



# ARVIND PORT AND INFRA LIMITED

(Formerly known as Arvind and Company Shipping Agencies Limited &

Arvind and Company Shipping Agencies Private Limited)

Reg. Off: 701-702, 5th Floor, City Point, Nr. Town Hall,  
Jamnagar, Kalavad, Gujarat, India – 361001.

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CIN: L61200GJ1987PLC009944

Date: August 20, 2025

To,  
Listing Compliance Department  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex  
Bandra East, Mumbai-400051

Respected Sir/Ma'am

**Sub: Submission of Notice of 38<sup>th</sup> Annual General Meeting.**

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

We wish to inform you that the 38<sup>th</sup> Annual General Meeting of the Company will be held on Saturday, September 13, 2025 at 12:00 P.M. IST through Video Conferencing (VC) or Other Audio Visual Means (OVAM) in compliance with the applicable circulars of Ministry of Corporate Affairs (MCA) and SEBI to transact the businesses mentioned in the Notice of 38<sup>th</sup> Annual General Meeting.

We have attached herewith the Notice of 38<sup>th</sup> Annual General Meeting of our Company for kind perusal of Stakeholders.

We would further like to inform that the Company has fixed Saturday, September 06, 2025 as the cut-off date for ascertaining the names of the members holding shares in dematerialised form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted as per the Notice of the AGM and to attend the AGM.

You are requested to take the same on your records.

**For, Arvind Port and Infra Limited**

**Arvindbhai Kantilal Shah**  
Chairman cum Managing Director  
DIN: 00094647

**Place: Jamnagar**

**Encl: Notice of AGM**



# N

## otice of 38<sup>th</sup> Annual General Meeting

**NOTICE** is hereby given that the Thirty-Eight (38<sup>th</sup>) Annual General Meeting (AGM) of the Members of Arvind Port and Infra Limited ("the Company") will be held on Saturday, September 13, 2025 at 12:00 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

### Ordinary Business

#### 1. Adoption of Financial Statements:

To receive, consider and adopt;

- (a) The Audited Standalone Financial Statement of the Company for the Financial Year ended on March 31, 2025 and the report of the Board of Directors and Auditors thereon; and
- (b) The Audited Consolidated Financial Statement of the Company for the Financial Year ended on March 31, 2025 and the report of 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**;

- (a) **"RESOLVED THAT** the Audited Standalone financial statement of the Company for the financial year ended on March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
  - (b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended on March 31, 2025 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
2. **To Appoint a Director in Place of Mr. Piyush Chimanlal Vora (DIN: 00296074), Who Retires by Rotation and Being Eligible, offers Himself for Re-Appointment:**

To appoint Mr. Piyush Chimanlal Vora (DIN: 00296074), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment;

**Explanation:** Based on the terms of appointment, Executive Directors and the Non-Executive Directors (other than Independent Directors) are subject to retirement by rotation. Mr. Piyush Chimanlal Vora (DIN: 00296074), Non-Executive Director who has been on the Board of the Company since April 1, 1998 and whose office is liable to retire at this AGM, being eligible, seeks re-appointment. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment.

Therefore, members are requested to consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the shareholders of the Company be, and is hereby accorded to the reappointment of Mr. Piyush Chimanlal Vora (DIN: 00296074), non-executive director as such, to the extent that he is required to retire by rotation."



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### Special Business

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

To consider and if thought fit, to pass, with or without modification(s), 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 to 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 pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for revision in remuneration and perquisites (hereinafter referred to as “remuneration”) payable to Mr. Arvindbhai Kantilal Shah (DIN: 00094647), 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, as per the provisions of the Act and in the best interest of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to revise the remuneration as they may deem fit and proper from time to time on recommendation of Nomination & Remuneration Committee so that remuneration payable shall not exceed the permissible limits specified under Section 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or reenactment thereof.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Arvindbhai Kantilal Shah (DIN: 00094647) shall be governed by Schedule V read with other applicable provisions of the Companies Act, 2013 or any modification(s) thereof.

**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.”

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

To consider and if thought fit, to pass, with or without modification(s), 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 to 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 pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for revision in remuneration and perquisites (hereinafter referred to as “remuneration”) payable to Mr. Vinit Arvind Shah (DIN: 00094898), 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, as per the provisions of the Act and in the best interest of the Company.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Vinit Arvind Shah (DIN: 00094898) shall be governed by Schedule V read with other applicable provisions of the Companies Act, 2013 or any modification(s) thereof.



**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to revise the remuneration as they may deem fit and proper from time to time on recommendation of Nomination & Remuneration Committee so that remuneration payable shall not exceed the permissible limits specified under Section 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or reenactment thereof.

**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.”

**5. Approval of Material Related Party Transaction(s) with Arcadia Shipping and Trading Company, an entity in which Directors are interested for FY 2025-26:**

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

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions if any of the Companies Act, 2013 Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and any other applicable provisions, including any amendment, modification, variation or re-enactment thereof and the Company’s Policy on Related Party Transactions and based on the recommendation of the Audit Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and/ or carrying out and/or continuing with contracts, arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with **Arcadia Shipping and Trading Company**, being a related party of the company, during the financial year 2025–26, for an aggregate value not exceeding **₹10 Crores** (Rupees Ten Crores Only).

**RESOLVED FURTHER THAT** the aforesaid transaction(s), whether individually or in aggregate, whether entered into in a single instance or as part of a series or arrangement(s), whether existing, continuing, renewed, extended, modified or to be entered into, shall pertain to the purchase and/or sale of goods or materials, provision and/or availing of services, or any other transaction as detailed in the explanatory statement annexed to the notice, and as may be disclosed in the notes forming part of the Company’s financial statements for the relevant period.

**RESOLVED FURTHER THAT** such transactions shall be carried out in the ordinary course of business and on an arm’s length basis, and that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including finalizing the terms and conditions, executing agreements or documents and making necessary filings with regulatory authorities as may be required.

**Details of Related Party Transactions/ Arrangements/ Contracts per Financial Year:**

Sr. No.	Name of Related Party	Nature of Relationship	Type of Transaction(s)	Maximum Value of Transaction for Financial Year 2025-26
1	Arcadia Shipping and Trading Company	Entity In Which Directors are Interested	Purchase/sale transactions as the companies mutually decides.	Rs. 10 Crore Purchase/sale transactions as the companies mutually decides.



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**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do and perform all such acts, deeds, matters and things and execute all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient to give effect to this resolution.”

### 6. Approval of Material Related Party Transaction(S) with Mr. Vinit A Shah, Promoter and Whole Time Director of the Company for FY 2025-26:

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

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions if any of the Companies Act, 2013 Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and any other applicable provisions, including any amendment, modification, variation or re-enactment thereof and the Company’s Policy on Related Party Transactions and based on the recommendation of the Audit Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and/ or carrying out and/ or continuing with contracts, arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with **Mr. Vinit A Shah**, Promoter and Whole-Time Director of the Company, who is a related party within the meaning of Section 2(76) of the Companies Act, 2013, during the financial year 2025–26, for an aggregate value not exceeding **₹5 Crores** (Rupees Five Crores Only).

**RESOLVED FURTHER THAT** the aforesaid transaction(s), whether individually or in aggregate, specifically for taking the barge owned by Mr. Vinit A Shah, Promoter and Whole-Time Director of the Company, on lease or rent by the Company, or for any other purpose as the Company may deem fit, shall be undertaken on such terms and conditions as the Board of Directors may consider appropriate, as detailed in the explanatory statement annexed to the notice and as may be disclosed in the notes forming part of the Company’s financial statements for the relevant period.

**RESOLVED FURTHER THAT** such transactions shall be carried out in the ordinary course of business and on an arm’s length basis, and that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including finalising the terms and conditions, executing agreements or documents and making necessary filings with regulatory authorities as may be required.

### Details of Related Party Transactions/ Arrangements/ Contracts per Financial Year:

Sr. No.	Name of Related Party	Nature of Relationship	Type of Transaction(s)	Maximum Value of Transaction for Financial Year 2025-26
1	Vinit A Shah	Promoter and Whole Time Director	Taking the properties (Barge) of Mr. Vinit A Shah, Promoter and Whole Time Director of the Company on lease or rent by the Company or any other purpose as the Company may think fit	Rs. 5 Crore (Rupees Five Crores Only)

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do and perform all such acts, deeds, matters and things and execute all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient to give effect to this resolution.”

### 7. Approval of Material Related Party Transaction(S) with Mrs. Parul Arvind Shah, Promoter and Non-Executive Director of the Company for FY 2025-26:

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

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions if any of the Companies Act, 2013 Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and any other applicable provisions, including any amendment, modification, variation or re-enactment thereof and the Company’s Policy



on Related Party Transactions and based on the recommendation of the Audit Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and/ or carrying out and/ or continuing with contracts, arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with **Mrs. Parul Arvind Shah**, Promoter and Non-Executive Director of the Company, who is a related party within the meaning of Section 2(76) of the Companies Act, 2013, during the financial year 2025–26, for an aggregate value not exceeding **₹10 Crores** (Rupees Ten Crores Only).

**RESOLVED FURTHER THAT** the aforesaid transaction(s), whether individually or in aggregate, specifically for taking the barge owned by Mrs. Parul Arvind Shah, Promoter and Non-Executive Director of the Company of the Company, on lease or rent by the Company, or for any other purpose as the Company may deem fit, shall be undertaken on such terms and conditions as the Board of Directors may consider appropriate, as detailed in the explanatory statement annexed to the notice and as may be disclosed in the notes forming part of the Company’s financial statements for the relevant period.

**RESOLVED FURTHER THAT** such transactions shall be carried out in the ordinary course of business and on an arm’s length basis, and that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including finalising the terms and conditions, executing agreements or documents and making necessary filings with regulatory authorities as may be required.

**Details of Related Party Transactions/ Arrangements/ Contracts per Financial Year:**

Sr. No.	Name of Related Party	Nature of Relationship	Type of Transaction(s)	Maximum Value of Transaction for Financial Year 2025-26
1	Parul Arvind Shah	Promoter and Non-Executive Director	Taking the properties (Barge) of Mrs. Parul Arvind Shah, Promoter and Non-Executive Director of the Company on lease or rent by the Company or any other purpose as the Company may think fit	Rs. 10 Crore (Rupees Ten Crores Only)

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do and perform all such acts, deeds, matters and things and execute all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient to give effect to this resolution.”

**8. Approval of Material Related Party Transaction(S) with Mrs. Parul Arvind Shah, Promoter and Non-Executive Director of the Company for FY 2025-26:**

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

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions if any of the Companies Act, 2013 Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and any other

applicable provisions, including any amendment, modification, variation or re-enactment thereof and the Company’s Policy on Related Party Transactions and based on the recommendation of the Audit Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and/ or carrying out and/ or continuing with contracts, arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with **Mrs. Parul Arvind Shah**, Promoter and Non-Executive Director of the Company, who is a related party within the meaning of Section 2(76) of the Companies Act, 2013, during the financial year 2025–26, for an aggregate value not exceeding **₹6 Crores** (Rupees Six Crores Only).





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**RESOLVED FURTHER THAT** the aforesaid transaction(s), whether individually or in aggregate, shall specifically pertain to the purchase of the barge owned by Mrs. Parul Arvind Shah, Promoter and Non-Executive Director of the Company, shall be undertaken on such terms and conditions as the Board of Directors may deem fit, as detailed in the explanatory statement annexed to the notice and as may be disclosed in the notes forming part of the Company's financial statements for the relevant period.

**RESOLVED FURTHER THAT** such transactions shall be carried out in the ordinary course of business and on an arm's length basis, and that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including finalising the terms and conditions, executing agreements or documents and making necessary filings with regulatory authorities as may be required.

### Details of Related Party Transactions/ Arrangements/ Contracts per Financial Year:

Sr. No.	Name of Related Party	Nature of Relationship	Type of Transaction(s)	Maximum Value of Transaction for Financial Year 2025-26
1	Parul Arvind Shah	Promoter and Non-Executive Director	Purchase of Barge of Mrs. Parul Arvind Shah, Promoter and Non-Executive Director of the Company, on such terms as may be deemed fit by the board of Directors of the Company	Rs. 6 Crore (Rupees Six Crores Only)

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do and perform all such acts, deeds, matters and things and execute all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient 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: August 18, 2025

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 Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September
2. 25, 2023 and latest being 09/2024 dated September 19, 2024 ("MCA Circulars") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedure and manner for conducting AGMs through VC/OAVM without the physical presence of members at a common venue. In terms of the said circulars, the 38<sup>th</sup> Annual General Meeting ("AGM") of the Members will be held through VC/OAVM on Saturday, September 13, 2025, at 12:00 P.M. IST. Members can attend and participate in the AGM only through VC/OAVM. The deemed venue of the AGM proceedings shall be the Registered Office of the Company at 701-702, Fifth Floor, City Point, Nr. Town Hall, Jamnagar – 361001, Gujarat, India.
3. The Circulars have dispensed with the requirement of sending the physical copies of the AGM Notice and Annual Report to the shareholders. Accordingly, this Notice, along with the Annual Report for the financial year ended March 31, 2025 ("Annual Report for F.Y. 2024- 25"), is being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the Company/ registrar and share transfer agent ("RTA")/ depositories/ depository participants ("DP") as on August 15, 2025. Additionally, as per SEBI Listing Regulations, the Company is also sending a letter to shareholders whose e-mail addresses are not registered with Company/ RTA/ depositories/ DP providing the weblink, including the exact path of Company's website where the complete details of the Notice and Annual Report for F.Y. 2024-25 is available.
4. 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 31<sup>st</sup> March 2025 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose email addresses are registered with the Company/ 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.
5. The Notice has also been uploaded on the website of the Company at [www.arvindshipping.com](http://www.arvindshipping.com) & the website of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://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](http://www.evoting.nsdl.com).
6. 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.
7. 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.
8. 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





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Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

9. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto;
10. 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.
11. 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.
12. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants.
13. 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.
14. 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.
15. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual Shareholders holding shares in the physical form. The Shareholders who are desirous of availing this facility, may kindly write to Company's R&T Agent for nomination form by quoting their folio number.
16. 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.
17. 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 13, 2025. Members seeking to inspect such documents can send an email to [cs.compliance@arvindportinfra.com](mailto:cs.compliance@arvindportinfra.com).
18. 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>).
19. 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.
20. 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.

21. The e-voting period commences on Wednesday, September 10, 2025 at 09:00 A.M. (IST) and ends on Friday, September 12, 2025 at 05:00 P.M. (IST). During this period, members holding shares in dematerialized form, as on cut-off date, i.e. as on Saturday, September 06, 2025 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.
22. 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.
23. 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.

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

The remote e-voting period begins on Wednesday, September 10, 2025 at 09:00 A.M. (IST) and ends on Friday, September 12, 2025 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 Saturday, September 06, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, September 06, 2025.

**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. Saturday, September 06, 2025, 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. Saturday, September 06, 2025, 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 Wednesday, September 10, 2025 at 09:00 A.M. (IST) and ends on Friday, September 12, 2025 at 05:00 P.M. (IST). During this period, the members of the Company holding shares as on the Cut-off date i.e. Saturday, September 06, 2025, 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



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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. Saturday, September 06, 2025.
- 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 Wednesday, September 10, 2025 at 09:00 A.M. (IST) and ends on Friday, September 12, 2025 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. Saturday, September 06, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being i.e. Saturday, September 06, 2025.

#### 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
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote</li> </ol>



	<p>during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="678 436 1220 750" data-label="Image"> </div>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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 &amp; 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<p>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 &amp; voting during the meeting.</p>

**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



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<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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:
<b>a) For Members who hold shares in demat account with NSDL.</b>	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>b) For Members who hold shares in demat account with CDSL.</b>	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
<b>c) For Members holding shares in Physical Form.</b>	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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](mailto:scsandcollp@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://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](mailto: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





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of Aadhar Card) by email to [cs.compliance@arvindportinfra.com](mailto: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](mailto: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](mailto: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 38TH AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the 38<sup>th</sup> AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 38<sup>th</sup> 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 38<sup>th</sup> 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 38<sup>th</sup> 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](mailto: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](mailto: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 38<sup>th</sup> 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.arvindshipping.com](http://www.arvindshipping.com) and on the website of National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://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	<b>Address:</b> City point 701 to 702, Fifth Floor, Nr. Town Hall, Jamnagar-361001, Gujarat <b>Tel No.</b> +91 9913411144; <b>Email:</b> <a href="mailto:cs.compliance@arvindportinfra.com">cs.compliance@arvindportinfra.com</a> <b>Web:</b> <a href="http://www.arvindportinfra.com">www.arvindportinfra.com</a>
Registrar and Transfer Agent	Skyline Financial Services Private Limited <b>Address:</b> D-153A, 1st Floor, Okhla Industrial Area Phase-I, New Delhi – 110020, India. <b>E-mail:</b> <a href="mailto:info@skylinerta.com">info@skylinerta.com</a> <b>Tel no.</b> 011-40450193-197 <b>Website:</b> <a href="http://www.skylinerta.com">www.skylinerta.com</a>
e-Voting Agency & VC / OAVM	<b>Email:</b> <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> <b>NSDL help desk</b> 1800-222-990
Scrutinizer	M/s. SCS & Co. LLP, Ms. Anjali Sangtani ( <b>Membership No.</b> 41942; <b>CP No.</b> 23630) <b>Email:</b> <a href="mailto:scsandcollp@gmail.com">scsandcollp@gmail.com</a> ; <b>Mo No:</b> 079-40051702



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### EXPLANATORY STATEMENT

*(Pursuant to Section 102 (1) of the Companies Act 2013 and Secretarial Standard II on General Meetings)*

#### Item No. 03:

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

Mr. Arvind Kantilal Shah, aged 78 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 August 18, 2025, has considered to increase the limit of remuneration, i.e. up to Rs. 1.00 Lakh per month w.e.f. April 5, 2026 with such increments 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.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Arvindbhai Kantilal Shah (DIN: 00094647), in the event of loss or inadequacy of profit in any Financial Year, the remuneration payable shall be governed by Schedule V read with other applicable provisions of the Companies Act, 2013 or any modification(s) thereof.

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), the remuneration payable to Mr. Arvindbhai Kantilal Shah (DIN: 00094647) as Chairman cum Managing Director is now being submitted to 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:

Particulars	Standalone		Consolidated
	2024-25	2023-24	2024-25
Revenue From Operations	1788.48	1415.12	2,412.76

(₹ in Lakh)



Other Income	1.31	0.18	2.06
<b>Total Income</b>	<b>1789.79</b>	<b>1415.30</b>	<b>2,414.82</b>
Less: Total Expenses before Depreciation, Finance Cost and Tax	426.49	308.12	409.75
Profit before Depreciation, Finance Cost and Tax	1363.30	1107.18	2,005.07
Less: Depreciation and Amortisation Expense	366.64	259.30	524.06
Less: Finance Cost	64.95	137.04	139.97
<b>Profit Before Exceptional &amp; Extra-Ordinary Item &amp; Tax</b>	<b>931.72</b>	<b>710.84</b>	<b>1,341.04</b>
Add: Exceptional Items	-	-	-
<b>Profit Before Extra-Ordinary Item &amp; Tax</b>	<b>931.72</b>	<b>710.84</b>	<b>1,341.04</b>
Less: Current Tax	144.44	130.18	214.75
Less: Deferred tax Liability (Asset)	78.57	54.10	111.28
<b>Profit after Tax</b>	<b>708.70</b>	<b>526.56</b>	<b>1,015.00</b>

**Note:** During the financial year 2023–24, the Company did not have any subsidiaries. Accordingly, the consolidated financial statements for the previous year have not been presented for comparison.

**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 50 years of experience in the barge hiring industry, more than 15 years in the construction sector and more than 45 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 ₹1,00,000/- (Rupees One Lakh only) per month, inclusive of salary and perquisites. The term "Perquisites" shall have the same meaning as assigned to it under Section 17(2) of the Income-tax Act, 1961.

##### **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).



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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. 3 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. 04:

**To Approve Payment of 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 47 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 August 18, 2025, has considered to increase the limit of remuneration, i.e. up to Rs. 1.00 Lakh per month w.e.f. April 5, 2026 with such increments 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.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time to time, the minimum Remuneration payable to Mr. Vinit Arvind Shah (DIN: 00094898), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Schedule V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

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), the remuneration payable to Mr. Vinit Arvind Shah (DIN: 00094898), as Whole Time Director is now being submitted to 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
	2024-25	2023-24	2024-25
Revenue From Operations	1788.48	1415.12	2,412.76
Other Income	1.31	0.18	2.06
<b>Total Income</b>	<b>1789.79</b>	<b>1415.30</b>	<b>2,414.82</b>
Less: Total Expenses before Depreciation, Finance Cost and Tax	426.49	308.12	409.75
Profit before Depreciation, Finance Cost and Tax	1363.30	1107.18	2,005.07
Less: Depreciation and Amortisation Expense	366.64	259.30	524.06
Less: Finance Cost	64.95	137.04	139.97
<b>Profit Before Exceptional &amp; Extra-Ordinary Item &amp; Tax</b>	<b>931.72</b>	<b>710.84</b>	<b>1,341.04</b>
Add: Exceptional Items	-	-	-
<b>Profit Before Extra-Ordinary Item &amp; Tax</b>	<b>931.72</b>	<b>710.84</b>	<b>1,341.04</b>
Less: Current Tax	144.44	130.18	214.75
Less: Deferred tax Liability (Asset)	78.57	54.10	111.28
<b>Profit after Tax</b>	<b>708.70</b>	<b>526.56</b>	<b>1,015.00</b>

**Note:** During the financial year 2023-24, the Company did not have any subsidiaries. Accordingly, the consolidated financial statements for the previous year have not been presented for comparison.

**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.

**Information about the appointee:**

**Past Remuneration:** Nil

**Recognition or awards:** Nil

**Job Profile and his suitability:**

He is having experience of more than 15 years in stevedoring and shipping industry as well as 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 ₹1,00,000/- (Rupees One Lakh only) per month, inclusive of salary and perquisites. The term "Perquisites" shall have the same meaning as assigned to it under Section 17(2) of the Income-tax Act, 1961.





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**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. 4 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. 05:

**Approval of Material Related Party Transaction(s) with Arcadia Shipping and Trading Company, an entity in which Directors are interested for FY 2025-26– Ordinary Resolution:**

Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder provided that any related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Arcadia Shipping and Trading Company is related party with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act 2013.

The value of proposed aggregate transactions with Arcadia Shipping and Trading Company is likely to exceed the said threshold limit during the financial year 2025-26.

Accordingly, transaction(s) entered with Arcadia Shipping and Trading Company comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder.

Hence the approval of the shareholders is being sought by way of Ordinary Resolution as per our related party transactions policy for the said Related Party Transaction(s) proposed to be entered by our Company with Arcadia Shipping and Trading Company in the financial year 2025-26.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act 2013 and the rules made thereunder and as amended from time to time due to the reason that transactions with related party are in the ordinary course of business and at the arm's length basis the same is being sought as an abundant precautionary measure.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and as amended till date the requisite information is given below:



Sr. No.	Particulars	Details
1.	Name of the Related Parties	Arcadia Shipping and Trading Company
2.	Name of the Director or KMP who is related	Mr. Arvindbhai Kantilal Shah is proprietor of Arcadia Shipping and Trading Company.
3.	Nature of Relationship	Mr. Arvindbhai Kantilal Shah is the Promoter and Chairman-cum-Managing Director of Arvind Port and Infra Limited. He is also the proprietor of Arcadia Shipping and Trading Company. He also holds 66,97,200 equity shares in Arvind Port and Infra Limited.
4.	Monetary Value	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed Rs. 10 Crores in the F.Y. 2025-26 with Arcadia Shipping and Trading Company.
5.	Nature materials terms and particulars of the Contracts/arrangements	Purchase/sale transactions as the companies mutually decides. However, such transactions would be in ordinary course of the Company's business and at the arm's length basis.
6.	Any advance paid or received for the contracts/arrangements	As per industry norms customs and usages.
7.	Tenure of contracts/arrangement	F.Y. 2025-26
8.	Any other information relevant or important for the members to take a decision on the proposed resolution.	All relevant information's are mentioned in the Explanatory Statement setting out Material Facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Except Mr. Arvindbhai Kantilal Shah their relatives and entire Promoters' Group, none of other Director(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution.

*Since, entire Promoters and Promoters' Group may construe as Related Party to this transaction, all entities falling under the definition of Promoters and Promoters' Group of the Company shall abstain from voting for this resolution.*

The Board recommends resolution set out under Item No. 05 for the approval of the Members by way of passing an Ordinary Resolution.

#### Item No. 06:

#### Approval of Material Related Party Transaction(s) with Mr. Vinit A Shah (DIN: 00094898) Promoter & Whole Time Director of the company for F.Y. 2025-26– Ordinary Resolution:

Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder provided that any related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Mr. Vinit A Shah is related party with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act 2013.

The value of proposed aggregate transactions with Mr. Vinit A Shah is likely to exceed the said threshold limit during the financial year 2025-26.

Accordingly, transaction(s) entered with Mr. Vinit A Shah comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder.

Hence the approval of the shareholders is being sought by way of Ordinary Resolution as per our related party transactions policy for the said Related Party Transaction(s) proposed to be entered by our Company with Mr. Vinit A Shah in the financial year 2025-26.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act 2013 and the rules made thereunder and as amended from time to time due to the reason that transactions with related



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party are in the ordinary course of business and at the arm's length basis the same is being sought as an abundant precautionary measure.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date particulars of the transactions with Mr. Vinit A Shah are as follows:

Sr. No.	Particulars	Details
1.	Name of the Related Parties	Mr. Vinit A Shah (DIN: 00094898)
2.	Name of the Director or KMP who is related	Son of Mr. Arvindbhai Kantilal Shah (Chairman Cum Managing Director) and Mrs. Parul Arvind Shah (Non-Executive Director)
3.	Nature of Relationship	Mr. Vinit Arvind Shah is Promoter & Whole time Director of Arvind Port and Infra Limited, also he holds 11,26,500 Equity shares in Arvind Port and Infra Limited.
4.	Monetary Value	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed Rs. 5 Crores in the F.Y. 2025-26 with Mr. Vinit A Shah.
5.	Nature materials terms and particulars of the Contracts/ arrangements	Taking the properties (Barge) of Mr. Vinit A Shah, Promoter and Whole Time Director of the Company on lease or rent by the Company or any other purpose as the Company may think fit.
6.	Any advance paid or received for the contracts/arrangements	As per industry norms customs and usages.
7.	Tenure of contracts/arrangement	F.Y. 2025-26
8.	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant information's are mentioned in the Explanatory Statement setting out Material Facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Except Mr. Arvindbhai Kantilal Shah, Mr. Vinit A Shah and Mrs. Parul Arvind Shah and their relatives and entire Promoters' Group, none of other Director(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution.

*Since, entire Promoters and Promoters' Group may construe as Related Party to this transaction, all entities falling under the definition of Promoters and Promoters' Group of the Company shall abstain from voting for this resolution.*

The Board recommends resolution set out under Item No. 06 for the approval of the Members by way of passing an Ordinary Resolution.

### Item No. 07:

#### **Approval of Material Related Party Transaction(s) with Mrs. Parul Arvindbhai Shah (DIN: 00346068) Promoter & Non-Executive Director of the company for F.Y. 2025-26– Ordinary Resolution.**

Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder provided that any related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Mrs. Parul Arvindbhai Shah is related party with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act 2013.

The value of proposed aggregate transactions with Mrs. Parul Arvindbhai Shah is likely to exceed the said threshold limit during the financial year 2025-26.

Accordingly, transaction(s) entered with Mrs. Parul Arvindbhai Shah comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder.

Hence the approval of the shareholders is being sought by way of Ordinary Resolution as per our related party transactions policy for the said Related Party Transaction(s) proposed to be entered by our Company with Mrs. Parul Arvindbhai Shah in the financial year 2025-26.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act 2013 and the rules made thereunder and as amended from time to time due to the reason that transactions with related



party are in the ordinary course of business and at the arm's length basis the same is being sought as an abundant precautionary measure.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date particulars of the transactions with Mrs. Parul Arvindbhai Shah are as follows:

Sr. No.	Particulars	Details
1.	Name of the Related Parties	Mrs. Parul Arvindbhai Shah (DIN: 00346068)
2.	Name of the Director or KMP who is related	She is Spouse of Mr. Arvindbhai Kantilal Shah (Chairman Cum Managing Director) and is Mother of Mr. Vinit Arvind Shah (Whole Time Director).
3.	Nature of Relationship	Mrs. Parul Arvindbhai is Promoter & Non-Executive Director of Arvind Port and Infra Limited, also she holds 4,50,600 Equity shares in Arvind Port and Infra Limited.
4.	Monetary Value	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed Rs. 10 Crores in the F.Y. 2025-26 with Mrs. Parul Arvindbhai Shah.
5.	Nature materials terms and particulars of the Contracts/ arrangements	Taking the properties (Barge) of Mrs. Parul Arvind Shah Promoter & Non-Executive Director of the Company on lease or rent by the Company or any other purpose as the Company may think fit.
6.	Any advance paid or received for the contracts/arrangements	As per industry norms customs and usages.
7.	Tenure of contracts/arrangement	F.Y. 2025-26
8.	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant information's are mentioned in the Explanatory Statement setting out Material Facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Except Mr. Arvindbhai Kantilal Shah, Mr. Vinit A Shah and Mrs. Parul Arvind Shah and their relatives and entire Promoters' Group, none of other Director(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution.

*Since, entire Promoters and Promoters' Group may construe as Related Party to this transaction, all entities falling under the definition of Promoters and Promoters' Group of the Company shall abstain from voting for this resolution.*

The Board recommends resolution set out under Item No. 07 for the approval of the Members by way of passing an Ordinary Resolution.

#### Item No. 08:

#### **Approval of Material Related Party Transaction(s) with Mrs. Parul Arvindbhai Shah (DIN: 00346068) Promoter & Non-Executive Director of the company for F.Y. 2025-26– Ordinary Resolution.**

Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder provided that any related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of

transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Mrs. Parul Arvindbhai Shah is related party with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act 2013.

The value of proposed aggregate transactions with Mrs. Parul Arvindbhai Shah is likely to exceed the said threshold limit during the financial year 2025-26.

Accordingly, transaction(s) entered with Mrs. Parul Arvindbhai Shah comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder.



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Hence the approval of the shareholders is being sought by way of Ordinary Resolution as per our related party transactions policy for the said Related Party Transaction(s) proposed to be entered by our Company with Mrs. Parul Arvindbhai Shah in the financial year 2025-26.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act 2013 and the rules made thereunder and as amended from time to time due to the reason that transactions with related party are in the ordinary course of business and at the arm's length basis the same is being sought as an abundant precautionary measure.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date particulars of the transactions with Mrs. Parul Arvindbhai Shah are as follows:

Sr. No.	Particulars	Details
1.	Name of the Related Parties	Mrs. Parul Arvindbhai Shah (DIN: 00346068)
2.	Name of the Director or KMP who is related	She is Spouse of Mr. Arvindbhai Kantilal Shah (Chairman Cum Managing Director) and is Mother of Mr. Vinit Arvind Shah (Whole Time Director).
3.	Nature of Relationship	Mrs. Parul Arvindbhai is Promoter & Non-Executive Director of Arvind Port and Infra Limited, also she holds 4,50,600 Equity shares in Arvind Port and Infra Limited.
4.	Monetary Value	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed Rs. 6 Crores in the F.Y. 2025-26 with Mrs. Parul Arvindbhai Shah.
5.	Nature materials terms and particulars of the Contracts/arrangements	Purchase of Barge of Mrs. Parul Arvind Shah, Promoter and Non-Executive Director of the Company, on such terms as may be deem fit by the board of Directors of the Company.
6.	Any advance paid or received for the contracts/arrangements	As per industry norms customs and usages.
7.	Tenure of contracts/arrangement	F.Y. 2025-26
8.	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant information's are mentioned in the Explanatory Statement setting out Material Facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Except Mr. Arvindbhai Kantilal Shah, Mr. Vinit A Shah and Mrs. Parul Arvind Shah and their relatives and entire Promoters' Group, none of other Director(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution.

*Since, entire Promoters and Promoters' Group may construe as Related Party to this transaction, all entities falling under the definition of Promoters and Promoters' Group of the Company shall abstain from voting for this resolution.*

The Board recommends resolution set out under Item No. 08 for the approval of the Members by way of passing an Ordinary Resolution.

**Registered office:**  
**701 To 702, City Point, 5th Floor, Opp.**  
**Town Hall, Jamnagar - 361001, Gujarat**

**Place: Jamnagar**  
**Date: August 18, 2025**

**For and on behalf of Board of Directors**  
**Arvind Port and Infra Limited**  
**CIN: L61200GJ1987PLC009944**

**Sd/-**  
**Arvindbhai Kantilal Shah**  
**Chairman cum Managing Director**  
**DIN: 00094647**

**Sd/-**  
**Vinit Arvind Shah**  
**Whole time Director**  
**DIN: 00094898**



### Annexure to Notice of 38<sup>th</sup> 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.02, 3 & 4:

Particulars	Details of Director Retiring by Rotation/ Seeking revision in remuneration at the ensuing Annual General Meeting		
<b>Name</b>	Mr. Piyush Chimanlal	Mr. Arvindbhai Kantilal Shah	Mr. Vinit Arvind Shah
<b>DIN</b>	00296074	00094647	00094898
<b>Age</b>	70 Years	79 Years	47 Years
<b>Date of Birth</b>	November 12, 1955	November 07, 1946	January 21, 1978
<b>Nationality</b>	Indian	Indian	Indian
<b>Qualification</b>	He has completed his Bachelor in Law (General) from Saurashtra University in the year 1980 and Degree in Master of Commerce in the year 1980 subsequently he has completed his Bachelor in Law (Special) from Saurashtra University in the year 1989. He has also completed examination for Custom Housing Agent in year 2008.	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.
<b>Experience - Expertise in specific functional areas - Job profile and suitability</b>	He has more than 30 years of experience in manufacturing and dealing of food and vegetation as well as shipping and marine industry	He has over 50 years of experience in Barge Hiring Industry, more than 15 years of experience in construction industry and over 45 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 15 years of experience in stevedoring and shipping, as well as 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.
<b>No. of Shares held as on March 31, 2025 including shareholding as a Beneficial Owner.</b>	-	66,97,200 Equity Shares	11,26,500 Equity Shares
<b>Terms &amp; Conditions</b>	He was appointed as an Executive Director of the Company w.e.f. April 01, 1998. Subsequently, his designation was changed to Non-Executive Director w.e.f. March 25, 2023.	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.





# ARVIND PORT AND INFRA LIMITED

## ANNUAL REPORT 2024-25

Remuneration Last Drawn	NIL	NIL	NIL
Remuneration sought to be paid	-	Rs. 1,00,000/- Per month	Rs. 1,00,000/- Per month
Number of Board Meetings attended during the Financial Year 2024-25	10	10	10
Date of Original Appointment	April 01, 1998	September 01, 1987	November 01, 2020
Date of Appointment in current terms	March 25, 2023	April 05, 2023	April 05, 2023
Directorships held in other Companies as on March 31, 2025	<ol style="list-style-type: none"> <li>1. Arvind port and infra limited</li> <li>2. Arcadia Logistics Limited</li> <li>3. Shantilal Multiport Infrastructure Private Limited</li> <li>4. Ashapura Arcadia Logistic Private Limited</li> <li>5. Anart Foods Private Limited</li> <li>6. Dhichada Cargo Weighers and Petroleum Private Limited</li> <li>7. Cognizance Cyber Intelligence Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Arvind port and infra limited</li> <li>2. Arcadia logistics limited</li> <li>3. Arcadian Works Private Limited</li> <li>4. Shantilal Multiport Infrastructure Private Limited</li> <li>5. Ashapura Arcadia Logistic Private Limited</li> <li>6. Anart Foods Private Limited</li> <li>7. Dhichada Cargo Weighers and Petroleum Private Limited</li> <li>8. Valram Construction Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Arvind port and infra limited</li> <li>2. Arcadia Logistics Limited</li> <li>3. Arcadian Works Private Limited</li> <li>4. Valram Construction Private Limited</li> <li>5. Ashapura Arcadia Logistic Private Limited</li> <li>6. Dhichada Cargo Weighers and Petroleum Private Limited</li> </ol>
Memberships/ Chairmanships of committees of public companies*	<ul style="list-style-type: none"> <li>• Membership: 2</li> <li>• Chairmanship: 1</li> </ul>	<ul style="list-style-type: none"> <li>• Membership: 1</li> <li>• Chairmanship: 0</li> </ul>	<ul style="list-style-type: none"> <li>• Membership: 0</li> <li>• Chairmanship: 0</li> </ul>
Inter-se Relationship with other Directors^	He has no Inter se Relationship with other directors of the Company.	<ol style="list-style-type: none"> <li>1. Husband of Mrs. Parul Arvind Shah, Non-Executive Director of the company.</li> <li>2. Father of Mr. Vinit Arvind Shah, Whole Time Director in the company.</li> </ol>	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 Executive Director and CFO w.e.f November 16, 2024)	Integrated Proteins Limited (Ceased to be Non-Executive Director w.e.f November 16, 2024)	-
Information as required pursuant to NSE Circular No. L1ST/COMP/14/2018-19 dated June 20, 2018	The Director being re-appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Not Applicable	Not Applicable

\*Includes only Audit Committee and Stakeholders' Relationship Committee.

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