



Stakeholders Empowerment Services

Analyze »» Educate »» Empower

ABOUT SES

Stakeholders Empowerment Services (SES) is a Corporate Governance Research and Advisory Firm. SES assists Investors to analyze Governance Practices including matters relating to sustainability, prevalent at Listed Entities and empower Investors to undertake meaningful engagement with Investee Entities.

SES SERVICES

E-BRSR Tool: Online web-based platform to create **BRSR Report** by the Company and generate **XBRL** in seamless, cost and time effective manner

Already subscribed by HUL, Maruti, TVS Motors, Kansai Nerolac, CDSL, Hero, L&T, Wipro, Bharat Forge, Reliance Group and many others. [Read More](#)

Contact for Demo – esgdata@sesgovernance.com

SES AIMS:

Designed primarily for Institutional Investors to carry out their stewardship activities in an efficient manner.

[Read More](#)

Proxy Advisory:

Advises Investors on the matters that require shareholder approval at Listed Entities and identify Governance Issues.

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ESG Scores:

Analyze sustainability initiatives of Companies based on various environmental, social and governance factors.

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Corporate Governance Score (CGS):

CGS model measures the Company's compliance and also evaluates the Governance Practices with respect To Global Benchmarks. [Read More](#)

E-Ballot:

A web-based, one-stop vote management system to cater to the requirements of Institutional Investors.

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Proxy Advisory Report (Addendum)

PSP Projects Ltd

COMPANY INFORMATION

BSE CODE: 540544

NSE SYMBOL: PSPPROJECT

ISIN: INE488V01015

Industry: Civil Construction

Email: grievance@pspprojects.com

Phone: +91 79 26936200, +91 79 26936300, +91 9512044644

Registered Office: PSP House, Opp. Celesta Courtyard, Opp. Lane of Vikramnagar Colony, Iscon- Ambli Road, Ahmedabad – 380058

MEETING DETAILS

Meeting Type: PB

Voting Deadline: 16th January, 2026

Notice Date: 17th October, 2025

Notice: [Click here](#)

Annual Report: [FY 2024-25](#)

SES PA Report (Last AGM): [Report](#)

E-VOTING DETAILS

e-Voting Platform: [NSDL](#)

Cut-off Date: 12th December, 2025

Remote E-voting:

- **Start:** 18th December, 2025
- **Ends:** 16th January, 2026

ADDENDUM REPORT RELEASE DATE: 9th January, 2026

Research Analyst: Pooja Patra

Conflict Disclosure: SES - No Conflict | Analyst - No Conflict

PROXY ADVISORY REPORT | FOR LIMITED CIRCULATION



ADDENDUM

There is a change in the SES recommendation on Resolution from '**AGAINST**' to '**FOR**' based on the Company's clarification and additional disclosures. There are no other changes apart from the above.

EXISTING RECOMMENDATION					
S. No	Resolution	Type	SES Observation #	Rec.	Rationale
1	To appoint M/s. G. K. Choksi and Co. , Chartered Accountants, as the Joint Statutory Auditors of the Company to fill the casual vacancy till the ensuing Annual General Meeting of the Company to be held in the year 2026 and to fix their remuneration.	O	LC LC TC	AGAINST	Inconsistency in outgoing auditor's fees.
REVISED RECOMMENDATIONS					
1	To appoint M/s. G. K. Choksi and Co. , Chartered Accountants, as the Joint Statutory Auditors of the Company to fill the casual vacancy till the ensuing Annual General Meeting of the Company to be held in the year 2026 and to fix their remuneration.	O	LC	FOR	No major governance concern identified.

O – Ordinary Resolution; Rec. - Recommendation

LC - Legally Compliant, NC - Legally Non-Compliant, TC - Disclosures & Transparency Concern, GC - Governance Concern

BACKGROUND

SES as per its policy, had emailed its PA Report [weblink](#) to the Company on 6th January, 2026 in respect of the PB of the Company.

Post release of PA Report, SES received an email from the Company on 8th January, 2026. The Company, through the email, provided its view point, which is reproduced at the last in [blue text](#).

It may be noted that the email of the Company dated 8th January, 2026 (as per SES policy framed to comply with SEBI Circular dated 3rd August, 2020 [SEBI/HO/IMD/DF1/CIR/P/2020/147](#)) has already been forwarded to SES clients as it is, without any inputs from SES.

This Addendum provides appropriate responses of SES, wherever required.

SES COMMENTS TO COMPANY'S RESPONSE

Company's Views: (in Blue colour) & SES Reply: (in Black colour)

Company's View:

1. If the outgoing auditor received ₹8.25 Lakhs for Q3 & Q4, what was their total remuneration for FY 2024-25?

For FY 2024-25, M/s. Prakash B. Sheth & Co. was paid a total statutory audit fee of ₹11.25 lakhs. The amount of ₹8.25 lakhs pertains to their remuneration for Q3 and Q4 of FY 2024-25.

2. What remuneration did the other joint auditor, M/s. Kantilal Patel & Co., receive for the same period?

M/s. Kantilal Patel & Co., the continuing joint statutory auditor, was paid a statutory audit fee of ₹18 lakhs for FY 2024-25.

SES Reply:

The Company has clarified the audit fees paid to both joint statutory auditors for FY 2024–25. The outgoing auditor, M/s. Prakash B. Sheth & Co. was paid a total of ₹11.25 lakhs, of which ₹8.25 lakhs pertains to Q3 and Q4. The continuing joint auditor, M/s. Kantilal Patel & Co., was paid ₹18 lakhs for the financial year. Accordingly, the concern regarding inconsistency in auditors' fees **stands addressed**.



Company's View:**3. The Company's justification for the increase in fees due to potential growth appears to apply only to the incoming auditor. How will the potential growth impact M/s. Kantilal Patel & Co.'s fees?**

The Company's justification for the fee increase, based on potential growth, applies equally to both the continuing auditor, M/s. Kantilal Patel & Co., and the incoming auditor, M/s. G. K. Choksi and Co. We wish to confirm that the annual audit fee for M/s. Kantilal Patel & Co. has been set at ₹18 lakhs, aligning with the revised fee structure for M/s. G. K. Choksi and Co. The Company and its Audit Committee regularly review the remuneration for all statutory auditors to ensure that fees remain commensurate with the evolving scale and complexity of operations. Should there be any further significant changes in the Company's operational profile, the Audit Committee will evaluate and recommend appropriate adjustments to the audit fees for all joint auditors, ensuring fairness and transparency.

Additionally, the proposed fee of ₹15 lakhs for the incoming auditor, M/s. G. K. Choksi and Co., pertains to the remaining tenure of FY 2025-26 (Q3 and Q4). On an annualized basis, this equates to ₹18 lakhs, consistent with the fee for the continuing auditor, M/s. Kantilal Patel & Co.

SES Reply:

The Company has further clarified that the rationale of potential growth applies **equally to all joint auditors**, including the continuing and incoming auditors. The **annualised fee of the incoming auditor is ₹18 lakhs**, which is in line with the fee paid to the continuing auditor. Therefore, the concern regarding the impact on fee of the continuing auditor's remuneration also **stands addressed**.

However, moving forward the Company should ensure that information relevant for decision making forms part of the Notice itself.

In view of the above, SES is changing its recommendation from '**AGAINST**' to '**FOR**' on resolution.

COMPANY'S EMAIL

Dear Stakeholders Empowerment Services (SES),

We thank you for your detailed review and for raising pertinent queries regarding the remuneration of statutory auditors and the rationale for changes in audit fees. Please find our responses below:

1. If the outgoing auditor received ₹8.25 Lakhs for Q3 & Q4, what was their total remuneration for FY 2024-25?

For FY 2024-25, M/s. Prakash B. Sheth & Co. was paid a total statutory audit fee of ₹11.25 lakhs. The amount of ₹8.25 lakhs pertains to their remuneration for Q3 and Q4 of FY 2024-25.

2. What remuneration did the other joint auditor, M/s. Kantilal Patel & Co., receive for the same period?

M/s. Kantilal Patel & Co., the continuing joint statutory auditor, was paid a statutory audit fee of ₹18 lakhs for FY 2024-25.

3. The Company's justification for the increase in fees due to potential growth appears to apply only to the incoming auditor. How will the potential growth impact M/s. Kantilal Patel & Co.'s fees?

The Company's justification for the fee increase, based on potential growth, applies equally to both the continuing auditor, M/s. Kantilal Patel & Co., and the incoming auditor, M/s. G. K. Choksi and Co. We wish to confirm that the annual audit fee for M/s. Kantilal Patel & Co. has been set at ₹18 lakhs, aligning with the revised fee structure for M/s. G. K. Choksi and Co. The Company and its Audit Committee regularly review the remuneration for all statutory auditors to ensure that fees remain commensurate with the evolving scale and complexity of operations. Should there be any further significant changes in the Company's operational profile, the Audit Committee will evaluate and recommend appropriate adjustments to the audit fees for all joint auditors, ensuring fairness and transparency.

Additionally, the proposed fee of ₹15 lakhs for the incoming auditor, M/s. G. K. Choksi and Co., pertains to the remaining tenure of FY 2025-26 (Q3 and Q4). On an annualized basis, this equates to ₹18 lakhs, consistent with the fee for the continuing auditor, M/s. Kantilal Patel & Co.



We trust the above clarifies your queries. The Company remains committed to transparent disclosures and robust governance in all matters.

Should you require any further information or clarification, please feel free to contact us.

Regards,

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Disclaimer Sources

Only publicly available data has been used while making the report. Our data sources include Notice of Shareholders' Meeting, BSE, NSE, SEBI, Capitaline, MCA, Moneycontrol, Businessweek, Reuters, Annual Reports, Sustainability Reports, IPO Documents and Company Website.

Analyst Certification

The Analyst(s) involved in development of this Report certify that no part of the Research Analyst's compensation was, is, or will be directly or indirectly related to the specific recommendations or views expressed by the Research Analyst(s) in this Report. The concerned Research Analyst(s) and Director(s) do not have any pecuniary relationship with the Reported Company, except that they may be holding miniscule shares in the Company which does not impact their independence in respect of this Report.

SES may be a shareholder in the Company holding equity shares as disclosed on its [website](#). The objective of SES' investment is solely to obtain Shareholders' communications from the Company as a shareholder.

CAUTIONARY STATEMENT

The recommendations made by SES are based on publicly available information and conform to SES's stated Proxy-Advisory Guidelines. SES opinion is based on SES's interpretation of law and governance benchmarks, which may differ from opinion/ benchmarks of other analysts or practitioners. Further, SES analysis is recommendatory in nature and reflects how SES would have voted if it was a shareholder. Therefore, SES expects that the clients will evaluate the effect of their vote on their investments independently and diligently and will vote accordingly. Subscribers may also carry out an impact analysis of their votes and keep the same as an addendum for their records. In our opinion, Institutional investors are positioned significantly differently from other shareholders due to their ability to engage with the board and the management to bring out desired result. As a firm, it is our endeavour to improve the level of corporate governance while not causing any disruption in company's proceedings and therefore we respect the independence of investors to choose alternate methods to achieve similar results.

Disclaimer

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All disputes shall be subject to jurisdiction of High Court of Bombay, Mumbai.

Concern terminology

NC – Compliance Concern: The Company has not met statutory compliance requirements

FC – Fairness Concern: The Company has proposed steps which may lead to undue advantage to a particular class of shareholders and can have adverse impact on non-controlling shareholders including minority shareholders

GC – Governance Concern: SES questions the governance practices of the Company. The Company may have complied with the statutory requirements in letter. However, SES finds governance issues as per its standards.

TC - Disclosures & Transparency Concern: The Company has not made adequate disclosures necessary for shareholders to make an informed decision. The Company has intentionally or unintentionally kept the shareholders in dark.

Company Information



Stakeholders Empowerment Services

SEBI Reg. No. INH000000016

CIN No. -

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Warning

Investment in securities market are subject to market risks. Read all the related documents carefully before investing.



