



ARVIND PORT AND INFRA LIMITED

(Formerly known as Arvind and Company Shipping Agencies Limited)

Reg. Off: 701-702, Fifth Floor, City Point, Nr. Town Hall,
Jamnagar, Kalavad, Gujarat, India – 361001.

Ph. No.: +91 288 255 1901/2/3

Email: cs.compliance@arvindportinfra.com

Website: www.arvindportinfra.com

CIN: L61200GJ1987PLC009944

Date: September 08, 2026

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (E),
Mumbai-400051

Subject: Notice of 39th Annual General Meeting for the Financial Year 2025-26.

Ref.: Arvind Port and Infra Limited (Symbol: ARVINDPORT, ISIN: INE0P4T01013)

Dear Sir/ Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Notice of 39th Annual General Meeting dated September 08, 2026 ("the Notice") together with the Explanatory statement seeking approval of the members of the Company for resolutions as set out in the notice, in respect of 39th Annual General Meeting of the Members of Arvind Port and Infra Limited ("the company") to be held on Wednesday, September 30, 2026, at 05:00 P.M. through Video Conference (VC) or Other Audio Visual Means (OAVM).

The Notice is being sent only through electronic mode to the members whose names appear in the Register of Members / List of Beneficial owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email id is registered with the Company/Depositories, as on September 04, 2026.

The Company has engaged the services of National Securities Depository Limited ("NSDL"), for providing remote e-voting facility to all members. The e-voting facility will be available during the following period:

Commencement of e-voting: 9:00 a.m. (IST) on Sunday, September 27, 2026

End of e-voting: 5:00 p.m. (IST) on Tuesday, September 29, 2026

The Notice is also available on the Company's website at <https://www.arvindportinfra.com/>

You are requested to take the same on your records.

Thanking You.

For, Arvind Port and Infra Limited

ARVIND

KANTILAL SHAH

Digitally signed by ARVIND KANTILAL SHAH
DN: cn=Arvind Kantilal Shah, email=arvind@arvindportinfra.com, o=Arvind Port and Infra Limited, ou=Arvind Port and Infra Limited, c=IN
Date: 2026.09.08 11:23:19 +05'30'

Arvindbhai Kantilal Shah

Chairman cum Managing Director

DIN: 00094647

Encl.: A/a-

Notice of 39th Annual General Meeting

NOTICE is hereby given that the Thirty-Ninth (39th) Annual General Meeting (AGM) of the Members of Arvind Port and Infra Limited ("the Company") will be held on Wednesday, September 30, 2026 at 5:00 P.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

Ordinary Business

- 1. To Receive, Consider and Adopt the Audited Standalone Financial Statements of The Company for the Financial Year ended March 31, 2026 and the reports of the board of directors and the Statutory Auditors thereon.**

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone financial statement of the Company for the financial year ended on March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

- 2. To Receive, Consider and Adopt the Audited Consolidated Financial Statements of the Company for the Financial Year Ended March 31, 2026 and the report of the Statutory Auditors Thereon.**

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Consolidated financial statement of the Company for the financial year ended on March 31, 2026 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

- 3. To Appoint a Director in Place of Mr. Vinit Arvind Shah (DIN: 00094898), Whole Time Director of The Company, who Retires by Rotation and Being Eligible, offers Himself for Re-Appointment:**

Explanation: In accordance with the provisions of Section 152 of the Companies Act, 2013, one-third of the Directors (excluding Independent Directors) are liable to retire by rotation at every Annual General Meeting. Accordingly, Mr. Vinit Arvind Shah (DIN: 00094898), Whole time Director, retires at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

The Nomination and Remuneration Committee and the Board of Directors, based on his performance evaluation and considering his valuable contribution to the growth and governance of the Company, have recommended his re-appointment.

Therefore, members are requested to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Mr. Vinit Arvind Shah (DIN: 00094898), Whole time

Director who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. To Appoint M/s. Raichura & Co., Chartered Accountants, as Statutory Auditors of the Company and to fix their Remuneration:

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Rules framed thereunder, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Raichura & Co., Chartered Accountants (FRN: 126105W), be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five (5) consecutive years from the conclusion of this 39th (Thirty-Ninth) Annual General Meeting until the conclusion of the 44th (Forty-Fourth) Annual General Meeting of the Company, at such remuneration, plus applicable taxes and reimbursement of out-of-pocket and travelling expenses, as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company including its committee of Directors thereof, be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Special Business

5. To Approve Increase in Remuneration payable to Mr. Arvindbhai Kantilal Shah (DIN: 00094647), Chairman cum Managing Director of the Company for his remaining term.

In this regard, to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors (hereinafter referred to as “the board” which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for increase in remuneration and perquisites (hereinafter referred to as “remuneration”) payable to Mr. Arvindbhai Kantilal Shah (DIN: 00094647) as a Chairman cum Managing Director of the Company as set out in the explanatory statement attached hereto, for his existing remaining term, until revised further with other terms and conditions remaining unchanged, with the power to the board to alter and modify the same, in consonance with the provisions of the Act and in the best interest of the Company.

RESOLVED FURTHER THAT Pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, and subject to such

approvals as may be necessary, Mr. Arvinbhai Kantilal Shah (DIN: 00094647) be and is hereby paid remuneration as set out in the explanatory statement.

RESOLVED FURTHER THAT in accordance with the Section 197, 198 and Schedule V of the Companies Act, 2013 and the rules made thereunder, in the event of absence of profits or inadequate profits in any financial year, the remuneration payable to Mr. Arvinbhai Kantilal Shah (DIN: 00094647), Chairman cum Managing Director, be any amount up to the remuneration limit approved hereinabove and set out in the explanatory statement.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to enter into relevant agreement with the Director, as required, from time to time and to undertake all such steps, as may be deemed necessary in this matter.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to file the said resolution with the Registrar of Companies and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

6. To Approve Increase in Remuneration payable to Mr. Vinit Arvind Shah (DIN: 00094898), Whole-time Director of the Company for his remaining term:

In this regard, to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors (hereinafter referred to as “the board” which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for increase in remuneration and perquisites (hereinafter referred to as “remuneration”) payable to Mr. Vinit Arvind Shah (DIN: 00094898) as a Whole-time Director of the Company as set out in the explanatory statement attached hereto, for his existing remaining term, until revised further with other terms and conditions remaining unchanged, with the power to the board to alter and modify the same, in consonance with the provisions of the Act and in the best interest of the Company.

RESOLVED FURTHER THAT Pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, and subject to such approvals as may be necessary, Mr. Vinit Arvind Shah (DIN: 00094898) be and is hereby paid remuneration as set out in the explanatory statement.

RESOLVED FURTHER THAT in accordance with the Section 197, 198 and Schedule V of the Companies Act, 2013 and the rules made thereunder, in the event of absence of profits or inadequate profits in any financial year, the remuneration payable to Mr. Vinit Arvind Shah (DIN: 00094898), Whole-time Director, be any amount up to the remuneration limit approved hereinabove and set out in the explanatory statement.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and

pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to enter into relevant agreement with the Director, as required, from time to time and to undertake all such steps, as may be deemed necessary in this matter.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to file the said resolution with the Registrar of Companies and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

7. Ratification of Material Related Party Transaction in relation to Acquisition of Equity Shares of Arcadia Logistics Limited:

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

“RESOLVED THAT pursuant to Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder, the Company’s Policy on Related Party Transactions and other applicable laws, regulations and guidelines, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the ratification and confirmation, as a matter of good corporate governance, transparency and shareholder oversight, of the related party transaction entered into by the Company pursuant to the Share Purchase Agreement dated April 1, 2025 (“SPA”) with Mr. Arvind Kantilal Shah, Mrs. Parul Arvindbhai Shah, Mr. Piyush Chimanlal Vora, Mr. Chintan Arvind Shah, Mr. Vinit Arvind Shah, Mrs. Hetal Vinit Shah and Ms. Neha Arvind Shah (collectively, the “Sellers”), for acquisition/purchase of an aggregate 9,91,580 equity shares of Arcadia Logistics Limited (formerly known as Bedi Shipping Limited), representing 24.80% of the paid-up equity share capital of Arcadia Logistics Limited, at a consideration of ₹58.78 per equity share, aggregating to ₹5.82 Crore, on the terms and conditions contained in the said SPA and as more particularly described in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Members hereby take note of and confirm the aforesaid transaction and the acts, deeds and things undertaken by the Company in connection therewith and accord their confirmation thereto as a matter of good corporate governance and transparency, without prejudice to any statutory, regulatory or other applicable requirements governing the transaction.

RESOLVED FURTHER THAT the Company be and is hereby authorised to perform and complete the remaining obligations arising under the SPA, including payment of the consideration to the Sellers in accordance with the agreed payment schedule and completion/registration of transfer of the Sale Shares upon fulfilment of the terms of the SPA and applicable law.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, deeds, documents, forms and writings as may be necessary, proper, desirable or expedient for giving effect to this Resolution and to make such filings, disclosures and submissions with the Registrar of Companies, stock exchanges, depositories and/or any other statutory or regulatory authority as may be required.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds and things as may be necessary, incidental or consequential to give effect to this Resolution.”

Registered office:

701 To 702, City Point, 5th Floor, Opp.
Town Hall, Jamnagar – 361001,
Gujarat

For and on behalf of Board of Directors

Arvind Port and Infra Limited

CIN: L61200GJ1987PLC009944

Place: Jamnagar

Date: September 07, 2026

Sd/-

Arvindbhai Kantilal Shah
Chairman cum Managing Director

DIN: 00094647

Sd/-

Vinit Arvind Shah
Whole time Director

DIN: 00094898

Important Notes

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued General Circular No. 03/2025 dated September 22, 2025 read with earlier circulars issued in this regard ("MCA Circulars") and Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with earlier circulars in this regard issued by the Securities and Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the AGM through VC/OVAM. In terms of the said circulars, the 39th AGM of the Members will be held through VC/OAVM.
2. The Notice has also been uploaded on the website of the Company at www.arvindportinfra.com & the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and is also made available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
3. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard-2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as Annexure to this Notice.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. 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. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders 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 restriction on account of first come first served basis.
6. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto;
7. 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.
8. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), as revised with effect from April 01, 2024, read with Clarification / Guidance on applicability of Secretarial Standards 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

9. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants.
10. 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.
11. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide the replies at the Meeting.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or 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 concerned Depository Participant and holdings should be verified.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and 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. 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. September 30, 2026. Members seeking to inspect such documents can send an email to cs.compliance@arvindportinfra.com.
14. 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 August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 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>).
15. 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the MCA Circulars & SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the businesses 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 of casting votes by a member using remote e-Voting.
16. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("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 mode is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed M/s. SCS and

Co. LLP, Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

- 17.** 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 2026 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/Skyline Financial Services Private Limited or the Depository Participant(s). The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.
- 18.** The e-voting period commences on Sunday, September 27, 2026 at 09:00 A.M. (IST) and ends on Tuesday, September 29, 2026 at 05:00 P.M. (IST). During this period, members holding shares in dematerialized form, as on cut-off date, i.e. as on Wednesday, September 23, 2026 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolutions on which vote have already been cast.
- 19.** The facility for voting during the AGM will also be made available. Members present in the AGM through VC/ OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
- 20.** The Scrutinizer will submit their report to the Chairman of the Company ('the Chairman') or to any other person authorised by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting). The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and will also be displayed on the Company's website.
- 21.** The Scrutinizer shall, after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and count the same, and count the votes cast during the AGM, and shall make, not later than 2 Working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the votes shall be final.
- 22.** The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.arvindportinfra.com and on the website of NSDL www.evoting.nsdl.com within two working days of the passing of the Resolutions at the 39th Annual General Meeting of the Company and shall also be communicated to the Stock Exchange where the shares of the Company are listed.

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

The remote e-voting period begins on Sunday, September 27, 2026 at 09:00 A.M. (IST) and ends on Tuesday, September 29, 2026 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL 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. on Wednesday, September 23, 2026, 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.

PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM

- i. According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing the facility of remote 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 NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
- ii. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Wednesday, September 23, 2026, be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Wednesday, September 23, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on Sunday, September 27, 2026 at 09:00 A.M. (IST) and ends on Tuesday, September 29, 2026 at 05:00 P.M. (IST). During this period, the members of the Company holding shares as on the Cut-off date i.e. Wednesday, September 23, 2026, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- v. Once the vote on resolutions is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Wednesday, September 23, 2026.
- vii. The Company has appointed M/s. SCS and CO LLP, Practicing Company Secretary, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on Sunday, September 27, 2026 at 09:00 A.M. (IST) and ends on Tuesday, September 29, 2026 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL 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. Wednesday, September 23, 2026, 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.

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:

Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

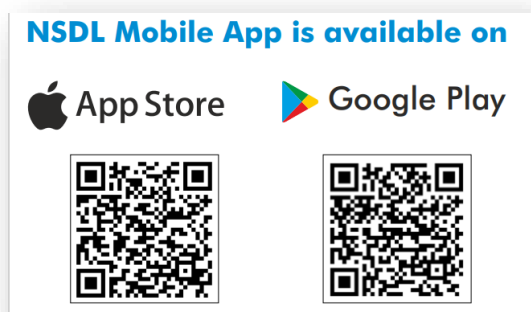
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their 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. 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 3. 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.

4. 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. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
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 link in 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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

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 above mentioned 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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

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 use 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 scsandcollp@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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to 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 cs.compliance@arvindportinfra.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 cs.compliance@arvindportinfra.com.
3. If you are an Individual shareholder 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.
4. 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.
5. 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 39TH AGM ARE AS UNDER

1. The procedure for e-Voting on the day of the 39th AGM is same as the instructions mentioned above for remote e- voting.
2. Only those Members/ shareholders, who will be present in the 39th 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the 39th AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 39th AGM THROUGH VC/OAVM ARE AS UNDER

1. Member will be provided with a facility to attend the 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 link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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. For ease of conduct, Members who would like to ask questions may send their questions in advance at least seven (7) days before AGM mentioning their name, demat account number/folio number, email id, mobile number at cs.compliance@arvindportinfra.com and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
6. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs.compliance@arvindportinfra.com the same will be replied by the company suitably.

7. The Scrutinizer shall, immediately after the conclusion of voting at the 39th Annual General Meeting (AGM), unblock the votes cast through remote e-voting and count the same, along with the votes cast at the AGM. Within two working days from the conclusion of the AGM, the Scrutinizer shall prepare and submit a consolidated report on the total votes cast in favour and against each resolution, if any, to the Chairman or to any person duly authorised by him in writing. The Chairman or such authorised person shall countersign the report and declare the results of the voting forthwith. The decision of the Scrutinizer on the validity of the votes shall be final and binding.

The results declared, along with the Scrutinizer's Report, shall be placed on the Company's website at www.arvindportinfra.com and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com within two working days of the passing of the resolutions at the AGM. The results shall also be communicated to the stock exchanges where the equity shares of the Company are listed.

CONTACT DETAILS

Company	Address: City point 701 to 702, Fifth Floor, Nr. Town Hall, Jamnagar-361001, Gujarat Tel No. +91 9913411144; Email: cs.compliance@arvindportinfra.com Web: www.arvindportinfra.com
Registrar and Transfer Agent	Skyline Financial Services Private Limited Address: D-153A, 1st Floor, Okhla Industrial Area Phase-I, New Delhi – 110020, India. E-mail: info@skylinerta.com Tel no. 011-40450193-197 Website: www.skylinerta.com
e-Voting Agency & VC / OAVM	Email: evoting@nsdl.co.in NSDL help desk 1800-222-990
Scrutinizer	M/s. SCS & Co. LLP, Ms. Anjali Sangtani (Membership No. 41942; CP No. 23630) Email: scsandcollp@gmail.com ; Mo No: 079-40051702

EXPLANATORY STATEMENT

[PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER]

ITEM NO. 04

To Appoint M/s. Raichura & Co., Chartered Accountants, as Statutory Auditors of the Company and to fix their Remuneration: Ordinary Resolution

M/s. Sarvesh Gohil & Associates, Chartered Accountants (Firm Registration No.0156550W), present term as the Statutory Auditors of the Company is expiring at the conclusion of the 39th (Thirty-Ninth) Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on September 05, 2026, recommended the appointment of M/s. Raichura & Co, Chartered Accountants, (Firm Registration No. 126105W), as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the 39th (Thirty-Ninth) Annual General Meeting until the conclusion of the 44th (Forty-Fourth) Annual General Meeting of the Company, subject to the approval of the Members, at such remuneration, plus applicable taxes and reimbursement of out-of-pocket and travelling expenses, as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and approved by the Board of Directors of the Company.

Brief Profile of Raichura & Co

Raichura & Co., Chartered Accountants, established in 2005, is a professionally managed firm providing a comprehensive range of accounting, audit, taxation and business advisory services. With a presence across Jamnagar, Ahmedabad and Porbandar and a team of experienced professionals, the firm offers expertise in audit and assurance, accounting, taxation, financial planning, bookkeeping and business consulting. The firm is committed to delivering high-quality, reliable and value-driven professional services while upholding the principles of integrity, professionalism and client satisfaction.

The Audit Committee and the Board of Directors, after considering the qualifications, experience, expertise and professional credentials of M/s. Raichura & Co, are of the opinion that the proposed appointment is in the best interests of the Company and its stakeholders.

The Company has received the written consent and certificate from M/s. Raichura & Co confirming that they satisfy the criteria provided under Sections 139 and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and that their appointment, if made, shall be in accordance with the applicable provisions of the Companies Act, 2013. The proposed Statutory Auditors have also confirmed that they hold a valid Peer Review Certificate issued by the Institute of Chartered Accountants of India (ICAI) and are eligible to act as Statutory Auditors of the Company.

Accordingly, the Board of Directors recommends the Ordinary Resolution set out at Item No. 04 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

The Disclosure under Regulation 36 (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given hereunder

Proposed Statutory Audit fees payable to the Statutory Auditors

The remuneration payable to M/s. Raichura & Co, Chartered Accountants, shall be determined by the Board of Directors based on the recommendation of the Audit Committee, in addition to reimbursement of applicable out-of-pocket expenses and taxes.

Terms of Appointment

To hold office for a term of five (5) consecutive years from the conclusion of the 39th (Thirty-Ninth) Annual General Meeting until the conclusion of the 44th (Forty-Fourth) Annual General Meeting of the Company.

Basis of recommendation and Auditor credentials

The Audit Committee and the Board of Directors, after evaluating the qualifications, experience, expertise, industry knowledge, peer review status, independence and eligibility of M/s. Raichura & Co, Chartered Accountants, recommended their appointment as the Statutory Auditors of the Company. The Board is of the view that the proposed appointment would enable the Company to benefit from the firm's professional expertise and extensive experience in statutory audit and assurance services

Material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change

There is no material change in the proposed remuneration payable to the incoming Statutory Auditors as compared to that paid to the outgoing Statutory Auditors. However, the Board of Directors, based on the recommendation of the Audit Committee, may revise the remuneration, if considered necessary, depending upon the scope of audit, changes in applicable laws or regulations, or any additional services to be rendered by the Statutory Auditors.

ITEM NO. 05

To Approve Increase in Remuneration payable to Mr. Arvindbhai Kantilal Shah (DIN: 00094647), Chairman cum Managing Director of the Company for his remaining term: Special Resolution

Mr. Arvindbhai Kantilal Shah (DIN: 00094647), aged 79 years, is the Promoter and Chairman-cum-Managing Director of the Company. He has been associated with the Company since its incorporation on September 01, 1987.

Pursuant to the recommendation of the Board at its meeting held on April 03, 2023, and the approval of the shareholders at the Extra-Ordinary General Meeting held on April 05, 2023, he was re-designated as the Chairman-cum-Managing Director of the Company. In view of his having attained the age of 70 years, his appointment was duly approved by the shareholders in compliance with the applicable provisions of the Companies Act, 2013, for a term of five years with effect from April 05, 2023. He is liable to retire by rotation.

On the recommendation of the Nomination and Remuneration Committee of the Company and looking to the contributions made by Mr. Arvindbhai Kantilal Shah (DIN: 00094647) the Board of Directors, in its meeting held on September 07, 2026, has considered to increase the limit of remuneration, i.e. up to ₹18,00,000/- per annum from September 07, 2026 with such increments and perquisites as may be decided by the Board from time to time to be paid to Mr. Arvindbhai Kantilal Shah, for his remaining tenure as Chairman cum Managing Director. The other terms and conditions of his appointment, as approved by the Shareholders vide their resolution dated April 05, 2023 shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, and subject to such approvals as may be necessary, Mr. Arvindbhai Kantilal Shah (DIN: 00094647) be and is hereby paid remuneration as set hereunder.

Notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013, in the event of absence of profits or inadequate profits in any financial year, the remuneration payable to Mr. Arvindbhai Kantilal Shah (DIN: 00094647), as Chairman cum Managing Director, be any amount up to the remuneration limit approved hereinabove and set hereunder.

Therefore, pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, the increased remuneration payable to Mr. Arvindbhai Kantilal Shah (DIN: 00094647), as Chairman cum Managing Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information

Nature of Industry: The Company being engaged in the business Chartering of Barges and Hotel and Hospitality Hotel and Hospitality.

Date or expected date of commencement of commercial production: The Commercial Production has been commenced since incorporation of the Company.

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

Financial performance based on given indicators:

(₹ in Lakh)

Particulars	Standalone		Consolidated	
	2025-26	2024-25	2025-26	2024-25
Revenue From Operations	1,065.48	1788.48	1,286.86	2,412.76
Other Income	62.97	1.31	65.78	2.06
Total Income	1,128.45	1789.79	1,352.64	2,414.82
Less: Total Expenses before Depreciation, Finance Cost and Tax	514.43	426.48	424.13	409.75
Profit before Depreciation, Finance Cost and Tax	614.02	1363.30	928.51	2,005.07
Less: Depreciation and Amortisation Expense	505.06	366.64	682.84	524.06
Less: Finance Cost	5.44	64.95	41.88	139.97
Profit Before Exceptional & Extra-Ordinary Item & Tax	103.52	931.72	203.79	1,341.04
Add: Exceptional Items	-	-	-	-
Profit Before Extra-Ordinary Item & Tax	103.52	931.72	203.79	1,341.04
Less: Current Tax	-	144.44	-	214.75
Less: Deferred tax Liability (Asset)	41.39	78.57	66.66	111.28
Profit after Tax	62.13	708.70	137.13	1,015.00

Export performance and net foreign exchange: During the year under review, the Company not having export performance and net foreign exchange expenditure.

Foreign Investment and collaborations, if any: No collaborations have been made by the Company with any of foreign entity.

Information about the Director

Background Details: Mr. Arvind Kantilal Shah brings with him over 51 years of experience in the barge hiring industry, more than 15 years in the construction sector and more than 46 years in the manufacturing and trading of food and vegetation products. His deep industry knowledge and strategic foresight have been pivotal in the Company's growth. He continues to play a crucial role in formulating key business strategies and ensuring their effective implementation. His leadership has been instrumental in driving the Company's vision and policy decisions.

Past Remuneration: Nil

Recognition or awards: Nil

Job Profile and his suitability: He is responsible for managing the Company subject to superintendence, control and direction of the Board of Directors. His experience and knowledge have helped the Company to great extent.

Terms and conditions of Appointment and Remuneration

Revised Terms and conditions of Remuneration:

He shall be entitled to remuneration up to ₹18,00,000/- (Rupees Eighteen Lakh Only) per annum, inclusive of salary, allowances and perquisites. The term "Perquisites" shall have the same meaning as assigned to it under Section 17(2) of the Income-tax Act, 1961, as amended from time to time.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of Mr. Arvindbhai Kantilal Shah, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Arvindbhai Kantilal Shah (DIN: 00094647), has pecuniary relationship to the extent he is Promoter – Chairman cum Managing Director – Shareholder of the Company, relative of Mrs. Parul Arvind Shah (being spouse) and Mr. Vinit Arvind Shah (being Father).

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of revised remuneration specified above are now being submitted to the Members for their approval.

Further, remuneration proposed above shall be valid for the existing remaining term of Mr. Arvindbhai Kantilal Shah (DIN: 00094647), until revised further with other terms and conditions remaining unchanged as per the resolution passed by the shareholders vide their resolution dated April 05, 2023 and the agreement entered into between him and the Company.

The Board of Directors is of the view that the revision in Remuneration payable to Mr. Arvindbhai Kantilal Shah (DIN: 00094647), for the existing remaining term as Chairman cum Managing Director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Arvindbhai Kantilal Shah (DIN: 00094647), himself and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

Item No. 06

To Approve Increase in Remuneration payable to Mr. Vinit Arvind Shah (DIN: 00094898), Whole-time Director of the Company for his remaining term: Special Resolution

Mr. Vinit Arvind Shah, aged 48 years, is the Promoter and Whole-time Director of the Company. He was initially appointed as Executive Director (Promoter Category) with effect from November 01, 2020. Based on the recommendation of the Board at its meeting held on April 03, 2023, and the approval of the shareholders at the Extra-Ordinary General Meeting held on April 05, 2023, he was re-designated as the Whole-time Director of the Company for a term of five years with effect from April 05, 2023. He is liable to retire by rotation.

On the recommendation of the Nomination and Remuneration Committee of the Company and looking to the contributions made by Mr. Vinit Arvind Shah (DIN: 00094898) the Board of Directors, in its meeting held on September 07, 2026, has considered to increase the limit of remuneration, i.e. up to ₹18,00,000/- per annum

from September 07, 2026 with such increments and perquisites as may be decided by the Board from time to time to be paid to Mr. Vinit Arvind Shah, for his remaining tenure as Whole-Time Director. The other terms and conditions of his appointment, as approved by the Shareholders vide their resolution dated April 05, 2023 shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, and subject to such approvals as may be necessary, Mr. Vinit Arvind Shah (DIN: 00094898) be and is hereby paid remuneration as set hereunder.

Notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013, in the event of absence of profits or inadequate profits in any financial year, the remuneration payable to Mr. Vinit Arvind Shah (DIN: 00094898), as Whole-time Director, be any amount up to the remuneration limit approved hereinabove and set hereunder.

Therefore, pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, the increased remuneration payable to Mr. Vinit Arvind Shah (DIN: 00094898), as Whole-time Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information

Nature of Industry: The Company being engaged in the business Chartering of Barges and Hotel and Hospitality Hotel and Hospitality.

Date or expected date of commencement of commercial production: The Commercial Production has been commenced since incorporation of the Company.

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

Financial performance based on given indicators:

(₹ in Lakh)

Particulars	Standalone		Consolidated	
	2025-26	2024-25	2025-26	2024-25
Revenue From Operations	1,065.48	1788.48	1,286.86	2,412.76
Other Income	62.97	1.31	65.78	2.06
Total Income	1,128.45	1789.79	1,352.64	2,414.82
Less: Total Expenses before Depreciation, Finance Cost and Tax	514.43	426.48	424.13	409.75
Profit before Depreciation, Finance Cost and Tax	614.02	1363.30	928.51	2,005.07
Less: Depreciation and Amortisation Expense	505.06	366.64	682.84	524.06
Less: Finance Cost	5.44	64.95	41.88	139.97

Profit Before Exceptional & Extra-Ordinary Item & Tax	103.52	931.72	203.79	1,341.04
Add: Exceptional Items	-	-	-	-
Profit Before Extra-Ordinary Item & Tax	103.52	931.72	203.79	1,341.04
Less: Current Tax	-	144.44	-	214.75
Less: Deferred tax Liability (Asset)	41.39	78.57	66.66	111.28
Profit after Tax	62.13	708.70	137.13	1,015.00

Export performance and net foreign exchange: During the year under review, the Company not having export performance and net foreign exchange expenditure.

Foreign Investment and collaborations, if any: No collaborations have been made by the Company with any of foreign entity.

Information about the Director

Background Details: He holds a Master of Business Administration in International Management from the Monterey Institute of International Studies, completed in 2001. Mr. Vinit Arvind Shah possesses over 15 years of experience in the stevedoring and shipping industry and an equal number of years in the construction sector. His expertise spans cargo handling, port operations, financial management, and operational efficiency. He plays a key role in driving short-term strategic initiatives and managing the business operations in the shipping industry.

Past Remuneration: Nil

Recognition or awards: Nil

Job Profile and his suitability:

He is having experience of more than 16 years in stevedoring and shipping industry as well as over 15 years of experience in construction industry. He has experience in cargo handling, port activities, financial functions & operational efficiency, with short term strategy to manage business operation in shipping industry.

Terms and conditions of Appointment and Remuneration

Revised Terms and conditions of Remuneration:

He shall be entitled to remuneration up to ₹18,00,000/- (Rupees Eighteen Lakh Only) per annum, inclusive of salary, allowances and perquisites. The term "Perquisites" shall have the same meaning as assigned to it under Section 17(2) of the Income-tax Act, 1961, as amended from time to time.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of Mr. Vinit Arvind Shah, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Vinit Arvind Shah (DIN: 00094898), has pecuniary relationship to the extent he is Whole-time director-Shareholder of the Company, relative of Mr. Arvind Kantilal Shah and Mrs. Parul Arvind Shah (Being Son)

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of revised remuneration specified above are now being submitted to the Members for their approval.

Further, remuneration proposed above shall be valid for the existing remaining term of Mr. Vinit Arvind Shah (DIN: 00094898), until revised further with other terms and conditions remaining unchanged as per the resolution passed by the shareholders vide their resolution dated April 05, 2023 and the agreement entered into between him and the Company

The Board of Directors is of the view that the revision in Remuneration payable to Mr. Vinit Arvind Shah (DIN: 00094898), for the existing remaining term as Whole-Time director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 6 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Vinit Arvind Shah (DIN: 00094898), himself and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

Item No. 07

Ratification of Material Related Party Transaction in relation to Acquisition of Equity Shares of Arcadia Logistics Limited: Ordinary Resolution

Pursuant to Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), material related party transactions are required to be placed before the Members for their approval in accordance with the applicable provisions thereof.

The Company had entered into a Share Purchase Agreement dated April 1, 2025 ("SPA") with Mr. Arvind Kantilal Shah, Mrs. Parul Arvindbhai Shah, Mr. Piyush Chimanlal Vora, Mr. Chintan Arvind Shah, Mr. Vinit Arvind Shah, Mrs. Hetal Vinit Shah and Ms. Neha Arvind Shah (collectively, the "Sellers"), who are related parties within the meaning of Regulation 2(1)(zb) of the SEBI Listing Regulations and Section 2(76) of the Companies Act, 2013 ("Act"), for the acquisition/purchase of an aggregate of 9,91,580 equity shares of Arcadia Logistics Limited (formerly known as Bedi Shipping Limited), representing 24.80% of the paid-up equity share capital of Arcadia Logistics Limited ("Sale Shares").

The aggregate consideration for acquisition of the Sale Shares is ₹5.82 Crore, at a consideration of ₹58.78 per equity share, payable to the respective Sellers in accordance with the terms and conditions of the SPA over a period of two years from the date of execution of the SPA. The SPA further provides that the legal and beneficial title to the Sale Shares shall remain with the respective Sellers until the entire consideration is paid in accordance with the agreed terms.

The aforesaid transaction was entered into on April 1, 2025. The provisions of Regulation 23 of the SEBI Listing Regulations became applicable to the Company with effect from April 1, 2025, pursuant to the applicable regulatory framework governing SME-listed entities. However, the requisite prior approval of the Members contemplated under Regulation 23 was not obtained before entering into the aforesaid transaction.

Accordingly, the Company is placing the aforesaid transaction before the Members for their approval, ratification and confirmation, as a matter of good corporate governance, transparency and shareholder oversight. The approval, ratification and confirmation sought from the Members is in respect of the transaction already entered into pursuant to the SPA and the acts, deeds and things undertaken by the Company in connection therewith, and is being sought without prejudice to any statutory, regulatory or other applicable requirements, consequences or remedies in relation to the non-obtaining of prior approval, if any.

The Audit Committee and the Board of Directors have considered the terms and conditions of the transaction, including the nature of the transaction, consideration payable, pricing and other relevant factors, and have recommended that the aforesaid transaction be placed before the Members for their approval, ratification and confirmation.

The transaction was entered into for the purpose of acquiring an investment in Arcadia Logistics Limited, which is a subsidiary of the Company, and is considered to be in the interest of the Company. The terms and conditions of the transaction, including the consideration payable for the Sale Shares and the agreed payment mechanism, are as set out in the SPA and have been disclosed to the Members in accordance with applicable law.

The Management has placed before the Audit Committee the relevant particulars and information relating to the transaction as applicable under the SEBI Listing Regulations and the applicable Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions".

The Members may note that, in terms of Regulation 23 of the SEBI Listing Regulations, all related parties, whether or not such related party is a party to the particular transaction, shall not vote to approve the resolution pertaining to the material related party transaction.

The details required to be disclosed in relation to the transaction, including the name of the related parties, nature of relationship, nature and material terms of the transaction, value of the transaction, basis of pricing and other relevant information, are set out herein and form part of this Explanatory Statement.

The Board of Directors, based on the recommendation of the Audit Committee, recommends the Ordinary Resolution set out at Item No. 07 of the accompanying Notice for approval, ratification and confirmation by the Members.

Except to the extent of their shareholding and/or directorship in the Company, if any, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the Resolution, except such Directors/KMP/relatives who may be related parties in respect of the aforesaid transaction and accordingly shall not participate in the voting on the said Resolution, to the extent required under applicable law.

The Members are requested to carefully read the aforesaid disclosures and consider the Resolution set out at Item No. 07 before casting their vote.

Information required to be disclosed in the Explanatory Statement for Item No. 7 pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 on RPT Industry Standards read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, are as follows

Part A: Minimum information of the proposed RPT

A(1) Basic details of the Related Party

Sr. No.	Particulars of the information	Information provided by the Management
1	Name of the Related Party	Mr. Arvind Kantilal Shah, Mrs. Parul Arvindbhai Shah, Mr. Piyush Chimanlal Vora, Mr. Chintan Arvind Shah, Mr. Vinit Arvind Shah, Mrs. Hetal Vinit Shah and Ms. Neha Arvind Shah.
2	Country of incorporation of the Related Party	India
3	Nature of business of the Related Party	-

A (2) Relationship and ownership of the Related Party

Sr. No.	Particulars of the information	Information provided by the Management	
1.	Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the Related Party – including nature of its concern (financial or otherwise)	Name of Related Party	Relationship with the Company / Nature of Concern
		Mr. Arvind Kantilal Shah	Promoter and Chairman cum Managing Director of the Company; seller of equity shares of Arcadia Logistics Limited.
		Mrs. Parul Arvindbhai Shah	Promoter and Non-Executive Director of the Company; seller of equity shares of Arcadia Logistics Limited.
		Mr. Piyush Chimanlal Vora	Non-Executive Director of the Company; seller of equity shares of Arcadia Logistics Limited.
		Mr. Chintan Arvind Shah	Member of the Promoter/Promoter Group; seller of equity shares of Arcadia Logistics Limited.
		Mr. Vinit Arvind Shah	Promoter and Whole-Time Director of the Company; seller of equity shares of Arcadia Logistics Limited.
		Mrs. Hetal Vinit Shah	Member of the Promoter Group; seller of equity shares of Arcadia Logistics Limited.
		Ms. Neha Arvind Shah	Member of the Promoter Group; seller of equity shares of Arcadia Logistics Limited.
2.	Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the Related Party.	The Company holds 75.21% equity share capital (directly) in Arcadia Logistics Limited.	
3.	Where the Related Party	Not Applicable	

	is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity / subsidiary (in case of transaction involving the subsidiary).	
4.	Shareholding of the Related Party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary).	Nil

A(3)Details of previous transactions with the Related Party

Sr. No.	Particulars of the information	Information provided by the Management			
1	Total amount of all the transactions undertaken by the Company with the Related Party during the last financial year.	FY 2025 – 26			
		Sr. No.	Name of Related Party	Nature of Transactions	Amount (In ₹ lakhs)
		1	Mrs. Parul Arvindhbai Shah	Purchase of Fixed Assets	400.00
				Barge Hire Expense	56.35
		2	Mr. Arvind Kantilal Shah	Hotel Rent Income	8.40
				Trade Receivables	2 8.21
				Hotel Rent Expenses	8.40
		3	Arcadia Logistics Limited	Trade payables	213.79
				Amount Received	222.64
		2	Total amount of all the transactions undertaken by the Company with the Related Party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	FY 2026 – 27	
Name of Related Party	Nature of Transactions			Amount (In ₹ lakhs)	
Arcadia Logistics Limited	Amount Received			275.00	
	Amount Paid			133.52	
3	Any default, if any, made by a	No			

Related Party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.

A(4) Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Information provided by the Management
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / shareholders.	₹5.82 Crore
2	Whether the proposed transactions taken together with the transactions undertaken with the Related Party during the current financial year would render the proposed transaction a material RPT?	Yes, the transaction is a material Related Party Transaction ("RPT") under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	The aggregate value of the transaction amounting to ₹5.82 Crore represents approximately 24.16% of the annual consolidated turnover of the Company for the immediately preceding financial year ended March 31, 2025.
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5	Value of the proposed transactions as a percentage of the Related Party's annual consolidated turnover for the immediately preceding financial year, if available.	Not Applicable
6	Financial performance of the Related Party for the immediately preceding financial year.	Not applicable

A(5) Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the Management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Acquisition of Equity Shares of Arcadia Logistics Limited

2	Details of each type of the proposed transaction	Acquisition of Equity Shares of Arcadia Logistics Limited															
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	For the Financial Year 2025-26 and 2026-27 i.e. Two years from the date of execution of the Share Purchase Agreement, i.e. from April 1, 2025, in accordance with the terms thereof.															
4	Whether omnibus approval is being sought?	Yes															
5	Value of the proposed transaction during a financial year. (If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.)	As per the Share Purchase Agreement dated April 1, 2025.															
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The transaction is in the interest of the Company as it enables the Company to further consolidate its shareholding in Arcadia Logistics Limited, a subsidiary of the Company. The consideration of ₹58.78 per equity share has been determined with reference to the book value of the equity shares of Arcadia Logistics Limited, and the aggregate consideration is ₹5.82 Crore. The other material terms and conditions are as set out in the Share Purchase Agreement dated April 1, 2025.															
7	Details of the Promoter(s) / Director(s) / Key Managerial Personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	<table><tr><th>Name of Related Party</th><th>Relationship with the Company / Nature of Concern</th></tr><tr><td>Mr. Arvind Kantilal Shah</td><td>Promoter and Chairman cum Managing Director of the Company; seller of equity shares of Arcadia Logistics Limited.</td></tr><tr><td>Mrs. Parul Arvindbhai Shah</td><td>Promoter and Non-Executive Director of the Company; seller of equity shares of Arcadia Logistics Limited.</td></tr><tr><td>Mr. Piyush Chimanlal Vora</td><td>Non-Executive Director of the Company; seller of equity shares of Arcadia Logistics Limited.</td></tr><tr><td>Mr. Chintan Arvind Shah</td><td>Member of the Promoter/Promoter Group; seller of equity shares of Arcadia Logistics Limited.</td></tr><tr><td>Mr. Vinit Arvind Shah</td><td>Promoter and Whole-Time Director of the Company; seller of equity shares of Arcadia Logistics Limited.</td></tr><tr><td>Mrs. Hetal Vinit Shah</td><td>Member of the Promoter Group; seller of equity shares of Arcadia Logistics Limited.</td></tr></table>		Name of Related Party	Relationship with the Company / Nature of Concern	Mr. Arvind Kantilal Shah	Promoter and Chairman cum Managing Director of the Company; seller of equity shares of Arcadia Logistics Limited.	Mrs. Parul Arvindbhai Shah	Promoter and Non-Executive Director of the Company; seller of equity shares of Arcadia Logistics Limited.	Mr. Piyush Chimanlal Vora	Non-Executive Director of the Company; seller of equity shares of Arcadia Logistics Limited.	Mr. Chintan Arvind Shah	Member of the Promoter/Promoter Group; seller of equity shares of Arcadia Logistics Limited.	Mr. Vinit Arvind Shah	Promoter and Whole-Time Director of the Company; seller of equity shares of Arcadia Logistics Limited.	Mrs. Hetal Vinit Shah	Member of the Promoter Group; seller of equity shares of Arcadia Logistics Limited.
Name of Related Party	Relationship with the Company / Nature of Concern																
Mr. Arvind Kantilal Shah	Promoter and Chairman cum Managing Director of the Company; seller of equity shares of Arcadia Logistics Limited.																
Mrs. Parul Arvindbhai Shah	Promoter and Non-Executive Director of the Company; seller of equity shares of Arcadia Logistics Limited.																
Mr. Piyush Chimanlal Vora	Non-Executive Director of the Company; seller of equity shares of Arcadia Logistics Limited.																
Mr. Chintan Arvind Shah	Member of the Promoter/Promoter Group; seller of equity shares of Arcadia Logistics Limited.																
Mr. Vinit Arvind Shah	Promoter and Whole-Time Director of the Company; seller of equity shares of Arcadia Logistics Limited.																
Mrs. Hetal Vinit Shah	Member of the Promoter Group; seller of equity shares of Arcadia Logistics Limited.																

		Ms. Neha Arvind Shah	Member of the Promoter Group; seller of equity shares of Arcadia Logistics Limited.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.		
9	Other information relevant for decision making.	NIL	

PART B: Details of Specific Transactions

B(3): Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction.	The consideration for the transaction shall be funded out of the Company's internal accruals.
2.	Where any financial indebtedness is incurred to make investment, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable
3.	Purpose for which funds shall be utilized by the investee company.	Not Applicable
4.	Material terms of the proposed transaction	As per the Share Purchase Agreement dated April 1, 2025.

Part C: Specific type of the transaction where proposed RPT is material

C(2): Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party	Not applicable
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Required

Other Information

Sr. No.	Particulars	Details
1	Justification as to why the proposed	The transaction is in the interest of the Company

	transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	as it enables the Company to further consolidate its shareholding in Arcadia Logistics Limited, a subsidiary of the Company. The consideration of ₹58.78 per equity share has been determined with reference to the book value of the equity shares of Arcadia Logistics Limited, and the aggregate consideration is ₹5.82 Crore. The other material terms and conditions are as set out in the Share Purchase Agreement dated April 1, 2025.
2	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO / Managing Director / Whole Time Director / Manager and CFO of the listed entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificate issued by the Managing Director and the Chief Financial Officer of the Company, as required under the RPT Industry Standards.
3	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the Members	The Material Related Party Transactions have been approved by the Audit Committee and the Board of Directors recommends the Ordinary Resolution for approval by the Members.
4	Web-link and QR Code, through which Members can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable
5	Affirmation that the Audit Committee and Board of Directors, while providing information to the Members, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the Members for informed decision making	The Audit Committee and the Board of Directors confirm that all information necessary for the Members to make an informed decision has been provided in this Notice and that any commercially sensitive information has been appropriately redacted, wherever considered necessary, without affecting the completeness of the disclosures.
6	Any other information that may be relevant	Not Applicable

Annexure to Notice of 39th Annual General Meeting

Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-II issued by ICSI for Item No.03, 5 & 6:

Particulars	Details of Director Retiring by Rotation/ Seeking revision in remuneration at the ensuing Annual General Meeting	
Name	Mr. Arvindbhai Kantilal Shah	Mr. Vinit Arvind Shah
DIN	00094647	00094898
Age	79 Years	47 Years
Date of Birth	November 07, 1946	January 21, 1978
Nationality	Indian	Indian
Qualification	He has completed Bachelor of Commerce from Gujarat University in the year 1966 and also completed examination for Custom Housing Agent in year 1967.	He has completed his Master of Business Administration in International Management in the year 2001 from Monterey Institute of International Studies.
Experience - Expertise in specific functional areas - Job profile and suitability	He has over 51 years of experience in Barge Hiring Industry, more than 16 years of experience in construction industry and over 46 years in manufacturing and dealing in food and vegetation. He has been instrumental in taking major policy decisions of the Company and leading it effectively. He plays a vital role in formulating business strategies and ensuring their effective implementation.	He has more than 16 years of experience in stevedoring and shipping, as well as over 15 years in the construction industry. He possesses expertise in cargo handling, port activities, financial functions, and operational efficiency, with a focus on short-term strategies to manage business operations in the shipping industry.
No. of Shares held as on March 31, 2026 including shareholding as a Beneficial Owner.	66,97,200 Equity Shares	13,72,500 Equity Shares
Terms & Conditions	He was appointed as a director since the incorporation of the company, i.e., since September 01, 1987 and his designation was changed to Chairman cum Managing Director, liable to retire by rotation for a period of 5 (Five) Years w.e.f. April 05, 2023.	He was appointed as Executive Director w.e.f. November 01, 2020 and his designation was changed to Whole Time Director, liable to retire by rotation, w.e.f. April 05, 2023 for a period of 5 (Five) years.
Remuneration Last Drawn	NIL	NIL
Remuneration sought to be paid	He shall be entitled to remuneration up to ₹18,00,000/- (Rupees Eighteen Lakh Only) per month, inclusive of salary,	He shall be entitled to remuneration up to ₹18,00,000/- (Rupees Eighteen Lakh Only) per month, inclusive of salary,

	allowances and perquisites. The term "Perquisites" shall have the same meaning as assigned to it under Section 17(2) of the Income-tax Act, 1961, as amended from time to time.	allowances and perquisites. The term "Perquisites" shall have the same meaning as assigned to it under Section 17(2) of the Income-tax Act, 1961, as amended from time to time.
Number of Board Meetings attended during the Financial Year 2025-26	The number of meetings of the Board attended during the year are mentioned in the Director's Report forming part of Annual Report of the Company for the financial year 2025-26	The number of meetings of the Board attended during the year are mentioned in the Director's Report forming part of Annual Report of the Company for the financial year 2025-26
Date of Original Appointment	September 01, 1987	November 01, 2020
Date of Appointment in current terms	April 05, 2023	April 05, 2023
Directorships held in other Companies as on March 31, 2026	1. Arcadia Hospitality and Developers Private Limited 2. Arcadia logistics limited 3. Arcadian Works Private Limited 4. Shantilal Multiport Infrastructure Private Limited 5. Ashapura Arcadia Logistic Private Limited 6. Anart Foods Private Limited 7. Adinath Property and Hospitality Private Limited 8. Bedi Cargo Weighers Private Limited 9. Valram Construction Private Limited	1. Arcadia Hospitality and Developers Private Limited 2. Arcadian Works Private Limited 3. Valram Construction Private Limited 4. Ashapura Arcadia Logistic Private Limited 5. Kamakshi Infraworks Private Limited
Memberships/ Chairmanships of committees of public companies*	• Membership: 1 • Chairmanship: 0	• Membership: 0 • Chairmanship: 0
Inter-se Relationship with other Directors^	1. Husband of Mrs. Parul Arvind Shah, Non-Executive Director of the company. 2. Father of Mr. Vinit Arvind Shah, Whole Time Director in the company.	1. Son of Mr. Arvind Kantilal Shah and Mrs. Parul Arvind Shah.
Listed entities from which the person has resigned in the past three years	Integrated Proteins Limited (Ceased to be Non-Executive Director w.e.f November 16, 2024)	-
Information as required pursuant to NSE Circular No. LIST/COMP/14/2018- 19 dated June 20, 2018	Not Applicable	Not Applicable

*Includes only Audit Committee and Stakeholders' Relationship Committee.

^In accordance with SEBI (ICDR) Regulations, 2018 and the Companies Act, 2013