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: L61100MH2009PLC192893

August 31, 2026

To
The Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

BSE Scrip Code: 544378
Symbol: PSPL

Subject: Notice of the 17th Annual General Meeting.

Dear Sir/ Madam,

The 17th Annual General Meeting ('AGM') of PDP Shipping & Projects Limited ('the Company') will be held on Friday, September 25, 2026 at 03:00 p.m. (I.S.T.) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').

Pursuant to Regulation 30 and 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI LODR Regulations'), we are enclosing herewith, the Notice of the AGM, which forms part of the Annual Report for the financial year 2025-26.

Notice of 17th Annual General Meeting is also available on the website of the Company at following link: https://www.pdpprojects.com/Investor_info/Notices_Of_Meetings/General_Meeting/AGM_Notice_2025-26.pdf.

The aforesaid being submitted for your kind information and records. Thanking You,

For PDP Shipping & Projects Limited

ANIMESH KUMAR

Digitally signed by ANIMESH KUMAR
Date: 2026.08.31 17:14:13 +05'30'

Animesh Kumar
Managing Director
DIN: 02534914

Encl.: As above

NOTICE

NOTICE is hereby given that the Seventeenth (17th) Annual General Meeting of the Members of PDP SHIPPING & PROJECTS LIMITED will be held on Friday, 25th September, 2026 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, 2026 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, 2026 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 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** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Animesh Kumar (DIN: 02534914), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.**"**

Item No. 3 - To declare final dividend on Equity Shares for the financial year 2025-26

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

"**RESOLVED THAT** a final dividend at the rate of ₹ 1/- (Rupee One only) per equity share of face value of ₹ 10/- each, as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31st March, 2026, and the same be paid to those Members whose names appear in the Register of Members / list of Beneficial Owners as on the record date.**"**

SPECIAL BUSINESS:

Item No. 4 - Revision in Remuneration of Mrs. Shalini Abhiuday Verma, Whole-time Director

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"**RESOLVED THAT** in furtherance of and in modification of the Special Resolution passed by the members of the Company at the Extraordinary General Meeting held on 20th February, 2024, and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder and Schedule V to the Act, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for revision and ratification of the remuneration payable to/paid to Mrs. Shalini Abhiuday Verma (DIN: 07040233), Whole-time Director of the Company, as follows: (a) remuneration of ₹ 4,00,000/- (Rupees Four Lakh only) per month for the period from 1st April, 2025 to 30th September, 2025; (b) revised remuneration of ₹ 6,00,000/- (Rupees Six Lakh only) per month with effect from 1st October, 2025 and continuing for the remaining period of her existing term up to 14th January, 2027; (c) a one-time performance bonus of ₹ 4,00,000/- (Rupees Four Lakh only) for the financial year 2025-26; and (d) an annual performance bonus equivalent to one month's applicable salary for each financial year during the remaining period of her term, subject to the applicable performance criteria and determination/approval in accordance with the applicable provisions of law and the Company's remuneration framework, in addition to the aforesaid monthly remuneration.

RESOLVED FURTHER THAT the remuneration paid/payable to Mrs. Shalini Abhiuday Verma for the financial year 2025-26, comprising ₹ 4,00,000/- per month for the period from 1st April, 2025 to 30th September, 2025, ₹ 6,00,000/- per month for the period from 1st October, 2025 to 31st March, 2026 and a one-time performance bonus of ₹ 4,00,000/-, aggregating to ₹ 64,00,000/- for the financial year 2025-26, be and is hereby approved and ratified, subject to the applicable provisions of the Act, Schedule V thereto and the SEBI LODR Regulations.

RESOLVED FURTHER THAT the aforesaid remuneration, including the annual performance bonus equivalent to one month's applicable salary, shall be subject to the limits, approvals, conditions and other requirements prescribed under the Act, Schedule V thereto, the SEBI LODR Regulations and other applicable laws, as amended from time to time, and the approval accorded by the members shall remain valid for the remaining period of her existing term up to 14th January, 2027, subject to applicable law.

RESOLVED FURTHER THAT except for the aforesaid revision and inclusion of the performance bonus, all other terms and conditions of appointment of Mrs. Shalini Abhiuday Verma approved by the members at the Extraordinary General Meeting held on 20th February, 2024, including her tenure, designation, powers, duties and responsibilities, shall remain unchanged and continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company, the Nomination and Remuneration Committee, and Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute such documents, writings and filings as may be necessary, desirable or expedient to give effect to this resolution and matters incidental thereto.**"**

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: L61100MH2009PLC192893
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
Thursday, 27th August, 2026

NOTES:

1. The relevant details, pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI (LODR) Regulations, 2015"), and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking re-appointment at this Annual General Meeting (the "AGM") are annexed hereto.

2. Pursuant to General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs and other circulars issued from time to time (hereinafter collectively referred to as "the Circulars") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (LODR) Regulations, 2015, the AGM of the

Company is being conducted through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facility, which does not require physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.

3. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the authorized agency for conducting the AGM through VC/OAVM facility and for providing electronic voting ("e-voting") facility to its Members, to exercise their votes through the remote e-voting and e-voting at the AGM.

4. In compliance with the Circulars, the AGM Notice and the Annual Report 2025-26 ("the Annual Report"), including Financial Statements (along with Board's Report, Auditor's Reports or other documents required to be attached therewith), are being sent through electronic mode to those Members whose e-mail IDs are registered with the Registrar & Transfer Agent ("RTA") or respective Depository Participants ("DPs"). A letter providing the web-link for accessing the Annual Report, including the exact path, will be sent to those Members who have not registered their e-mail IDs with the RTA or respective DPs. Members may note that the AGM Notice and the Annual Report are also available on the Company's website at https://www.pdpprojects.com, websites of the stock exchange i.e. BSE Limited at https://www.bseindia.com and on the website of NSDL at https://www.evoting.nsdl.com.

5. In terms of the Circulars, since the physical attendance of the Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Sections 112 and 113 of the Act, representatives of the Members may be appointed for the purpose of remote e-voting for participation in the AGM through VC/OAVM facility and e-voting during the AGM.

6. Since the AGM will be held through VC/OAVM, the venue route map is not annexed to this Notice.

7. The Company has fixed Friday, September 18, 2026, as the "Record Date" for determining eligibility of the Members to receive final dividend for the financial year ended March 31, 2026, if approved at the AGM.

8. The "Cut-off Date" for determining eligibility of the Members for the purpose of remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting, during the AGM is Friday, September 18, 2026.

9. The Company encourages Members under the category of "Institutional Investors" to attend the AGM and vote either through remote e-voting or through the e-voting facility provided at the AGM.

10. Institutional/Corporate Members (other than individuals, HUFs, NRIs, etc.) shall send a scanned copy (PDF/JPG format) of the Board or governing body resolution/authorization letter, along with the attested specimen signature of the duly authorized signatory(ies), authorizing their representative to attend the AGM through VC/OAVM facility on their behalf and to vote through remote e-voting, to the Scrutinizer at man.sancheti@gmail.com, with a copy to evoting@nsdl.com.

11. Attendance of the Members participating in the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Further, all resolutions mentioned in this Notice shall be passed through the facility of remote e-voting and e-voting at the AGM.

12. In case of joint holders attending the AGM through VC/ OAVM facility, only such joint holder who is higher in the order of names as per the Register of Members or in the Register of Beneficial Owners maintained by the Depositories will be entitled to e-voting at the AGM.

13. Facility to join the AGM shall be opened fifteen (15) minutes before the scheduled time of the AGM and shall be kept open for the Members throughout the proceedings of the AGM. The procedure to join the AGM is mentioned in the "Instructions for electronic voting by Members" annexed hereto.

14. The facility for participation at the AGM through VC/OAVM, provided by NSDL, allows participation for 1,000 Members on first-come-first-served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without any restriction on account of first-come-first-served basis.

15. If the final dividend, as recommended by the Board of Directors is approved at the AGM, payment of such dividend subject to Deduction of Tax at Source ("TDS") will be made within the statutory time limit of 30 days.

    Payment of such dividend shall be made through electronic mode to the Members who have updated their bank account details. Pursuant to the amendment to Regulation 12 of the SEBI (LODR) Regulations, 2015, the Company would be unable to pay dividends through physical instruments to shareholders whose Bank account details are not updated. Accordingly, the Company will not issue any dividend warrant, cheque or demand draft.

16. In terms of the provisions of the Income-tax Act, 2025 (erstwhile Income-tax Act, 1961), dividend paid or distributed by a Company shall be taxable in the hands of the Members. The Company shall, therefore, be required to deduct TDS at the time of payment of dividend at the applicable tax rates. The rate of TDS would depend upon the category and residential status of the Member.

    As it is important for the Company to receive the relevant information from Members to determine the rate of tax deduction, the Members are requested to furnish relevant documentation in the prescribed manner on the portal of RTA on or before Friday, September 18, 2026 (6 pm IST). The applicable TDS rate for dividends and documents to be furnished by each category of Members is given in the "Annexure - TDS on Dividend", annexed hereto. The relevant documents can be uploaded on RTA portal at https://mfs.kfintech.com/OnlineSubmissionForm121/Inv_Form121.aspx.

    The information given in the said Annexure may not be exhaustive and the Members should evaluate on their own about the category for which they should furnish the documents. In absence of all the relevant documents, the Company shall determine TDS rate based on information available with the RTA (for shares held in physical form) and the DPs (for shares held in dematerialized form).

    Please note that the duly completed & signed documents should be uploaded on the portal of the RTA on or before Friday, September 18, 2026 (6 pm IST). Ambiguous, incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/deduction shall be considered after the abovementioned date & time.

    Members are also requested to update changes in their Residential Status, if any, with the RTA (for shares held in physical form) and the DPs (for shares held in dematerialized form), along with the supporting documents.

    If the Permanent Account Number ("PAN") is not as per the database of the Income-tax portal, it would be considered as an invalid PAN. Further, individual Members are requested to link their Aadhaar number with the PAN.

    In case TDS is deducted at a higher rate in the absence of receipt of the specified details/documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return, only in case your valid PAN is registered with the RTA (for shares held in physical form) and the DPs (for shares held in dematerialized form). No claim shall lie against the Company for such taxes deducted.

    Members should note that any document/form not uploaded on the portal will not be considered for the purpose of processing and shall be rejected, therefore, it should be uploaded on the portal only.

    Members who have uploaded documents on the portal of the RTA should also forward the originals to the Company subsequently.

    All queries with respect to TDS on dividend and submission of relevant documentation should be sent to compliance@pdpprojects.com.

Information with respect to the same is also available on the website of the Company at https://www.pdpprojects.com.

17. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, PAN, Bank Mandate, nominations and power of attorney to their respective DPs in case the shares are held by them in dematerialized form and to the RTA of the Company at KFin Technologies Limited [Unit: PDP SHIPPING & PROJECTS LIMITED] Address: Selenium, Tower-B, Plot No 31 & 32, Financial District, Gachibowli Nanakramguda, Serilingampally, Hyderabad, Telangana - 500032, in case the shares are held by them in physical form.

18. Members are advised to update their PAN, KYC (Address, E-mail ID, Mobile Number, Bank Account Details, Specimen Signature, etc.) and Nomination details, as per SEBI Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025:

    - Members holding shares in physical form: to the Company's RTA - KFIN Technologies Limited, in prescribed Form ISR - 1 and other forms as per instructions mentioned in the form. The formats can be downloaded from RTA's website at https://ris.kfintech.com/clientservices/isc/default.aspx and such formats are also available on the Company's website at https://www.pdpprojects.com.

    - Members holding shares in dematerialized form: to their respective DPs as per the procedure prescribed by them.

19. SEBI vide its directives, has also mandated that the Members whose folio(s)/demat account(s) do not have PAN, Contact details (Postal Address with PIN and Mobile Number), Bank account details, Specimen signature for their corresponding folio numbers and other KYC details updated, shall be eligible to receive any payment, including dividend, interest or redemption amount, in respect of such folios/demat accounts, only through electronic mode with effect from April 1, 2024, upon them furnishing all the aforesaid details in entirety.

    If a Member updates the above-mentioned details after April 1, 2024, then such Member would receive all the dividends, etc., declared during that period (from April 1, 2024, till the date of updation) pertaining to the shares held after the said updation automatically.

20. 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/.

21. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the request in the specified formats, which are available on the Company's website at https://www.pdpprojects.com and also available on the RTA's website at https://ris.kfintech.com/clientservices/investors/isrs.aspx. Members are requested to submit the said details to their respective DP, in case the shares are in dematerialized form and to the RTA, in case the shares are held in physical form.

22. Members are requested to:

    - quote their Registered Folio number in case of shares held in physical form and DP ID and Client ID in case of shares held in dematerialized form in their correspondence(s) to the Company.

    - direct all correspondence related to shares including consolidation of folios, if shareholdings are under multiple folios, to the RTA of the Company.

23. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company or the RTA of any change in address or nominee, if any appointed, to notify demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the respective DPs and holdings should be verified from time to time.

24. Members seeking any information with regard to the accounts of the Company or any matter to be placed at the AGM are requested to write to the Company so as to reach them at least seven (7) days before the date of the AGM, through e-mail on compliance@pdpprojects.com. The same will be replied to by the Company suitably.

25. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act will be available electronically for inspection by the Members during the AGM.

26. All other 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. Members seeking to inspect such documents can send an e-mail to compliance@pdpprojects.com.

27. As there was no amount lying in the Unpaid Dividend Account, the Company was not required to transfer any amount to the Investor Education and Protection Fund ("IEPF") established by the Central Government pursuant to Section 125 of the Companies Act, 2013.

    Members are requested to note that as per Section 124 of the Act, dividends that are not encashed or claimed within seven (7) years from the date of transfer of the dividend to the Company's Unpaid Dividend Account will be transferred to IEPF.

    Please note that pursuant to the provisions of Section 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 ("Rules") as amended from time to time, shares in respect of such dividend will also be transferred to IEPF including all benefits accruing on such shares.

    Members are encouraged to take note of investor awareness initiatives such as the IEPF Authority's "Saksham Niveshak" campaign and to update their KYC, nomination, bank mandate and contact details and claim any unpaid/unclaimed dividend at the earliest, so as to avoid transfer of such amounts and corresponding shares, where applicable, to the IEPF.

    Members can claim back such dividend and shares including all benefits accruing on such shares from IEPF Authority by following the procedure prescribed in the Rules, i.e., by making an online application in the prescribed Form IEPF-5 and sending the physical copy of the same, duly signed (as per the specimen signature recorded with the Company), along with requisite documents enumerated in the Form IEPF-5, to the Nodal Officer of the Company.

28. Pursuant to the provisions of Section 108 of the Act, read with the corresponding Rules made thereunder, and Regulation 44 of the SEBI (LODR) Regulations, 2015, and the Secretarial Standards issued by the Institute of Company Secretaries of India, the Company is providing a facility to its Members to exercise their votes electronically through the e-voting facility provided by the NSDL. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by Members holding shares in dematerialized form, physical form and for Members who have not registered their e-mail ID is provided in the "Instructions for electronic voting by Members" which forms part of this Notice. The Board has appointed Mr. Manish Sancheti - Proprietor of M/s M Sancheti & Associates, Company Secretaries (Membership No.: F7972), as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. Any person who becomes a Member of the Company after the dispatch of this Notice and holding shares as on the Cut-off Date may obtain the login ID and password by sending a request at evoting@nsdl.com to cast his/her vote. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

ADDITIONAL INFORMATION ABOUT THE DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Details of Director seeking re-appointment at the Annual General Meeting as per Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India are given below:

Name of Director	**ANIMESH KUMAR**
Director Identification Number	02534914
Age (in years)	54
Qualification	B.Sc.(Physics Hons.), MBA(SCM)
Experience (in years)	24
Expertise in specific functional areas	Sales, Operations & Management in Shipping & Logistics and expertise in ODC, Breakbulk, Heavy lifts & Project Logistics.
Brief resume of the Director	Mr. Animesh Kumar, is a first generation entrepreneur having an extensive experience of 24 years at the highest level in Sales, Operations & Management in Shipping & Logistics. His expertise in ODC, Breakbulk, Heavy lifts & Project Logistics, and proven track records in numerous Innovative, Pioneer, Critical and Challenging successful operations truly establishes his visionary leadership in trade. He is dedicated for upgrading skill management and to add value to supply chain management. He has been continuously contributing as a visiting faculty, panelist, speaker, jury, advisor in various reputed trade forums and organizations. He has been an avid social worker for the cause of 'students in financial distresses' due to unfortunate sudden demise of earning parent(s). He works as Hon. National Advisor for an NGO dedicated to this noble cause. His passion for Logistics & Social Services has brought for him distinction, appreciation & accolades at distinguished forums & international platforms.
Date of first appointment	June 1, 2009
Terms and conditions of re-appointment	Re-appointment upon retirement by rotation.
Remuneration last drawn	48 Lakh (FY 2025-26).
Remuneration proposed to be given	48 Lakh (FY 2026-27)
Number of Board meetings of the Company attended during the year	7 out of 7
Listed entities in which the person holds the directorship and the Membership of Committees of the Board	Other than PDP Shipping & Projects Limited, Mr. Animesh Kumar does not hold directorship in any other company. Further, he is not a member of any committee of the Board of Directors of the Company or of any other company.
Listed entities from which the person has resigned in the past three years	NIL
Directorships held in other Companies (as on March 31, 2026)	NIL
Memberships/Chairmanships of committees of other Companies	NIL
Number of shares held in the Company	20,71,884 (Equity Shares)
Relationship with other Directors and Key Managerial Personnel or their respective relatives	Spouse of Mrs. Shalini Abhiuday Verma, Whole-time Director of the Company

Mr. Animesh Kumar is not debarred from holding the office of Director pursuant to any Order issued by SEBI or any other authority.

Annexure – TDS on Dividend

Companies paying dividend are required to withhold tax at the applicable tax rates (unless otherwise exempted, TDS rate is 10% for resident Members with valid PAN, 20% for resident Members without PAN or invalid PAN or PAN not linked to Aadhaar and rates prescribed under the Income-tax Act, 2025 ("IT Act") or Tax Treaty, read with Multilateral Instruments, if applicable, for non-resident Members). No withholding of tax is applicable if the dividend payable to resident individual Members is up to ₹ 10,000/- p.a.

As per Section 397(2)(b)(i) of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid/ inoperative and tax shall be deducted at the rate of 20% as per the provisions of Section 397(2)(b)(i) of the IT Act. The Company will be using functionality of the Income-tax department for the above purpose. Provisions are effective from April 1, 2026. Members may visit https://www.incometax.gov.in/iec/foportal/ for FAQs issued by Government on PAN and Aadhaar linking.

In order to provide exemption from TDS or apply lower rate of TDS or consider benefit of relevant Double Taxation Avoidance Agreement ("DTAA") with India as may be applicable, the documents prescribed for each category of Member (as per the eligibility) must be uploaded on the portal of RTA at https://mfs.kfintech.com/OnlineSubmissionForm121/Inv_Form121.aspx. If the documents are found in accordance with the provisions of the IT Act the same shall be considered while deducting the taxes.

If the dividend income is assessable to tax in the hands of a person other than the registered Member as on the Record Date, the registered Member is required to furnish a declaration to the Company containing the name, address, PAN, beneficiary account no. (16 digits), number of shares of the person to whom TDS credit is to be given, tax residential status of the beneficiary and reason for giving credit to such person on or before Friday, September 18, 2026 (6 pm IST). Details or information received after this date will not be considered.

To summarize, dividend will be paid after deducting the tax at source as under:

For Resident Members:

Particulars	**Applicable Rate**	**Documents required (if any)**
Valid PAN updated with the Depository Participant in case shares are held in dematerialized form or RTA in case shares are held in physical form and no exemption sought by Member	10%	N.A.
An Individual having dividend income more than ₹ 10,000 and furnishing Form 121	Nil	a) copy of PAN Card; and b) Declaration in Form No. 121 fulfilling prescribed conditions.
Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 395 of the Income-tax Act, 2025	Rate specified in Lower tax withholding certificate obtained from Income Tax Department	a) copy of PAN Card; and b) Copy of lower tax withholding certificate obtained from Income Tax Department.

No/Invalid PAN with the Depository Participant in case shares are held in dematerialized form or RTA in case shares are held in physical form and no exemption sought by Member (including cases where PAN is not linked with Aadhaar)	20%	N.A.
An Insurance Company as specified under Section 393 of the Income-tax Act, 2025	Nil	a) Copy of registration certificate issued by the IRDAI; b) Self-declaration that the insurance company is beneficial owner of the shares held; and c) Copy of PAN Card.
Mutual Fund specified under Schedule VII (Table: Sl. No. 20 or 21) to Section 11 of the Income-tax Act, 2025	Nil	a) Copy of relevant registration documents; b) Self-declaration that the mutual fund is governed by the provisions of Schedule VII (Table: Sl. No. 20 or 21) to Section 11 of the Income-tax Act, 2025; and c) Copy of PAN Card.
Alternative Investment Fund (AIF) established in India	Nil	a) Copy of registration documents; b) Self-declaration that its income is exempt under Schedule V (Table: Sl. No. 1) to Section 11 of the Income-tax Act, 2025, and AIF is established as Category I or Category II AIF under the SEBI Regulations; and c) Copy of PAN Card.
New Pension Trust	Nil	a) Self-declaration that it qualifies as NPS and eligible for exemption under Schedule VII (Table Sl. No. 41) of the Income-tax Act, 2025; and b) Copy of PAN card.
Recognized Provident Funds/ Approved Superannuation Funds/ Approved Gratuity Fund	Nil	a) Self-declaration that income is eligible for exemption under Schedule VII to Section 11 of the Income-tax Act, 2025; and b) Copy of PAN card.
Other Individual shareholders	Nil	a) Self-attested copy of document evidence supporting exemption; and b) Copy of PAN card.

For Non-Resident Members:

Particulars	**Applicable Rate**	**Documents required (if any)**
a. Foreign Institutional Investors (FIIs)/ Foreign Portfolio Investors (FPIs) b. Other Non-Resident Members	20% (plus applicable surcharge and cess) (subject to applicable tax treaty)	a) Copy of PAN Card; b) Copy of Tax Residency certificate issued by revenue authority of country of residence of Member for the financial year 2026-27; c) Form 41 filed on the income tax portal at the link https://eportal.incometax.gov.in/ed; d) Declaration regarding Tax residency and Beneficial ownership of shares;

		e) Self-declaration for not having Permanent Establishment in India in accordance with the applicable Tax Treaty [on Member's letterhead]; f) Any other document as prescribed under the IT Act for lower withholding of taxes, if applicable; and g) In case, Member is resident of Singapore, documentary evidence of satisfaction of Article 24 of India-Singapore DTAA. The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Members.

INSTRUCTIONS FOR ELECTRONIC VOTING BY MEMBERS

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and the Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India ("SEBI") (collectively referred to as "the Circulars") and the Secretarial Standards issued by the Institute of Company Secretaries of India, the Company is providing facility of electronic voting ("e-voting") to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means as the authorized agency. The facility for casting votes by a Member using remote e-voting system as well as voting on the day of the AGM will be provided by NSDL.
2. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
3. The Cut-off Date for determining the eligibility of Members for voting through remote e-voting and e-voting at the AGM is Friday, September 18, 2026. The remote e-voting period commences on Tuesday, September 22, 2026 (9 am IST) and ends on Thursday, September 24, 2026 (5 pm IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. Friday, September 18, 2026, may cast their vote by remote e-voting. The remote e-voting shall be disabled by NSDL after the remote e-voting period ends. Once the vote is cast, the Member shall not be allowed to change it subsequently.
4. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through e-voting facility.
5. Any person holding shares in physical form and non-individual Members, who acquires shares of the Company and becomes Member of the Company after the notice is sent through e-mail and holding shares as of the Cut-off Date i.e. Friday, September 18, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.com or to Company/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 022-48867000. In case of Individual Shareholder

holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending the Notice and holding shares as of the Cut-off Date i.e. Friday, September 18, 2026, may follow steps mentioned below under "Access to NSDL e-voting system".

6. The voting rights of Members shall be in proportion to the number of shares held by the Member as on the Cut-off Date i.e. Friday, September 18, 2026.

7. The process and manner for remote e-voting are as under:

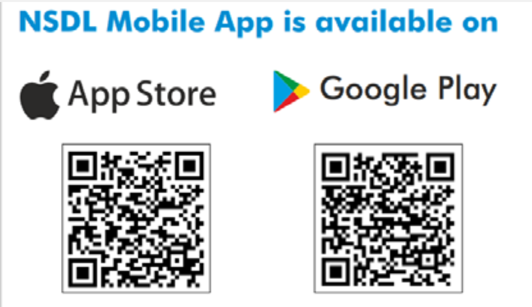
How do I vote electronically using NSDL e-Voting system?
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system
A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities 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 company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. **2.** Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. **3.** If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp **4.** Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the

	remote e-Voting period or joining virtual meeting & voting during the meeting. **5.** Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	**1.** Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. **2.** After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. **3.** If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. **4.** Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode 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.com 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. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to man.sancheti@gmail.com with a copy marked

to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre (Designation – DVP NSDL) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@pdpprojects.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@pdpprojects.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM 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 system in the EGM/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting

system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through 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 would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail ID mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at compliance@pdpprojects.com on or before Saturday, September 12, 2026 (6 pm IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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

ITEM NO. 4:

The members of the Company, at the Extraordinary General Meeting held on 20th February, 2024, had approved the appointment of Mrs. Shalini Abhiuday Verma (DIN: 07040233) as Whole-time Director of the Company for a term extending up to 14th January, 2027, along with the terms and conditions of her appointment and remuneration.

Under the terms approved by the members, Mrs. Shalini Abhiuday Verma was entitled to remuneration of ₹ 4,00,000/- (Rupees Four Lakh only) per month.

The Board of Directors, at its meeting held on 3rd September, 2025, upon the recommendation of the Nomination and Remuneration Committee, considered and approved the proposal for revision of the monthly remuneration of Mrs. Shalini Abhiuday Verma from ₹ 4,00,000/- per month to ₹ 6,00,000/- per month with effect from 1st October, 2025, for the remaining period of her existing term.

Accordingly, the remuneration payable to Mrs. Shalini Abhiuday Verma for FY 2025-26 comprised ₹ 4,00,000/- per month for the period from 1st April, 2025 to 30th September, 2025 and ₹ 6,00,000/- per month for the period from 1st October, 2025 to 31st March, 2026.

In addition, a one-time performance bonus of ₹ 4,00,000/- was paid/payable to Mrs. Shalini Abhiuday Verma for FY 2025-26, taking the total remuneration for FY 2025-26 to ₹ 64,00,000/-.

The Company also proposes that, for the remaining period of her term, she shall be eligible for an annual performance bonus equivalent to one month's applicable salary for each financial year, subject to the applicable performance criteria and determination/approval in accordance with the applicable provisions of law and the Company's remuneration framework.

Accordingly, the proposed remuneration structure for the remaining period of her existing term comprises:

Particulars	Amount
Monthly remuneration	₹ 6,00,000/- per month
Annual fixed remuneration	₹ 72,00,000/-
Annual performance bonus	**Equivalent to one month's applicable salary**
Other terms	No change
Existing term	Up to 14th January, 2027

The proposed revision is therefore not a change in tenure, designation, powers, duties or responsibilities of Mrs. Shalini Abhiuday Verma. The proposal relates to revision of monthly remuneration and incorporation of the performance bonus component.

Section 197 of the Act regulates remuneration payable to directors, including Managing Directors and Whole-time Directors. Under Section 197(1), the remuneration payable to anyone Managing Director or Whole-time Director is subject to the statutory limits prescribed therein, unless approval of the members is obtained in accordance with the Act. Section 197 also provides for the overall ceiling on managerial remuneration and the applicable requirements where such limits are exceeded. (Ministry of Corporate Affairs)

Accordingly, approval of the members by way of Special Resolution is being sought for the proposed remuneration structure, including the monthly remuneration and performance bonus.

Further, Mrs. Shalini Abhiuday Verma is an Executive Director belonging to the Promoter Group and there is more than one Executive Director who is a promoter or member of the promoter group.

For this purpose, net profits are calculated in accordance with Section 198 of the Act.

INFORMATION REQUIRED UNDER SCHEDULE V TO THE COMPANIES ACT, 2013

I. General Information

1. Nature of Industry: The Company is engaged in the business of logistics and shipping projects management, International Freight Forwarding, Customs Brokers, Ship Agents, Sea Towage, Sea Fastening, ODC, Break Bulk & Heavylifts, Chartering, RORO Loadouts, Turnkey Projects, Total Sea Transportation Engineering and Solutions etc.

2. Date or expected date of commencement of commercial production: The Company has already commenced its commercial operations on date of its incorporation, and date of incorporation of the company i.e. 01.06.2009.

3. In case of new companies, the expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

4. Financial performance based on given indicators

The relevant financial particulars of the Company are as follows: Amount (₹ in lakh)

Particulars	**2025-26**	**2024-25**
Sales & Other Income	2847.38	2188.49
Profit before Tax	180.80	266.67
Profit after Tax	125.61	210.72
Earnings Per Share (EPS)	4.22	10.18
Dividend on Equity	NIL*	NIL

*Final Dividend of ₹1/- per equity share is proposed and, if approved by the members at the AGM, shall be paid during FY 2026-27.

5. Foreign investments or collaborations, if any: NIL

II. Information about the Director

1. Background details:

Mrs. Shalini Abhiuday Verma (DIN: 07040233), aged about 45 years, (born on 03.11.1981) is MBA and has vast experience in the business activities of the Company. She also having experience in marketing strategies. She has contributed a lot to the growth of the Company.

2. Past remuneration:

The remuneration payable to Mrs. Shalini Abhiuday Verma under the terms approved by the members at the Extraordinary General Meeting held on 20th February, 2024 was ₹ 4,00,000/- per month.

During FY 2025-26, she received/payable remuneration of ₹ 4,00,000/- per month from 1st April, 2025 to 30th September, 2025 and ₹ 6,00,000/- per month from 1st October, 2025 to 31st March, 2026, together with a one-time performance bonus of ₹ 4,00,000/-, aggregating to ₹ 64,00,000/- for FY 2025-26.

3. Recognition or awards:

Mrs. Shalini Abhiuday Verma has been associated with the Company for a considerable period and has been recognized for her sincere contribution and initiatives. She has also successfully completed the IATA course on "Dangerous Goods Regulations (DGR) for General Cargo Accepting and Processing Personnel" with distinction in March 2026, enhancing her knowledge of air cargo operations, IATA regulations, cargo handling and related industry practices.

4. Job profile and suitability:

Mrs. Shalini Abhiuday Verma has been associated with the Company since 16th December, 2014 and has been serving as a Promoter and Director of the Company. In her capacity as Whole-time Director, she is responsible for overseeing and managing various managerial, administrative, operational and strategic functions of the Company and for such other responsibilities as may be entrusted to her by the Board of Directors from time to time.

With her extensive experience, knowledge of the Company's business and continued involvement in its management and operations, she has made significant contributions to the growth and development of the Company over the years. Her experience and continued guidance have contributed to the Company's progress and strengthening of its business operations.

Having regard to her experience, responsibilities, contribution and involvement in the affairs of the Company, the Nomination and Remuneration Committee and the Board of Directors are of the view that the revised remuneration, including the performance bonus component, is fair, reasonable and commensurate with the responsibilities entrusted to her and recommend the same for approval of the members.

5. Remuneration proposed:

The proposed remuneration is ₹ 6,00,000/- (Rupees Six Lakh only) per month with effect from 1st October, 2025 for the remaining period of her existing term up to 14th January, 2027, together with an annual performance bonus equivalent to one month's applicable salary for each financial year during the remaining period of her term, subject to applicable performance criteria and applicable law.

The one-time performance bonus of ₹ 4,00,000/- for FY 2025-26 is also proposed to be approved and ratified by the members.

For a full financial year at the revised monthly remuneration, the fixed remuneration would amount to ₹ 72,00,000/- per annum, with the performance bonus being in addition thereto.

6. Comparative remuneration profile:

The proposed remuneration has been considered having regard to the size and operations of the Company, the responsibilities entrusted to the Whole-time Director, her experience and the prevailing remuneration levels for comparable managerial positions.

7. Pecuniary relationship with the Company:

Except for the remuneration proposed to be paid to her in her capacity as Whole-time Director and her shareholding, if any, in the Company, Mrs. Shalini Abhiuday Verma does not have any other pecuniary relationship with the Company, subject to the disclosures made in the financial statements and Annual Report of the Company.

III. OTHER TERMS AND CONDITIONS

Except for the revision in remuneration and inclusion of the performance bonus specifically proposed under the resolution:

- all other terms and conditions of her appointment approved by the members at the Extraordinary General Meeting held on 20th February, 2024 shall remain unchanged and continue to remain in full force and effect.

Mrs. Shalini Abhiuday Verma, Whole-time Director and Mr. Animesh Kumar (Husband of Mrs. Shalini Abhiuday Verma), Managing Director of the Company of the Company, is concerned or interested, financially or otherwise, in the resolution to the extent of the remuneration proposed to be paid to her.

Save and except as stated above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company.

The Nomination and Remuneration Committee, after considering the experience, responsibilities, contribution and role of Mrs. Shalini Abhiuday Verma, has recommended the proposed revision in remuneration to the Board of Directors.

The Board of Directors, after considering the recommendation of the Nomination and Remuneration Committee and the applicable provisions of the Companies Act, 2013 and SEBI LODR Regulations, is of the view that the proposed revision in remuneration is appropriate, reasonable and commensurate with the responsibilities entrusted to Mrs. Shalini Abhiuday Verma and is in the interest of the Company.

Accordingly, the Board recommends the resolution set out at Item No. 4 for approval of the members as a Special Resolution.