



PDP SHIPPING & PROJECTS LIMITED

A-606, Mahavir Icon, Plot Nos. 89 & 90, Sector 15, CBD Belapur
Navi Mumbai, Thane, Maharashtra - 400614 INDIA

Tel: +91-22-2758 1200 Fax: +91-22-2756 3132

E-mail: info@pdpprojects.com | Web: www.pdpprojects.com | CIN: U61100MH2009PLC192893

NOTICE is hereby given that 15th Annual General Meeting of Members of **PDP SHIPPING & PROJECTS LIMITED** will be held on Monday, September 30, 2024 at 11.00 A.M. at the Registered Office of the Company situated at A-606, Mahavir Icon, Plot Nos. 89 & 90, Sector 15, CBD Belapur, Navi Mumbai, Maharashtra – 400614 to transact the following business:-

ORDINARY BUSINESS:

1. **Consideration and Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon**

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED** that the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted.”

2. **Re-appointment of Mr. Animesh Kumar (DIN: 02534914), as a Director liable to retire by rotation, who retires by rotation and being eligible has offered himself for re-appointment.**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED** that Mr. Animesh Kumar (DIN: 02534914), Director of the Company, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company.”

SPECIAL BUSINESS:

3. **Appointment of Mr. Yogesh Gupta (DIN: 10322798) as an Independent Director of the Company for a term of 5 (five) years**

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

“**RESOLVED** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the Articles of Association and the Nomination and Remuneration Policy of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Yogesh Gupta (DIN: 10322798), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from January 15, 2024, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and being eligible for appointment under the provisions of the Act and the Rules framed thereunder, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from January 15, 2024 upto January 14, 2029.

RESOLVED any one Director, the Chief Financial Officer, the Chief People Officer and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be usual and expedient to implement this decision.”

4. **Appointment of Mr. Sunil Mishra (DIN: 10323240) as an Independent Director of the Company for a term of 5 (five) years**

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

“**RESOLVED** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the Articles of Association and the Nomination and Remuneration Policy of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Sunil Mishra (DIN: 10323240), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from January 15, 2024, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member





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under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and being eligible for appointment under the provisions of the Act and the Rules framed thereunder, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from January 15, 2024 upto January 14, 2029.

RESOLVED any one Director, the Chief Financial Officer, the Chief People Officer and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be usual and expedient to implement this decision."

5. **Appointment of Mr. Debabrata Samaddar (DIN: 10323256) as an Independent Director of the Company for a term of 5 (five) years**

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

"RESOLVED pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the Articles of Association and the Nomination and Remuneration Policy of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Debabrata Samaddar (DIN: 10323256), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from January 15, 2024, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and being eligible for appointment under the provisions of the Act and the Rules framed thereunder, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from January 15, 2024 upto January 14, 2029.

RESOLVED any one Director, the Chief Financial Officer, the Chief People Officer and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be usual and expedient to implement this decision."

By the Order of the Board
For PDP Shipping & Projects Limited
CIN: U61100MH2009PLC192893

For PDP Shipping & Projects Ltd For PDP Shipping & Projects Ltd


Director


Director

Date: August 26, 2024
Place: Navi Mumbai

Animesh Kumar
Managing Director
DIN: 02534914

Shalini Abhiuday Verma
Whole-time Director
DIN: 07040233

Registered Office: A-606, Mahavir Icon, Plot Nos. 89 & 90 Sector 15
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Company CIN: U61100MH2009PLC192893
Email ID: admin@pdpprojects.com
Contact Number: +91-22-27581200





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Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him & the proxy need not be a member. Proxies in order to be effective shall duly filled, stamped, executed and lodged with the registered office of the company at least 48 hours before the time fixed for the commencement of the meeting.
2. Members/ Proxies should fill the Attendance sheet for attending the Meeting.
3. Audited Balance Sheet for the year ended on 31st March, 2024 together with reports of Auditors and Directors are enclosed herewith.
4. Members are requested to bring their copy of Annual Report to the meeting.
5. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
6. Members are requested to intimate immediately change in their address at the registered office of the Company.
7. Members are informed that in case of joint holders attending the Meeting, only such Joint holder who is higher in the order of the names will be entitled to vote.
8. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting as per the requirement of Secretarial Standards-2 (SS-2) as issued by the Institute of Company Secretaries of India (ICSI)
9. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

By the Order of the Board
For PDP Shipping & Projects Limited
CIN: U61100MH2009PLC192893

For PDP Shipping & Projects Ltd For PDP Shipping & Projects Ltd

Animesh Kumar

Animesh Kumar **Director**
Managing Director
DIN: 02534914

Shalini Abhiuday Verma

Shalini Abhiuday Verma **Director**
Whole-time Director
DIN: 07040233

Date: August 26, 2024

Place: Navi Mumbai

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EXPLANATORY STATEMENT

[Pursuant to the provisions of Section 102 of the Act]

Item No.: 3

The Board of Directors (the "Board"), on the recommendation of the Nomination and Remuneration Committee (the "NRC") had approved the appointment of Mr. Yogesh Gupta (DIN: 10322798) as an Additional (Independent) Director of the Company, for a period of 5 (five) years commencing from January 15, 2024 upto January 14, 2029, subject to approval of the Members by way of special resolution.

Pursuant to the provisions of Section 161 of the Act, Mr. Gupta will hold office upto the date of the ensuing Annual General Meeting. Therefore, the approval of members is being sought for the aforesaid appointment of Mr. Gupta, through in this AGM.

The Company has received a notice in writing from a Member, in terms of Section 160 of the Act, proposing the appointment of Mr. Gupta as a Director of the Company.

The Company has received, inter alia, the following consents, declarations and confirmations from Mr. Gupta with regard to the proposed appointment:

- Consent to act as Director of the Company, in Form DIR-2, in terms of Section 152 of the Act.
- Declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.
- Declaration that he meets the criteria of independence prescribed under the Act.
- Declaration that he is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority.
- Confirmation that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact her ability to discharge his duties as an Independent Director of the Company.
- Confirmation that he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.

In the opinion of the NRC and the Board, Mr. Gupta fulfils the conditions of independence as specified in the Act, the Rules thereunder and the SEBI LODR, and is independent of the Management.

Further, in the opinion of the NRC and the Board, Mr. Gupta possess the requisite skills and capabilities required for the role of an Independent Director of the Company, considering his qualifications, rich experience and expertise. A brief profile of Mr. Gupta, alongwith additional details as required under SS-2, is given in Annexure to this Notice.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Gupta will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by him, reimbursement of expenses for participation in the meetings, subject to the overall limits as specified under the Act and the Rules framed thereunder. The terms and conditions of Mr. Gupta's appointment are available for inspection by the Members in the manner provided in the Notes to this Notice. The same is also available on the Company's website.

Mr. Gupta is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

Except Mr. Gupta and his relatives, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board of Directors recommends the Special Resolution for approval of Members of the Company, as set out at Item No. 3 of the Notice.

Item No.: 4





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The Board of Directors (the "Board"), on the recommendation of the Nomination and Remuneration Committee (the "NRC") had approved the appointment of Mr. Sunil Mishra (DIN: 10323240) as an Additional (Independent) Director of the Company, for a period of 5 (five) years commencing from January 15, 2024 upto January 14, 2029, subject to approval of the Members by way of special resolution.

Pursuant to the provisions of Section 161 of the Act, Mr. Mishra will hold office upto the date of the ensuing Annual General Meeting. Therefore, the approval of members is being sought for the aforesaid appointment of Mr. Mishra, through in this AGM.

The Company has received a notice in writing from a Member, in terms of Section 160 of the Act, proposing the appointment of Mr. Mishra as a Director of the Company.

The Company has received, inter alia, the following consents, declarations and confirmations from Mr. Mishra with regard to the proposed appointment:

- Consent to act as Director of the Company, in Form DIR-2, in terms of Section 152 of the Act.
- Declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.
- Declaration that he meets the criteria of independence prescribed under the Act.
- Declaration that he is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority.
- Confirmation that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact her ability to discharge her duties as an Independent Director of the Company.
- Confirmation that he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.

In the opinion of the NRC and the Board, Mr. Mishra fulfils the conditions of independence as specified in the Act, the Rules thereunder and the SEBI LODR, and is independent of the Management.

Further, in the opinion of the NRC and the Board, Mr. Mishra possess the requisite skills and capabilities required for the role of an Independent Director of the Company, considering her qualifications, rich experience and expertise. A brief profile of Mr. Mishra, alongwith additional details as required under SS-2, is given in Annexure to this Notice.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Mishra will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by him, reimbursement of expenses for participation in the meetings, subject to the overall limits as specified under the Act and the Rules framed thereunder. The terms and conditions of Mr. Mishra's appointment are available for inspection by the Members in the manner provided in the Notes to this Notice. The same is also available on the Company's website.

Mr. Mishra is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

Except Mr. Mishra and his relatives, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board of Directors recommends the Special Resolution for approval of Members of the Company, as set out at Item No. 4 of the Notice.

Item No.: 5

The Board of Directors (the "Board"), on the recommendation of the Nomination and Remuneration Committee (the "NRC") had approved the appointment of Mr. Debabrata Samaddar (DIN: 10323256) as an Additional (Independent) Director of the Company, for a period of 5 (five) years commencing from January 15, 2024 upto January 14, 2029, subject to approval of the Members by way of special resolution.

Pursuant to the provisions of Section 161 of the Act, Mr. Samaddar will hold office upto the date of the ensuing Annual General Meeting. Therefore, the approval of members is being sought for the aforesaid appointment of Mr. Samaddar, through in this AGM.





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The Company has received, inter alia, the following consents, declarations and confirmations from Mr. Samaddar with regard to the proposed appointment:

- Consent to act as Director of the Company, in Form DIR-2, in terms of Section 152 of the Act.
- Declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.
- Declaration that he meets the criteria of independence prescribed under the Act.
- Declaration that he is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority.
- Confirmation that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact her ability to discharge her duties as an Independent Director of the Company.
- Confirmation that he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.

In the opinion of the NRC and the Board, Mr. Samaddar fulfils the conditions of independence as specified in the Act, the Rules thereunder and the SEBI LODR, and is independent of the Management.

Further, in the opinion of the NRC and the Board, Mr. Samaddar possess the requisite skills and capabilities required for the role of an Independent Director of the Company, considering her qualifications, rich experience and expertise. A brief profile of Mr. Samaddar, alongwith additional details as required under SS-2, is given in Annexure to this Notice.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Samaddar will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by him, reimbursement of expenses for participation in the meetings, subject to the overall limits as specified under the Act and the Rules framed thereunder. The terms and conditions of Mr. Samaddar's appointment are available for inspection by the Members in the manner provided in the Notes to this Notice. The same is also available on the Company's website.

Mr. Samaddar is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

Except Mr. Samaddar and his relatives, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board of Directors recommends the Special Resolution for approval of Members of the Company, as set out at Item No. 5 of the Notice.

By the Order of the Board
For PDP Shipping & Projects Limited
CIN: U61100MH2009PLC192893

For PDP Shipping & Projects Ltd

For PDP Shipping & Projects Ltd



Director

Animesh Kumar
Managing Director
DIN: 02534914



Director

Shalini Abhoday Verma
Whole-time Director
DIN: 07040233

Date: August 26, 2024
Place: Navi Mumbai

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ADDITIONAL INFORMATION ON DIRECTOR SEEKING APPOINTMENT

Details of Director seeking appointment pursuant to Regulation 36 of SEBI LODR and SS-2

Name	Yogesh Gupta	Sunil Mishra	Debabrata Samaddar
Director Identification Number	10322798	10323240	10323256
Age	52 years	70 years	62 years
Qualification	Qualified Chartered Accountant & L.L.B	L.L.B	Mechanical Engineer & Post Graduate Certificate in General Management
Experience	24 Years+	34 Years+	20 Years+
Nature of expertise in specific functional areas	A Qualified Chartered Accountant with more than 24 years of expertise in Management Assurance Services, Controls & Compliance, Fraud Investigations, Risk Management, Internal Audit , and the Development of SOP Manuals . Demonstrated proficiency in Dealer Business Management and Financial Management , driving operational excellence and ensuring compliance across diverse business environments.	Mr. Sunil Mishra, an M.A., LL.B. from Delhi University , retired as Joint Secretary to the Government of India after over 30 years of distinguished service. Now a practicing advocate, his expertise spans Vigilance, Administration, Aviation, and Shipping & Maritime . He played a key role in policy formulation for India's Major Port Trusts and served as a Government Trustee for Vishakhapatnam Port Trust . Mr. Mishra has actively collaborated with ministries, agencies, and NGOs to enhance seafarer welfare , particularly in	Mr. Debabrata Samaddar, a Mechanical Engineer (B.E.) from Jadavpur University and a Post Graduate in CGM from IIM Kolkata , brings over 20 years of leadership in operations, profit center management, and strategic business growth . Trained at Cambridge University , he retired as Senior General Manager at Tata Steel Downstream Products Ltd , where he oversaw operations with a turnover exceeding US\$750 million , managing over 600 + clients .





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		addressing piracy and hostage crises, with a proven record of impactful contributions in both government and legal fields.	His expertise lies in leadership, profit center management, strategic capital expenditure, global partnerships, and business expansion . Mr. Samaddar's experience spans key roles at Bridgestone Tyres India and INDAL (now Hindalco) . As a Senior Business Excellence Assessor and Apex Committee Member at Tata Group , he drove initiatives in safety, ethics, CSR, and capital planning , making him a key architect of operational excellence and innovation.
Brief resume of the Director	<i>Fellow Chartered Accountant (FCA), A.C.C.A. (London, UK), LL.B. (Delhi University)</i> Mr. Yogesh Gupta brings over 24 years of rich experience in the areas of Audit, Controls & Compliance, SOP Development, Dealer Business Management, Financial Management, Assurance & Advisory	Mr. Sunil Mishra, an M.A., LL.B. graduate from Delhi University, brings over three decades of distinguished service to the nation, having retired as a Joint Secretary to the Government of India. His vast experience spans multiple sectors, including Vigilance, Administration,	Mr. Debabrata Samaddar, a Mechanical Engineer (B.E.) from Jadavpur University and a Post Graduate in CGM from IIM Kolkata, brings over two decades of leadership experience. Specialized through training at Cambridge University, he spent more than 20 years with Tata Steel Group,





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	Services, Risk Management, and Fraud Investigations. Throughout his distinguished career, he has held key positions in reputable organizations, including KPMG and one of India's largest automobile manufacturers. His diverse expertise spans across multiple domains, contributing significantly to business performance, operational efficiency, and risk mitigation in both audit firms and the automotive industry.	Aviation, and Shipping & Maritime. He played a pivotal role in policy formulation for India's 11 Major Port Trusts and served as a Government Trustee for the Vishakhapatnam Port Trust. Following his retirement, Mr. Mishra embarked on a successful career as a practicing advocate in Delhi, specializing in maritime and seafarer welfare, with a proven record of collaboration with ministries, agencies, and NGOs on critical issues such as piracy and hostage situations. His extensive expertise makes him a valuable asset to the organization.	retiring as Senior General Manager at Tata Steel His expertise includes Leadership, Profit Center & Operations Management, managing a large client base of over 600 + clients collaborations, business expansion, and product innovation. His diverse industry exposure spans roles at Bridgestone Tyres India and INDAL (now Hindalco). As a Senior Business Excellence Assessor and Apex Committee Member at Tata Group, he championed safety, ethics, CSR, and capital planning, contributing to operational excellence and growth strategies.
Date of first appointment	January 15, 2024	January 15, 2024	January 15, 2024
Terms and conditions of appointment	It is proposed to appoint Mr. Yogesh Gupta as a Non-Executive (Independent) Director of the Company, not liable to retire by rotation, for a period of 5	It is proposed to appoint Mr. Sunil Mishra as a Non-Executive (Independent) Director of the Company, not liable to retire by rotation, for a period of 5	It is proposed to appoint Mr. Debabrata Samaddar as a Non-Executive (Independent) Director of the Company, not liable to retire by





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	(five) years, with effect from January 15, 2024. Terms and conditions of appointment are in accordance with the Nomination and Remuneration Policy. The same is available for inspection by the members and is also provided on the Company's website i.e. https://www.pdpprojects.com/ .	(five) years, with effect from January 15, 2024. Terms and conditions of appointment are in accordance with the Nomination and Remuneration Policy. The same is available for inspection by the members and is also provided on the Company's website i.e. https://www.pdpprojects.com/ .	rotation, for a period of 5 (five) years, with effect from January 15, 2024. Terms and conditions of appointment are in accordance with the Nomination and Remuneration Policy. The same is available for inspection by the members and is also provided on the Company's website i.e. https://www.pdpprojects.com/ .
Remuneration last drawn	Rs. 80,000/-	Rs. 80,000/-	Rs. 70,000/-
Remuneration proposed to be given	The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof, reimbursement of expenses for participation in the meetings as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.	The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof, reimbursement of expenses for participation in the meetings as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.	The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof, reimbursement of expenses for participation in the meetings as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.
Number of Board meetings	2	2	2





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of the Company attended during the year			
Listed entities in which the person holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Directorships held in other Companies/Branches	Nil	Nil	Nil
Memberships/Chairmanships of committees of other Companies	Nil	Nil	Nil
Number of shares held in the Company	Nil	Nil	Nil
Relationship with other Directors and Key Managerial Personnel or their respective relatives	Nil	Nil	Nil

