

NOTICE

NOTICE is hereby given that the Sixteenth (16th) Annual General Meeting of the Members of the PDP SHIPPING & PROJECTS LIMITED will be held on Monday, 29th September, 2025 at 3:00 p.m. (IST) through Video Conferencing/ Other Audio Visual Means ('VC'/ 'OAVM'), to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 - Consideration and Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 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 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted."

Item No. 2 - Re-appointment of Mrs. Shalini Abhiuday Verma (DIN: 07040233), as a Director liable to retire by rotation, who retires by rotation and being eligible has offered herself for re-appointment.

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

"RESOLVED THAT Mrs. Shalini Abhiuday Verma (DIN: 07040233), 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:

Item No. 3 - Appointment of M/s Bilimoria Mehta & Co. as the Statutory Auditors of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon recommendation of the Audit Committee, M/s Bilimoria Mehta & Co., Chartered Accountants (Firm Registration No. 101490W), be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) years i.e. from the conclusion of this Annual General Meeting till the conclusion of Twenty first Annual General Meeting of the Company, at such remuneration as may be approved by the Audit Committee/ Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT the Audit Committee/ Board of Directors of the Company be and are hereby authorized to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Auditors, during the tenure of their appointment."

Registered Office:

A-606, Mahavir Icon, Plot Nos. 89 & 90
Sector 15, CBD Belapur, Navi Mumbai
Thane, Maharashtra India, 400614
Tel: +91 22 2756 5053

CIN: U61100MH2009PLC192893

Website: www.pdpprojects.com

Email: compliance@pdpprojects.com

**By Order of the Board of Directors
For PDP Shipping & Projects Limited**

**Animesh Kumar
(Managing Director)**

DIN: 02534914

Navi Mumbai

Wednesday, 3rd September, 2025

NOTES:

1. Pursuant to the General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated 5th May, 2020, 10/2022 dated 28th December, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated 25th September, 2023 in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") the Company is convening the 16th AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') Facility, which does not require the physical presence of members.

Further, the Securities and Exchange Board of India ('SEBI'), vide its Circulars dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023 and 7th October, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

In compliance with the provisions of the Companies Act, 2013 ('the Act'), the Listing Regulations and MCA Circulars, the 16th AGM of the Company is being held through VC/OAVM on Monday 29th September 2025 at 03:00 p.m. IST. The deemed venue for the AGM will be the Registered Office of the Company.

2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
3. The Annual Report, Notice of the AGM and other documents sent through e-mail are also available on the Company's website <https://www.pdpprojects.com/>
4. The Company has engaged the services of KFin Technologies Limited ('KFinTech'), to provide VC facility and e-voting facility for the AGM.
5. The relevant Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts concerning special business as set out above in Item No. 3 is annexed hereto. The relevant information and details required to be disclosed under Listing Regulations and Secretarial Standard on General Meeting (SS-2) in respect of the Directors retiring by rotation at this Meeting is annexed hereto as **Annexure A** to this Notice.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
7. Corporate/Institutional Members are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/authorization letter to the Scrutinizer at email ID man.sancheti@gmail.com with a copy marked to evoting@kfintech.com and to the Company at

compliance@pdpprojects.com authorizing its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to section 113 of the Act.

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM with annual report has been uploaded on the website of the Company at <https://www.pdpprojects.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. Bombay Stock Exchange of India Limited (BSE-SME Platform) at www.bseindia.com respectively and is also available on the website of KFin Technologies Limited ('KFintech') (agency for providing the Remote e-Voting facility) i.e. <https://evoting.kfintech.com>.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 29th September 2025. Members seeking to inspect such documents can send an email to compliance@pdpprojects.com.
11. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before Monday, 22nd September, 2025 to compliance@pdpprojects.com. The same will be replied by the Company suitably.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

For shares held in electronic form: to their Depository Participants ("DPs").

13. **NOMINATION:** Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
14. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT** In accordance with the MCA General Circular Nos. 20/2020 dated 5th May, 2020 and 10/2022 dated 28th December, 2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, the financial statements (including Board's Report, Auditors' Report or other documents required to be attached therewith) for the Financial Year ended 31st March 2025 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose email addresses are registered with the Company/ RTA or the Depository Participant(s) as at closing business hours on Friday, 29th August, 2025. The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.

Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants.

- 15. SCRUTINISER FOR E-VOTING:** Mr. Manish Sancheti, Practicing Company Secretary (Membership No. FCS-7972, CP No. 8997), Proprietor of M/s M Sancheti & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- 16.** The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who will acknowledge the receipt of the same and declare the result of the voting forthwith.
- 17.** The Scrutinizer after scrutinizing the votes cast at the meeting and through remote e-Voting will not later than two working days from the conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or the person authorised. The results declared along with Scrutinizer's Report shall be placed on the website of the Company. The results shall simultaneously be communicated to stock exchanges where the shares of the Company are listed i.e. Bombay Stock Exchange Limited (BSE Limited) and placed on the Company's website <https://www.pdpprojects.com/>.
- 18.** Subject to approval of the requisite number of votes, the Resolutions set out in this Notice for the AGM shall be deemed to be passed on the date of the meeting i.e. Monday, 29th day of September, 2025.
- 19.** The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 23rd September, 2025 to Monday, 29th September, 2025 (both days inclusive) in connection with the AGM.
- 20.** The Companies (Management and Administration) Rules, 2014 stipulate that the remote electronic voting period shall close at 05:00 P.M (IST) on the date preceding the date of AGM. Accordingly, the remote e-Voting period will commence at 09:00 A.M (IST) on Friday, 26th September, 2025 and will end at 05:00 P.M (IST) on Sunday, 28th September, 2025. The remote e-Voting will not be allowed beyond the aforesaid period and time, and the remote e-Voting module shall be disabled by Kfintech.
- 21.** The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company.
- 22.** SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 4th August, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 31st July, 2023 (updated as on 11th August, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://www.pdpprojects.com/>.
- 23.** The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM is Monday, 22nd September, 2025. Please note that Members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa.

However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.

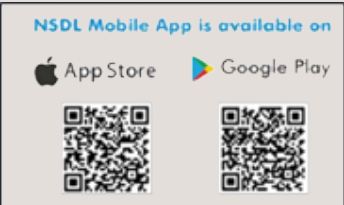
- 24.** Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date, i.e., 22nd September, 2025, may obtain the User ID and password by sending a request at <https://evoting.kfintech.com> or compliance@pdpprojects.com. However, if you are already registered with Kfin technology for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you may reset your password by using "Forgot User Details/Password" option available on <https://evoting.kfintech.com>. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on the Cut-off Date should treat the same as intimation only.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

- 25.** The remote e-voting period begins on Friday, the 26th September 2025 at 09:00 A.M. and ends on Sunday, 28th September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by Kfintech for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 22nd September 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 22nd September 2025.
- 26.** The process and manner for remote e-voting and joining and voting at the AGM are explained below:
- Access to Depositories e-voting system in case of individual members holding shares in demat mode;
 - Access to KFintech e-voting system in case of members holding shares in physical mode and non-individual members in demat mode;
 - Access to join the AGM on KFintech system to participate and vote during the AGM.

A) Access to Depositories e-voting system in case of individual members holding shares in demat mode:

Type of Members	Login Method
Individual members holding shares of the Company in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. User already registered under IDeAS facility: i. Visit the e-services website of NSDL at

	https://eservices.nsdl.com either on a personal computer or on a mobile. ii. On the e-services home page click on the “Beneficial Owner” icon under ‘Login’ under IDeAS section. iii. On the new page, enter user ID and password. After successful authentication, please click on ‘Access to e- Voting’ iv. Click on the Company name i.e., ‘PDP Shipping & Projects Limited’ or ESP, i.e., Kfin. v. Members will be re-directed to Kfin’s website for casting the vote during the remote e-voting period. 3. User not registered under IDeAS facility: i. Visit https://eservices.nsdl.com for registering. ii. Select ‘Register Online for IDeAS’ or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. iii. After registration, visit https://www.evoting.nsdl.com/ iv. Once the home page of e-voting is launched, click on the icon ‘Login’ which is available under ‘Shareholder/Member’ section. A new screen will open. v. Members will have to enter their user ID (i.e. sixteen-digit demat account number held with NSDL), password/OTP and a verification code as shown on the screen. vi. After successful authentication, members will be requested to select the name of the Company i.e., PDP Shipping & Projects Limited or ESP i.e., KFin after which the members will be redirected to Kfin’s website for casting the vote during the remote e-voting period. vii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. 
Individual members holding shares of the Company in demat mode with CDSL	1. User who has already opted for Easi/Easiest: i. Members are requested to visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com ii. Click on ‘New System Myeasi’. iii. Login to Myeasi option under quick login. iv. Members are requested to login with their registered user ID and password. v. Members will be able to view the e-voting menu. vi. The menu will have links of KFin’s website, which will redirect them to e-voting page of KFin to cast their vote without any further authentication. 2. User not registered under Easi/Easiest: i. Visit https://web.cdslindia.com/myeasitoken/home/login for registering.

	ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. 3. Alternatively, by directly accessing the e-voting website of CDSL i. Visit www.cdslindia.com ii. Members are required to provide their demat account number and PAN number. System will authenticate user by sending OTP on their registered mobile & email ID as recorded in the demat account. iii. After successful authentication, members will be provided link for selecting the name of the Company i.e., PDP Shipping & Projects Limited or for selecting ESP i.e., KFin. iv. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual members login through their demat accounts/ website of Depository Participant	i. Members can also login using the login credentials of their demat account through their DP registered with NSDL/CDSL for e-voting facility. ii. Once logged-in, members will be able to see e-voting option. After clicking on e-voting option, members will be redirected to NSDL/CDSL website after successful authentication, wherein members will be able to see e-voting feature. iii. Click on options available against the Company's name i.e., PDP SHIPPING & PROJECTS LIMITED or ESP i.e., KFin, and members will be redirected to e-voting website of KFin for casting vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve user ID/password are advised to use 'Forgot user ID' and 'Forgot Password' option available at respective websites.

Helpdesk for individual members holding shares of the Company in demat mode for any technical issues related to login through NSDL/CDSL.

Login type	Helpdesk details
Shareholders holding securities in demat mode with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Shareholders holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626, 022-62343259

PDP Shipping & Projects Ltd.

B) Access to KFinTech e-voting system in case of members holding shares in physical mode and non-individual members in demat mode

- 1) Members whose email IDs are registered with the Company/DP(s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), user ID and password. The following process shall be followed:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>

- ii. Enter the login credentials (i.e. user ID and password). Members holding shares in physical mode: user ID will be EVEN, followed by folio number. Members holding shares in demat account: user ID will be DP ID and Client ID. However, if members are already registered with KFinTech for e-voting, they can use their existing user ID and password for voting purpose.
- iii. After entering these details appropriately, click on 'LOGIN'.
- iv. Members will be required to mandatorily change their password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt to change the password and update the contact details like mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve the password (if required). It is strongly recommended that members should not share their password with any other person and take utmost care to keep their password confidential.
- v. Members are required to login again with their new credentials.
- vi. On successful login, the system will prompt to select the 'EVEN' i.e., 'PDP SHIPPING' and click on 'Submit'.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date under 'FOR/AGAINST' or alternatively, members may partially enter any number in 'FOR' and partially 'AGAINST' but the total number in 'FOR/AGAINST' taken together shall not exceed the total shareholding as mentioned herein above. Members may also choose the option 'ABSTAIN'. If the member does not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained.
- x. Members may then cast their vote by selecting an appropriate option and click on 'Submit'.
- xi. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the resolution(s).
- xii. Corporates/Institutional members (i.e. other than Individuals, HUF, NRIs, etc.) are required to send scanned certified true copy (PDF/JPG Format) of the Board Resolution/Authority Letter, etc. authorizing its representative(s) to vote on its behalf, to the Scrutinizer at e-mail ID: man.sancheti@gmail.com with a copy marked to evoting@kfintech.com and to the Company at compliance@pdpprojects.com. They may also upload the same in the e-voting module in their login page. The scanned image of the above-mentioned documents should be in the naming format 'PDP Shipping_EVEN'.
- xiii. If you have forgotten your password, you can reset your password by using 'Forgot Password' available on <https://evoting.kfintech.com> and following the password reset options provided therein or contact KFINTECH at toll free no.: 1800-309-4001.

- 2) **Members whose email IDs are not registered with the Company/DP(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:**

- i. In case shares are held in demat mode, please provide DP Id.-Client Id. (DP Id + Client Id), name, client master or copy of Consolidated Account Statement, self- attested scan copy of PAN card and Aadhar to evoting@kfintech.com.
 If you are an individual shareholder holding securities in demat mode, please refer to the login method explained at Note 18(A) i.e. Login method for e-Voting for individual shareholders holding shares in demat mode.
 If you are a non-individual shareholder holding securities in demat mode, please refer to the login method explained at Note 18(B) i.e. Login method for e-Voting for non-individual shareholders holding shares in demat mode.
- ii. In case shares are held in physical mode, please provide Folio No., name of shareholder, scan copy of the share certificate (front and back), self-attested scanned copy of PAN card and Aadhar by email to evoting@kfintech.com.
- iii. If you are an individual shareholder holding securities in physical mode, please refer to the login method explained at Note 18(B) i.e. Login method for e-Voting for individual shareholders holding shares in physical mode.
- iv. Alternatively, shareholder may send a request to evoting@kfintech.com for procuring user id and password for e-Voting by providing above mentioned documents. After receiving the e-voting instructions, please follow steps explained at Note to cast your vote by electronic means.

C) Access to join the AGM on KFinTech system to participate and vote during the AGM.

- 1) Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company / KFinTech. After logging in, click on the 'Video Conference' tab and select the 'EVEN' of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the user ID and password for e-voting or have forgotten their user ID and password may retrieve the same by following the remote e-voting instructions mentioned above.
- 2) Facility for joining this AGM through VC/OAVM shall be open at least 15 minutes before the commencement of the AGM.
- 3) Members are encouraged to join the AGM through their laptops/desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- 4) Members will be required to grant access to the webcam to enable VC/OAVM. Further, members connecting from their mobile devices/tablets/laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- 5) Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes.
- 6) Facility of joining the AGM through VC/OAVM shall be available for at least 2,000 members on first come first served basis.
- 7) Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.

- 8) In case of any query and/or assistance required, relating to attending the AGM through VC/OAVM mode, members may refer to the Help & Frequently Asked Questions ("FAQs") and 'AGM VC/OAVM' user manual available at the download Section of <https://evoting.kfintech.com> or contact Mr. Mohammed Mohsin Uddin, Assistant Manager, KFinTech at the email ID evoting@kfintech.com or on phone No.: 040-6716 2222 or call KFinTech's toll free No.: 1800 309 4001 for any further clarifications / technical assistance that may be required.

Procedure for registration of email and mobile number for securities held in physical mode.

Shareholders holding shares in physical form are requested as per SEBI Circular no. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, to register the postal address with PIN code for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Shareholder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained from the following web link: <https://ris.kfintech.com/client services/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes:

- a) Through 'In Person Verification' (IPV): The authorized person of the RTA shall verify the original documents furnished by the shareholder and retain copy(ies) with IPV stamping with date and initials; or
- b) by submitting self-attested physical copies at the following address:
Name: KFin Technologies Limited
[Unit: PDP SHIPPING & PROJECTS LIMITED]
Address: Selenium, Tower-B, Plot No 31 & 32
Financial District, Gachibowli Nanakramguda
Serilingampally, Hyderabad, Telangana - 500032, or
- c) by submitting through electronic mode with e-sign in the following web link <https://ris.kfintech.com/client services/isc/default.aspx>.

Detailed FAQs can be found on the web link: <https://ris.kfintech.com/faq.html>.

For more information on updating the email and mobile number for securities held in electronic mode, please consult your DP where your demat account is being held.

PDP Shipping & Projects Ltd.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013

ITEM NO. 3:

The members of the Company at its 14th Annual General Meeting held on 30th September, 2023 had appointed M/s MASD & Co., Chartered Accountant (Firm Registration No. 146249W), as the Statutory Auditor of the Company to hold office from the conclusion of 14th Annual General Meeting till the conclusion of 19th Annual General Meeting of the Company. M/s MASD & Co., vide their resignation letter dated 12th November, 2024 have resigned as the Statutory Auditor of the Company effective from 12th November, 2025 due to Non-renewal of peer review certificate, which resulted into casual vacancy in the office of Statutory Auditor as envisaged by section 139(8) of the Companies Act, 2013.

Board has approached M/s Bilimoria Mehta & Co., Chartered Accountants; (Firms Registration No. 101490W) and they have consented to its appointment as Auditors and also confirmed that appointment, if made will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013. M/s Bilimoria Mehta & Co., Chartered Accountants has also provided confirmation that it has subjected itself to the peer review process of the Institute of Chartered Accountants of India (ICAI) and holds a valid certificate issued by the 'Peer Review Board' of the ICAI (Peer Review no - 017167 (valid upto 30.06.2027).

M/s Bilimoria Mehta & Co., is a partnership firm (having common partner who has signed previous two balance sheets of the Company) is led by partners who provides professional services and having rich experience, excellence of knowledge and professional expertise in the field of Accounts, Auditing, Taxation and various Business laws including FEMA. The professional team of After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., as stated above and based on the recommendations of the audit committee, the Board of Directors of the Company, had considered and appointed M/s Bilimoria Mehta & Co., Chartered Accountants, (Firms Registration No. 101490W) as Statutory Auditor of the Company, to hold the office till conclusion of the ensuing 16th Annual General Meeting, to fill the casual vacancy caused by the resignation of M/s MASD & Co., Chartered Accountant, Statutory Auditors.

Further on the recommendation of the Audit Committee board recommends the appointment of M/s Bilimoria Mehta & Co. to hold office for a period of five consecutive years from the conclusion of this 16th Annual General Meeting till the conclusion of the 21st Annual General Meeting of the Company, at such remuneration as approved by the Audit Committee and/or Board of Directors in consultation with the Statutory Auditors of the Company. The proposed remuneration to be paid to Auditors for the financial year 2025-26 is ₹ 2.2 lakhs. The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee in consultation with the Statutory Auditors of the Company. There is no change in audit fees paid for FY 2024-25 and payable for FY 2025-26 to M/s Bilimoria Mehta & Co. and paid for previous financial year to M/s MASD & Co. and for remaining years of proposed terms may be fixed with consultation of the Audit committee of the Company and statutory auditors,. Since M/s Bilimoria Mehta & Co., Chartered accountants having common partner of the previous auditor firm the proposed appointment will be under of the rotation of auditors firm.

Consent of the Members is sought for passing the Resolutions set forth in item no. 3 in respect of appointment including remuneration of M/s Bilimoria Mehta & Co., Chartered Accountants, as Statutory as stated above.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 3 of the Notice of the 16th AGM.

The Board recommends the passing of Ordinary Resolution as set out at Item No. 3 of the accompanying Notice for member's approval.

Annexure – A

The relevant details of directors who is proposed to be re-appointed directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under;

Particulars	Mrs. Shalini Verma (DIN: 07040233)
Current Position	Whole-time Director
Age	44 Years
Qualification	MBA and an accomplished HR & Admin Professional
Experience	She owns a proven track record of driving forward the company to success under her dynamic team leadership since she joined in 2014. She leads a well constituted an integrated team that has developed and executed comprehensive strategies for attracting, grooming and retaining top talent and business clients.
Expertise in specific functional areas	She owns a proven track record of driving forward the company to success under her dynamic team leadership since she joined in 2014. She leads a well constituted an integrated team that has developed and executed comprehensive strategies for attracting, grooming and retaining top talent and business clients.
Brief Resume of the Director	Mrs. Shalini Verma is an MBA and an accomplished HR & Admin Professional. In pursuit of her objective for excellence and to add value to work place, She has participated in the programme on HR Analytics held by IIM Ahmedabad and holds a Post Graduate Diploma from the renowned Xavier institute of Communications (St. Xavier's, Mumbai). Her initiatives demonstrate incorporating of the highest values and ethics in the organization where she has been the most instrumental in employee's welfare and building up of a strong corporate culture and workforce. Her deep understanding of organizational behavior and knowledge to design, implement effectively and admin management and staff welfare programmers are the key strength behind a strong engaged successful team owned by the company.
Remuneration last drawn	48 Lakh for FY 2024-25
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Appointment due to retire by rotation
Date of first Appointment	16/12/2014
Number of Board Meetings attended during the year	She has attended all 11 Board meetings held in FY 2024-25
Shareholding in the Company	5,742 Equity Shares as on March 31, 2025
Relationship with Other Directors	She is wife of Mr. Animesh Kumar, Managing Director of the Company.
Other Directorships:	NIL
Memberships / Chairmanship of Committees:	Member of Audit Committee and Stakeholder Relationship Committee of the PDP Shipping & Projects Limited