58)	0.93%	1,495.28	-16.52%	(1,845.04)	5.97%	936.03
PDS Fashion USA Limited	1.11%	1,965.08	0.26%	423.61	13.58%	1,516.80	11.48%	1,801.70
PG Group Limited and its subsidiaries	2.78%	4,902.88	2.84%	4,586.22	7.57%	845.09	7.65%	1,199.46
PDS Smart Fabric Tech Limited	-0.38%	(673.14)	0.06%	104.25	-6.61%	(738.61)	-1.27%	(198.77)
Norwest Industries Limited and its subsidiaries	56.56%	99,744.65	49.48%	79,888.16	103.16%	11,522.67	67.77%	10,633.37
PDS Asia Star Corporation Limited and its subsidiaries	3.24%	5,719.67	2.38%	3,840.79	12.34%	1,377.97	12.12%	1,901.08
Simple Approach Limited and its subsidiaries	4.86%	8,564.96	6.36%	10,263.73	24.26%	2,709.76	33.76%	5,297.29
Zamira Fashions Limited and its subsidiaries	0.97%	1,707.03	0.35%	557.42	13.97%	1,560.30	-2.08%	(326.82)
Poeticgem International Limited	0.75%	1,315.50	0.89%	1,436.56	1.31%	146.10	5.30%	830.98
Grupo Sourcing Limited	-0.55%	(963.57)	-0.35%	(559.18)	-4.47%	(499.55)	-3.53%	(553.32)
Techno Design HK Limited and its subsidiaries	3.33%	5,866.35	3.02%	4,872.35	21.51%	2,402.09	14.72%	2,309.61
Poetic Brands Limited	1.98%	3,490.95	1.33%	2,153.73	8.68%	969.11	2.01%	315.90
FX Import Company Limited	0.00%	-	-0.04%	(61.26)	0.00%	-	0.00%	-
Poeticgem Limited	7.57%	13,356.83	7.42%	11,972.99	2.93%	327.50	1.97%	308.90
Design Arc UK Limited	-2.41%	(4,252.54)	-1.18%	(1,903.00)	-17.82%	(1,990.21)	-13.43%	(2,106.64)
Casa Forma Limited	0.00%	(8.75)	0.00%	(0.22)	-0.15%	(17.29)	-0.15%	(22.82)
Moda & Beyond Limited	-1.27%	(2,239.17)	-0.72%	(1,159.03)	-7.80%	(870.66)	-5.85%	(918.44)
PDS fashion Limited	-1.00%	(1,769.40)	-0.70%	(1,123.35)	-3.09%	(344.69)	-4.72%	(740.19)
PDS Lifstystyle Limited UK	-3.99%	(7,028.23)	-0.93%	(1,504.64)	-44.87%	(5,012.03)	-11.80%	(1,850.70)
Recovered Clothing Limited	-1.70%	(2,997.22)	-0.60%	(965.53)	-15.96%	(1,782.65)	-6.57%	(1,031.44)
PDS Sourcing Bangladesh Limited	0.20%	344.95	0.19%	313.33	0.01%	1.01	-0.23%	(35.65)
PDS Multinational FZCO and its subsidiaries	16.07%	28,333.64	12.01%	19,400.25	83.39%	9,314.27	96.03%	15,067.18
Techno Sourcing Bangladesh Limited	0.19%	334.05	0.19%	302.02	0.16%	18.29	0.37%	58.62
Techno Design USA LLC	0.01%	14.20	-0.09%	(141.56)	0.04%	4.96	0.00%	-
PDS Lifstystyle Limited HK	0.01%	17.02	0.00%	3.44	0.11%	12.38	-0.02%	(3.41)
Online Enterprise HK Limited	-1.01%	(1,786.33)	-0.76%	(1,221.45)	-3.15%	(351.40)	-7.77%	(1,218.59)
PDS Central America Limited	-0.28%	(495.66)	-0.14%	(223.77)	-2.09%	(233.19)	-1.95%	(305.50)
Angelic Partner	-0.22%	(380.72)	-0.24%	(389.30)	0.40%	44.91	-1.88%	(294.48)
GSC Link Ltd	0.02%	32.15	0.00%	-	-6.26%	(699.73)	0.00%	-
Origin Global Limited	-3.40%	(6,004.49)	0.00%	-	7.51%	838.89	0.00%	-
Progress Manufacturing Group Limited and its subsidiary	1.86%	3,280.36	0.56%	900.48	9.85%	1,100.34	9.12%	1,430.76
GoodEarth Lifestyle Limited and its subsidiary	4.40%	7,755.54	2.79%	4,498.58	-0.03%	(3.16)	7.02%	1,101.68
Knit Gallery Hong Kong Limited	0.00%	1.27	0.00%	4.22	0.79%	88.72	-0.02%	(3.16)
PDS Manufacutring Limited	30.81%	54,344.37	30.28%	48,889.22	18.39%	2,053.89	0.14%	22.24
Nexstyle Apparel Manufacturing Limited, Mauritius	0.14%	245.22	0.00%	-	-0.09%	(10.18)	0.00%	-
Foreign associates								
Loop Digital Wardrobe Limited	0.00%	5.67	0.07%	119.47	-1.06%	(117.84)	-0.08%	(12.68)
Nobleswear (Private) Limited	0.36%	635.18	0.40%	652.84	-0.80%	(89.26)	-1.49%	(233.25)
Mambo Leisure Masters Limited	0.00%	-	0.01%	16.56	0.00%	-	0.00%	(0.68)
Indian joint venture								
Digital Ecom Techno Private Limited	0.00%	-	0.07%	116.02	0.00%	-	0.03%	5.44
Foreign joint ventures								
Yellow Octopus EU Sp. z o.o. sp.K.	6.51%	11,478.65	6.39%	10,320.21	0.23%	25.41	0.95%	149.19
Sub-total	**247.39%**	**4,36,290.11**	**245.85%**	**3,96,972.01**	**324.04%**	**36,192.17**	**300.37%**	**47,125.91**
Non-controlling interest in subsidiaries	-5.41%	(9,538.25)	-3.88%	(6,257.98)	-59.03%	(6,593.22)	-53.85%	(8,448.17)
Intercompany elimination and consolidation adjustments	-141.98%	(2,50,392.32)	-141.98%	(2,29,246.24)	-165.01%	(18,429.79)	-146.52%	(22,988.42)
Grand-total	**100.00%**	**1,76,359.54**	**100.00%**	**1,61,467.80**	**100.00%**	**11,169.17**	**100.00%**	**15,689.31**

Name of enterprises	Share in other comprehensive income				Share in total comprehensive income			
	Year ended 31 March 2026		Year ended 31 March 2025 (Restated)		Year ended 31 March 2026		Year ended 31 March 2025 (Restated)	
	As % of total	Amount	As % of total	Amount	As % of total	Amount	As % of total	Amount
Parent Company								
PDS Limited	0.36%	45.52	0.10%	(7.42)	13.56%	3,248.37	84.31%	7,260.24
Indian subsidiaries								
Technocian Fashions Private Limited and its subsidiaries	0.07%	9.45	-0.01%	0.66	1.26%	301.33	2.56%	220.86
Norlanka Manufacturing India Private Limited	0.00%	-	0.00%	-	-0.17%	(40.86)	0.49%	42.47
PDS Brands Private Limited	0.00%	-	0.00%	-	0.05%	11.08	-0.11%	(9.41)
DBS Lifestyle Private Limited	0.08%	10.80	0.20%	(14.01)	-4.00%	(959.58)	-4.05%	(348.61)
NexStyle Apparel Manufacturing Limited	-0.14%	(17.45)	0.00%	-	-0.83%	(198.25)	-0.56%	(48.43)
Knit Gallery India Private Limited	0.08%	9.62	0.00%	-	1.56%	374.59	0.00%	-
PDS Global Sourcing Ltd	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Foreign subsidiaries								
Multinational Textile Group Limited	-1.00%	(128.31)	0.98%	(69.65)	22.67%	5,431.30	48.67%	4,190.93
PDS Ventures Limited	-25.54%	(3,266.72)	45.60%	(3,227.41)	-7.83%	(1,875.85)	-41.01%	(3,531.50)
PDS Sourcing Limited	0.00%	-	0.00%	-	19.99%	4,790.51	55.79%	4,804.43
PDS North America Limited	0.00%	-	0.00%	-	-2.36%	(564.66)	-14.28%	(1,230.06)
Spring Design Lonodon Limited	0.00%	-	0.00%	-	0.26%	62.11	-12.26%	(1,055.73)
Techno Design GmBH	0.02%	1.93	0.00%	0.27	-7.69%	(1,843.11)	10.87%	936.30
PDS Fashions USA Limited	0.00%	-	0.00%	-	6.33%	1,516.80	20.92%	1,801.70
PG Group Limited and its subsidiaries	0.00%	-	0.00%	-	3.53%	845.09	13.93%	1,199.46
PDS Smart Fabric Tech Limited	0.00%	-	0.00%	-	-3.08%	(738.61)	-2.31%	(198.77)
Norwest Industries Limited and its subsidiaries	0.03%	4.45	19.95%	(1,411.87)	48.11%	11,527.12	107.08%	9,221.50
PDS Asia Star Corporation Limited and its subsidiaries	-0.11%	(14.22)	0.59%	(41.55)	5.69%	1,363.75	21.59%	1,859.53
Simple Approach Limited and its subsidiaries	-0.73%	(93.43)	1.74%	(122.80)	10.92%	2,616.33	60.09%	5,174.49
Zamira Fashions Limited and its subsidiaries	0.66%	84.61	-0.32%	22.77	6.86%	1,644.91	-3.53%	(304.06)
Poeticgem International Limited	-2.14%	(273.77)	2.95%	(209.05)	-0.53%	(127.66)	7.22%	621.93
Grupo Sourcing Limited	0.03%	3.42	0.05%	(3.42)	-2.07%	(496.13)	-6.46%	(556.73)
Techno Design HK Limited and its subsidiaries	0.01%	1.86	0.02%	(1.56)	10.03%	2,403.95	26.80%	2,308.05
Poetic Brands Limited	0.00%	-	0.00%	-	4.04%	969.11	3.67%	315.90
FX Import Company Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Poeticgem Limited	0.00%	-	0.00%	-	1.37%	327.50	3.59%	308.90
Design Arc UK Limited	0.00%	-	0.00%	-	-8.31%	(1,990.21)	-24.46%	(2,106.64)
Casa Forma Limited	0.00%	-	0.00%	-	-0.07%	(17.29)	-0.26%	(22.82)
Moda & Beyond Limited	0.00%	-	0.00%	-	-3.63%	(870.66)	-10.67%	(918.44)

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(All amounts in ₹ lakhs, unless otherwise stated)

Name of enterprises	Share in other comprehensive income				Share in total comprehensive income			
	Year ended 31 March 2026		Year ended 31 March 2025 (Restated)		Year ended 31 March 2026		Year ended 31 March 2025 (Restated)	
	As % of total	Amount	As % of total	Amount	As % of total	Amount	As % of total	Amount
PDS fashion Limited	0.00%	-	0.00%	-	-1.44%	(344.69)	-8.60%	(740.19)
PDS Lifstystyle Limited UK	0.00%	-	0.00%	-	-20.92%	(5,012.03)	-21.49%	(1,850.70)
Recovered Clothing Limited	0.00%	-	0.00%	-	-7.44%	(1,782.65)	-11.98%	(1,031.44)
PDS Sourcing Bangladesh Limited	0.00%	-	0.00%	-	0.00%	1.01	-0.41%	(35.65)
PDS Multinational FZCO and its subsidiaries	-1.32%	(168.29)	2.29%	(162.27)	38.17%	9,145.98	173.08%	14,904.90
Techno Sourcing Bangladesh Limited	0.00%	(0.13)	0.14%	(10.11)	0.08%	18.15	0.56%	48.51
Techno Design USA LLC	0.00%	-	0.00%	-	0.02%	4.96	0.00%	-
PDS Lifstystyle Limited HK	0.00%	-	0.00%	-	0.05%	12.38	-0.04%	(3.41)
PDS Design Services Limited	0.00%	-	0.00%	-	-1.47%	(351.40)	-14.15%	(1,218.59)
PDS Collaborative Sources Limited	0.00%	-	0.00%	-	-0.97%	(233.19)	-3.55%	(305.50)
Angelic Partner	0.00%	-	0.00%	-	0.19%	44.91	-3.42%	(294.48)
GSC Link Ltd	0.00%	-	0.00%	-	-2.92%	(699.73)	0.00%	-
Origin Global Limited	0.07%	8.62	0.00%	-	3.54%	847.50	0.00%	-
Progress Manufacturing Group Limited and its subsidiary	0.00%	-	0.00%	-	4.59%	1,100.34	16.61%	1,430.76
GoodEarth Lifestyle Limited and its subsidiary	0.00%	(0.48)	-0.01%	0.41	-0.02%	(3.64)	12.80%	1,102.09
Knit Gallery Hong Kong Limited	0.00%	-	0.00%	-	0.37%	88.72	-0.04%	(3.16)
PDS Manufacutring Limited	0.00%	-	0.00%	-	8.57%	2,053.89	0.26%	22.24
Nexstyle Apparel Manufacturing Limited, Mauritius	0.00%	-	0.00%	-	-0.04%	(10.18)	0.00%	-
Foreign associates								
Loop Digital Wardrobe Limited	0.00%	-	0.00%	-	-0.49%	(117.84)	-0.15%	(12.68)
GWD Enterprises Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Nobleswear Private Limited	0.00%	-	0.00%	-	-0.37%	(89.26)	-2.71%	(233.25)
Mambo Leisure Masters Limited	0.00%	-	0.00%	-	0.00%	-	-0.01%	(0.68)
Indian joint venture								
Digital Ecom Techno Private Limited	0.00%	-	0.00%	-	0.00%	-	0.06%	5.44
Foreign joint ventures								
Yellow Octopus EU Sp. z o.o. sp.K.	0.00%	-	0.00%	-	0.11%	25.41	1.73%	149.19
Sub-total	**-29.57%**	**(3,782.53)**	**74.27%**	**(5,257.01)**	**135.26%**	**32,409.65**	**486.20%**	**41,868.87**
Non-controlling interest in subsidiaries	-8.88%	(1,136.23)	-1.01%	71.34	-32.26%	(7,729.45)	-97.27%	(8,376.83)
Intercompany elimination and consolidation adjustments	138.45%	17,711.17	26.73%	(1,892.10)	-3.00%	(718.60)	-288.92%	(24,880.52)
Grand-total	**100.00%**	**12,792.42**	**100.00%**	**(7,077.76)**	**100.00%**	**23,961.57**	**100.00%**	**8,611.54**

Note 50: Post reporting date events

(a) Refer Note 16 for the proposed dividend recommended by the directors which is subject to the approval of shareholders in the ensuing general meeting.

No adjusting or significant non-adjusting events have occurred between the March 31, 2026 and the date of authorisation, other than those disclosed.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Note 51: Additional information, as required under Schedule III to the Companies Act, 2013

(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.

(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 52: 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 three 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) enabled at the application level.

i) Two 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.

ii) The Audit trail feature was not enabled for the period 01 April 2024 to 21 December 2024 for another accounting software used for maintenance of all accounting records by one subsidiary

iii) The audit trail feature was not enabled for accounting software used for maintenance of inventory records by one subsidiary.

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.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Note 53: Restatement

During the year ended March 31, 2026, in order to align with requirement of Ind AS 19 – Employee Benefits, necessary restatements have been made in the comparative financial statement to recognize the employee performance related liability and corresponding expense in the period in which the employees rendered the related services and the Group derived economic benefits from those services i.e. accounted for on an accrual basis. Pursuant to this adjustment, the Group has also recorded consequential adjustments to taxes.

The consequent adjustments made to the comparative financial statement are not considered material to these consolidated financial statements.

Note 54: Others

(a) Prior year amounts have been regrouped / reclassified wherever necessary, to confirm 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

Aasheesh Arjun Singh
Partner
Membership Number: 210122

Mumbai, India
May 15, 2026

For and on behalf of Board of Directors of
PDS Limited

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

Pallak Seth
Executive Vice Chairman
DIN : 00003040

Sanjay Jain
Chief Executive Officer

Sadik Sunasara
Chief Financial Officer

Abhishekh Kanoi
Group Legal Head &
Company Secretary
Membership No. FCS 9530

Mumbai, India
May 15, 2026

PDS
Global | Collaborative | Digital | Ethical

PDS Limited
CIN: L18101MH2011PLC388088
Regd. Office: Unit No. 1031 & 1032, Solitaire Corporate Park, Andheri – Ghatkopar Link Road
Andheri (East), Mumbai – 400093, Maharashtra. India.
• **E-mail**: investors@pdsltd.com • **Website**: www.pdsltd.com • **Tel**: +91 22 41441100

Notice

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

ORDINARY BUSINESS:

1. To receive, consider and adopt:
   a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon; and
   b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon.

2. To declare the final dividend of ₹1.65 /- (Rupee One and Sixty-Five Paise Only) per Equity Share for the financial year ended March 31, 2026.

3. To appoint a director in place of Ms. Yael Gairola (DIN: 08434509), who retires by rotation, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

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

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

   "RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and all other applicable provisions, if any, and Schedule IV of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") and Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Robert Sinclair (DIN: 09390821), whose period of office as an Independent Director is liable to expire on November 8, 2026, and who is eligible for re-appointment and meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of a director pursuant to Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 2 (Two) consecutive years with effect from November 9, 2026 to November 8, 2028 (both days inclusive).

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

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

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

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

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

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

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

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

Place: Mumbai, India
Date: May 15, 2026

Regd. Office:
Unit No. 1031 & 1032, Solitaire Corporate Park,
Andheri – Ghatkopar Link Road, Andheri (East),
Mumbai – 400093, Maharashtra, India.
E-mail: investors@pdsltd.com
Website: www.pdsltd.com

NOTES:

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

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

2. **Change in Registered Office:**

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

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

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

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

4. The Explanatory Statement pursuant to Section 102 of the Act, in respect of Item No. 4 and 5 of the accompanying Notice is annexed hereto as **Annexure I**. The relevant details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), in respect of Directors seeking re-appointments at this AGM is annexed as **Annexure II**.

5. As the AGM shall be conducted through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxy by a Member under section 105 of the Act is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

6. The Institutional/Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy (PDF/ JPEG format) of the Board Resolution/ Authority Letter along with the attested specimen signature of the duly authorised signatory(ies) who are authorised to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Scrutinizer by email at gaurav.sainani@legalixir.com and sunny.gogiya@legalixir.com with a copy marked to instameet@linkintime.co.in.

7. The Members may join the 15th AGM through VC/ OAVM Facility by following the procedure mentioned herein below in the Notice which shall be kept open for the Members from 2:00 P.M. (IST) i.e. 30 (Thirty) minutes before the time scheduled to start the 15th AGM and the Company may close the window for joining the VC/ OAVM Facility 15 (fifteen) minutes after the scheduled time to start the 15th AGM. Members may note that the VC/ OAVM Facility, allows participation of at least 1,000 Members on a 'first come first served' basis. The, promoters, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, the institutional investors and the large Shareholders (i.e. shareholders holding 2% or more) etc., can attend the 15th AGM without any restriction on account of 'first come first served' basis.

8. The attendance of the Members participating in the 15th AGM through VC/ OAVM Facility shall be counted

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

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

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

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

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

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

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

   In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2025-26 along with the Notice of the 15th AGM of the Company, may send a request to the Company's email address at investors@pdsltd.com mentioning Folio No./ DP ID and Client ID.

10. In terms of the applicable provisions of the Act, SEBI Listing Regulations read with the MCA Circulars and SEBI Circulars, the Annual Report including Notice of the 15th AGM of the Company will also be available on the website of the Company at www.pdsltd.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 our RTA, MUFG Intime at https://instavote.linkintime.co.in.

11. SEBI vide its Master Circular No. SEBI/HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details.

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

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

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

    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 as stated above.

13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company's RTA, MUFG Intime at https://web.in.mpms.mufg.com/KYC-downloads.html and on the website of the company at https://pdsltd.com/investors/investor-information/. It may be noted that any service request can be processed only after the folio is KYC Compliant.

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

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

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

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

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

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

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

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

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

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

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

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

    'SWAYAM' is a secure, user-friendly web-based application, developed by "MUFG Intime", that empowers our Members to effortlessly access various

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

18. SEBI has introduced Online Dispute Resolution ('ODR'), which is in addition to the existing SEBI Complaints Redressal System ('SCORES') platform, which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The SMART ODR Portal can be accessed at https://smartodr.in/login. The detailed circulars and process are also available on the website of the Company at https://pdsltd.com/investors/investor-information/#drm-details .

19. The Statutory Registers maintained under Section 170 & 189 of the Act and all relevant documents as referred in the Notice calling the 15th AGM will be available electronically for inspection by the Members up to the date of AGM. Members seeking to inspect such documents can send an email at investors@pdsltd.com.

20. Pursuant to demerger, the unclaimed shares lying in the suspense account of the Company, are also required to be transferred to an Investor Education and Protection Fund ("IEPF"). Members who have not claimed their shares are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with prescribed procedure.

21. Members who wish to obtain any information on the Company or view the financial statements for the financial year ended March 31, 2026 may send their queries at investors@pdsltd.com at least 7 (Seven) days before the date of 15th AGM. The same will be replied by/ on behalf of the Company suitably.

22. In case of joint holders attending the 15th AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on cut off date will be entitled to vote.

23. The term 'Members' has been used to denote the Shareholders of PDS Limited.

24. **DIVIDEND**

The Board of Directors at its meeting held on May 15, 2026, has recommended a final dividend of ₹1.65/- per equity share [82.5%]. The Record date fixed for determining entitlement of Members to final dividend for the financial year ended March 31, 2026, if approved at the AGM, is Friday, July 24, 2026.

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

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

Payment of Dividend through electronic means

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

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

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

Tax Deductible at Source (TDS) / Withholding tax

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

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

For Resident Shareholders,

A.1 Tax Deductible at Source for Resident members

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

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

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

Sr. No.	Particulars	Withholding tax rate	Documents required (if any)/ Remarks
1	Submission of form 121 with valid & operative PAN.	NIL	Declaration in Form No. 121 fulfilling certain conditions.
2	Member to whom section 393(1) [Table: Sl. No. 7] of the Income-Tax Act, 2025 does not apply as per section 393(4) [Table: Sl. No. 10] such as LIC, GIC. etc.	NIL	Valid documentary evidence for exemption u/s 393(4) [Table Sl. No 10] of the Income-Tax Act, 2025.
3	Member covered u/s 393(5) of the Income-Tax Act, 2025 such as Government, RBI, Corporations established by Central Act & mutual funds	NIL	Valid documentary evidence for coverage u/s 393(5) of the Income-Tax Act, 2025.
4	Category I and II Alternate Investment Fund	NIL	SEBI registration certificate to claim benefit under section 400(1) of the Income-Tax Act, 2025.
5	• Recognised provident funds • Approved superannuation fund • Approved gratuity fund	NIL	Valid documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT).
6	National Pension Scheme	NIL	No TDS as per section 393(9) of the Income-Tax Act, 2025. Valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) to be provided
7	Any resident member exempted from TDS deduction as per the provisions of the Income-Tax Act, 2025 or by any other law or notification	NIL	Valid documentary evidence substantiating exemption from deduction of TDS.

B. Non-Resident members:

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

Sr. No.	Particulars	Withholding tax rate	Documents required (if any)/ Remarks
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Other Non-Resident members	20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficia	FPI registration certificate in case of FIIs / FPIs. To avail beneficial rate of tax treaty following tax documents would be required: 1. Tax Residency certificate issued by revenue authority of country of residence of member for the year in which dividend is received. 2. PAN or declaration as per Rule 217 of the Income-Tax Rules, 2026 in a specified format. 3. E-filed Form 41 4. Self-declaration for non-existence of permanent establishment/ fixed base in India. *(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident member and review to the satisfaction of the Company).*
2	Indian Branch of a Foreign Bank	NIL	Lower tax deduction certificate u/s 395(1) of the Income-Tax Act, 2025 obtained from Income Tax Authority. Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank and the same will be included in taxable income of the branch in India. In case above documents are not made available, then Withholding tax will be at 35% (plus applicable surcharge and cess)
3	Availability of Lower / NIL tax deduction certificate issued by Income Tax Authority	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority
4	Any non-resident member exempted from WHT deduction as per the provisions of the Income-Tax Act, 2025 or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc.	NIL	Necessary documentary evidence substantiating exemption from WHT deduction.
5	Benefits under Income Tax Rule No. 203	Rates based on the applicability of the Income-Tax Act, 2025 / DTAA (whichever is beneficial) to the beneficial owner	If the member e.g. clearing member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule No. 203(2) is provided regarding the beneficial owner, the Withholding tax will be deducted at the rates applicable to the beneficial shareholders. The documents as mentioned against Sr. No 1 to 4 in column (4) will be required in addition to the above declaration.

The aforementioned documents can be downloaded from MUFG Intime's website at https://web.in.mpms.mufg.com/client-downloads.html on general tab and are required to be uploaded on the MUFG Intime's portal at https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html on or before 5 pm (IST), Friday, July 24, 2026, to enable the Company to determine the appropriate TDS/withholding tax rate applicable. Incomplete and/or unsigned forms and declarations will not be considered by the Company. Any communication on the tax determination/ deduction received post 5:00 pm (IST) Friday, July 24, 2026, shall not be considered. All communications/ queries in this respect should be addressed to our RTA, MUFG Intime to its email address at investor.helpdesk@in.mpms.mufg.com. The Company will arrange to email a soft copy of the TDS Certificate at the shareholders registered email ID post payment of the said Final Dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at https://eportal.incometax.gov.in/.

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

Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the IEPF, constituted by the Central Government.

Members who have not encashed dividend declared by the Company during previous years, are advised to write to the Company immediately at investors@pdsltd.com.

25. **VOTING**

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

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

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

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

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

INSTRUCTIONS FOR ATTENDING & SPEAKING AT THE ANNUAL GENERAL MEETING

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

a) Visit URL: https://instameet.in.mpms.mufg.com & click on **"Login"**.

b) Select the **"Company Name"** and register with your following details:

c) Select Check Box - **Demat Account No./ Folio No./ PAN**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the Company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- **Mobile No:** Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- **Email ID:** Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click "Go to Meeting"

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

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

i. Shareholders who would like to speak during the meeting must register their request with the company at investors@pdsltd.com on or before Friday, July 24, 2026. Only those Members who have pre-registered themselves as a speaker on the dedicated email id investors@pdsltd.com will be allowed to express their views/ask questions during the AGM.

ii. Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember the speaking serial number and start your conversation with the panellist by switching on video mode and audio of your device.

iii. Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

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

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

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

i. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"

ii. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InStaMeet.

iii. Click on 'Submit'.

iv. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

v. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

vi. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Notes:

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

D. HELPDESK:

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

INSTRUCTIONS FOR REMOTE E-VOTING

In terms of SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

LOGIN METHOD –

A. FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH DEPOSITORIES:

NSDL:		
NSDL OTP based login	a)	Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
	b)	Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
	c)	Enter the OTP received on your registered email ID/ mobile number and click on login.
	d)	Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
	e)	Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
Shareholders registered with NSDL IDeAS facility	a)	Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under icon under "IDeAS Login Section".
	b)	Click on "Beneficial Owner" icon under "IDeAS Login Section".
	c)	Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
	d)	Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
Shareholders not registered for IDeAS facility:	a)	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
	b)	Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
	c)	Enter the last 4 digits of your bank account / generate 'OTP'
	d)	Post successful registration, user will be provided with Login ID and password.
	e)	Follow steps given above in points (a-d).
		Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
Individual Shareholders directly visiting the e-voting website of NSDL	a)	Visit URL: https://www.evoting.nsdl.com
	b)	Click on the "Login" tab available under 'Shareholder/Member' section.
	c)	Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
	d)	Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
	e)	Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
CDSL:		
Shareholders registered with CDSL Easi/ Easiest facility	a)	Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com & click on New System Myeasi Tab.
	b)	Enter existing username, Password & click on "Login".
	c)	Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
Individual Shareholders who have not registered for CDSL Easi/ Easiest facility:	a)	To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration
	b)	Proceed with updating the required fields for registration.
	c)	Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).
Individual Shareholders directly visiting the e-voting website of CDSL	a)	Visit URL: https://www.cdslindia.com
	b)	Go to e-voting tab.
	c)	Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
	d)	System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.
	e)	Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

B. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH DEPOSITORY PARTICIPANT

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a. Login to DP website

b. After Successful login, user shall navigate through "e-voting" option.

c. Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d. Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

C. FOR SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE / NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date i.e., Friday, July 24, 2026, for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders who have registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.

b) Enter details as under:

A. User ID: Enter User ID
B. Password: Enter existing Password
C. Enter Image Verification (CAPTCHA) Code
D. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolution")

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:

i. User ID: Enter User ID

ii. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

iii. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

iv. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders holding shares in NSDL form, shall provide 'iv' above
- Shareholders holding shares in CDSL form shall provide "point iii" or "point iv" above.
- Shareholders holding shares in physical form but have not recorded 'iii' and 'iv', shall provide their Folio number in 'iv' above

v. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

vi. Enter Image Verification (CAPTCHA) Code.

vii. Click "Submit" (You have now registered on InstaVote).

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

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

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

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

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:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) 'Investor's Name - Enter Investor's Name as updated with DP.

3) 'Investor PAN' - Enter your 10-digit PAN.

4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

Note: *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.

5) Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

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

OR

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

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

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

HELPDESK:

Individual Shareholders holding securities in demat mode

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at 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.mufg.com or contact on: - Tel: 022 – 4918 6000.

FORGOT PASSWORD:

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

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

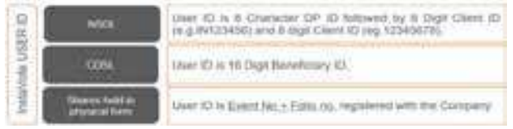
Individual shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

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

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

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

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.



General Instructions (Shareholders)

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

26. In case of any grievances connected with the facility for e-voting on the day of the AGM and for Remote E-Voting please contact Mr. Rajive Ranjan, AVP – MUFG Intime India Private Limited, Email ID - enotices@in.mpms.mufg.com 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.

27. Mr. Gaurav Sainani, Partner (C.P. No. 24482) or failing him Mr. Sunny Gogiya, Partner (C.P. No. 21563) of M/s. SGGS and Associates, Practicing Company Secretaries (FRN: P2021MH086900) have been appointed by the Board of Directors as the Scrutinizer to scrutinize the e-voting process (during the remote e-voting period and at the 15th AGM) in a fair and transparent manner.

28. The Scrutinizer shall, immediately after the conclusion of voting at the AGM not later than 48 hours of the conclusion of the AGM, unblock the votes cast through e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website at www.pdsltd.com 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 15th AGM i.e. Friday, July 31, 2026.

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

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

Place: Mumbai, India
Date: May 15, 2026

Regd. Office:
Unit No. 1031 & 1032, Solitaire Corporate Park,
Andheri – Ghatkopar Link Road, Andheri (East),
Mumbai – 400093, Maharashtra, India.
E-mail: investors@pdsltd.com
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 15th ANNUAL GENERAL MEETING ("AGM"), PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

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

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

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

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

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

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

Rationale for Re-appointment

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

Brief Profiles

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

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

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

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

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

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

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

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

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

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

Declarations, Confirmations and Eligibility

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

a. Declaration of Independence confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("the Act") and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations");

b. Consent to act as Director pursuant to the provisions of the Act;

c. Confirmation that they are not disqualified from being appointed as Directors in terms of Section 164 of the Act and are not debarred from holding the office of director by virtue of any order passed by SEBI or any other authority;

d. Confirmation that they are not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact their ability to discharge their duties as Independent Directors of the Company; and

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

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

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

Terms of Re-Appointment and Inspection of Documents

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

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

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

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

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

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

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

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

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

Place: Mumbai, India
Date: May 15, 2026

Regd. Office:
Unit No. 1031 & 1032, Solitaire Corporate Park,
Andheri – Ghatkopar Link Road, Andheri (East),
Mumbai – 400093, Maharashtra, India.
E-mail: investors@pdsltd.com
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	**Ms. Yael Gairola**	**Mr. Robert Sinclair**	**Mr. Nishant Parikh**
DIN	08434509	09390821	07349640
Date of Birth/ Age	December 27, 1973; 52 Years	January 19, 1963; 63 Years	November 3, 1978; 47 Years
Date of first Appointment on the Board	December 8, 2021	November 9, 2021	December 8, 2021
Qualification(s)	INSEAD (Singapore /France), MBA GMAT: 730 (top 4%) Columbia Law School (New York), Master of Laws. Harlan Fiske Stone Scholar (in recognition of superior academic achievements) Hebrew University Law School (Israel), Bachelor of Laws. Graduated magna cum laude (top 5%); Dean's List Scholar.	Bachelor of Arts Degree in Political Science from the University of Carleton, Ottawa, Canada.	BA LLB (Hons.) from National Law College of India, Bangalore.
Expertise in specific functional area	Expertise in Strategy, Change Management, Turnarounds, Scale-ups, Operations, Commercial, Digital Transformation, Acquisitions and Post- Merger Integrations.	Expertise in Business Strategy, Supply Chain Management, Digital Commerce, Brand Management etc.	Expertise in Board Advisory, Corporate Governance, Commercial Strategy, Business Restructuring, Regulatory Compliance, and Governance Frameworks.
Brief Profile	For detailed profile please the website of the Company at https://pdsltd.com/investors/board-of-directors/.	For detailed profile please refer Item No. 4 of explanatory statement and website of the Company at https://pdsltd.com/investors/board-of-directors/.	For detailed profile please refer Item No. 5 of explanatory statement and website of the Company at https://pdsltd.com/investors/board-of-directors/ .
Remuneration last drawn, if any	No remuneration was drawn from the Company. During the financial year 2025-26, the sitting fees was paid from the subsidiary companies		
Terms and conditions of re appointment including remuneration	As per Company's Policy on Nomination and Remuneration available on the Company's website at https://pdsltd.com/wp-content/uploads/2025/08/30.-Nomination-and-Remuneration-Policy.pdf.	As per the terms & conditions mentioned on the website of the Company at https://pdsltd.com/wp-content/uploads/2025/10/Terms-and-Conditions-of-Appointment-of-Independent-Directors-1.pdf., and as per the resolution specified in item no. 4 and 5 of this Notice read with the explanatory statement thereto.	
No. of Board Meetings attended during FY 2025-26	5 of 5		
Shareholding including Shareholding as a beneficial owner	Nil		
Directorship held in other Companies	None	None	NexStyle Apparel Manufacturing Limited
Member/Chairperson of Committees of the Company	Nil	Chairman – Nomination & Remuneration Committee Member – Stakeholders Relationship Committee	a. Audit Committee – Chairman b. Risk Management Committee – Chairman
Memberships/Chairperson of Committees held in other Indian companies	None		
Relationship with Promoters/ Directors/ Managers and Key Managerial Personnels	None		
Name of Listed entities from which the person has resigned in the past 3 (Three) years as a Director	None		
Summary of Performance evaluation of the Director	Not Applicable	The justification and recommendations from both the NRC and the Board are detailed in the explanatory statement for item No. 4 and 5.	

CORPORATE OFFICE

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Solitaire Corporate Park,
Andheri Ghatkopar Link Road,
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Maharashtra, India

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