



Date: September 14, 2026

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza', C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Sub: Corrigendum dated September 14, 2026 to the Notice of the 22nd Annual General Meeting.

Ref: Notice of the 22nd Annual General Meeting dated August 27, 2026.

Dear Sir/Madam,

We refer to our earlier communication dated August 27, 2026, submitting the Notice of the 22nd (Twenty-Second) Annual General Meeting of **Marinetrans India Limited** ("the Company") scheduled on Saturday, September 19, 2026, at 04:00 P.M. (IST), through Video Conferencing ("VC")/Other Audio-Visual Means ("the AGM Notice").

As mentioned in our aforesaid communication, the Company had sent the AGM Notice dated August 27, 2026, to its Shareholders in due compliance with the provisions of the Companies Act, 2013 read with the relevant rules made thereunder and relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

In this connection, a Corrigendum dated September 14, 2026 to the AGM Notice ("the Corrigendum") is being issued to inform the Company's Shareholders regarding certain corrections/changes/clarifications/modifications in relation to Item No. 7 of the AGM Notice pertaining to the Explanatory Statement thereto, i.e. (a) correction of the regulation under which the issue price has been determined, from Regulation 164 to Regulation 165 of the SEBI ICDR Regulations, 2018, (b) incorporation of the disclosure and valuation report reference required under Regulation 166A of the SEBI ICDR Regulations, 2018, (c) incorporation of the mandatory disclosures required under Regulation 163(e), (f), (fa) and (j) of the SEBI ICDR Regulations, 2018 pertaining to the timeframe for completion of the preferential issue, identity of the ultimate beneficial owners, change in control, and the current and proposed status of the allottees, (d) redrafting of the disclosure on intention of Promoters, Directors and Key Managerial Personnel with allottee-wise details and (e) incorporation of a reference in the Explanatory Statement to the certificate obtained from the Company's Statutory Auditors, confirming that there is no material change in the financial position of the Company that would affect the price/value determined in the valuation report, the said valuation report having been prepared on the basis of the Company's unaudited financial statements for the relevant period;

The AGM Notice along with the Explanatory Statement has been updated to incorporate the above-mentioned disclosures ("Updated AGM Notice").

In accordance with the applicable MCA and SEBI Circulars, the Corrigendum along with the Updated AGM Notice is being issued, only through e-mail, to the Company's Shareholders whose e-mail addresses are registered with the Registrar and Transfer Agent ("RTA")/Depositories.

MARINETRANS INDIA LIMITED
(Formally known as the Marinetrans India Private Limited)
CIN:- L35110MH2004PLC147139
801/802, 8th Floor, Vindhya Commercial Complex Plot No. 1, Sector 11, CBD Belapur, Thane,
Navi Mumbai, Maharashtra, India, 400614 Phone ; 022 40307777 Website;
www.marinetrans.in
Mumbai H.O. | Hyderabad | Ahmedabad



The Corrigendum along with the Updated AGM Notice is enclosed and the same is also available on the Company's website at www.marinetrans.in and on the website of National Securities Depository Limited at www.evoting.nsdl.com, being the agency appointed by the Company for the VC and e-voting facility for the Annual General Meeting.

You are requested to take the same on record.

Thanking You,
Yours Faithfully,
For Marinetrans India Limited

Tirajkumar Babu Kotian
Managing Director & Chairman
DIN: 00022294

Encl.: as above



CORRIGENDUM TO THE NOTICE OF THE 22nd ANNUAL GENERAL MEETING SCHEDULED TO BE HELD ON SATURDAY, SEPTEMBER 19, 2026, AT 04:00 P.M. (IST) THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS

Dear Members,

Marinetrans India Limited ("the Company") had sent the Notice of the 22nd (Twenty-Second) Annual General Meeting scheduled to be held on Saturday, September 19, 2026, at 04:00 P.M. (IST), through Video Conferencing ("VC")/Other Audio-Visual Means (the "AGM Notice") dated August 27, 2026, to the Members of the Company. A copy of the AGM Notice is available on the Company's website at www.marinetrans.in

The Company, through this corrigendum, aims to inform the Members of the Company regarding certain corrections/changes/clarifications/modifications pertaining to Item No. 7 of the AGM Notice, being the resolution for issuance and allotment of equity shares on a preferential basis, and to the Explanatory Statement thereto. The following are the brief details of these changes:

1. Correction of regulation reference for determination of issue price:

The Explanatory Statement had inadvertently referred to Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") as the basis for determination of the issue price of ₹11/- per equity share. This was a typographical error. The equity shares of the Company being infrequently traded within the meaning of the SEBI ICDR Regulations, the said reference now stands corrected to Regulation 165 of the SEBI ICDR Regulations, applicable to preferential issues of equity shares of infrequently traded listed companies. The issue price of ₹11/- per equity share, as determined on the basis of the valuation report of the independent registered valuer, remains unchanged.

2. Disclosure under Regulation 166A of the SEBI ICDR Regulations:

Since the proposed allotment of 23,08,000 equity shares to Safewater Logistics Pvt. Ltd. represents more than 5% of the post-issue fully diluted equity share capital of the Company, the requirement of obtaining a valuation report from an independent registered valuer under Regulation 166A of the SEBI ICDR Regulations is applicable. The Explanatory Statement has accordingly been updated to include the reference to Regulation 166A, along with the link to the valuation report obtained in this regard from Mr. Pulkit Agarwal, Registered Valuer (IBBI Registration No. IBBI/RV/06/2022/15061).

Certificate of Statutory Auditors on the valuation report: The valuation report obtained from Mr. Pulkit Agarwal, Registered Valuer (IBBI Registration No. IBBI/RV/06/2022/15061), has been prepared on the basis of the Company's unaudited financial statements/results for the period ended June 30, 2026 as stated therein. In this regard, the Company has obtained a certificate from its Statutory Auditors, confirming that there is no material change in the financial position of the Company between the date of the said unaudited financial statements and the date of the certificate, and that the price/value of ₹11/- per equity share as determined in the valuation report is not expected to undergo any material change on account of the subsequent audit of the financial statements for the said period. The Explanatory Statement has accordingly been updated to include a reference to, and the link for, the said certificate. The issue price of ₹11/- per equity share, as determined in the valuation report, remains unchanged."

MARINETRANS INDIA LIMITED
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801/802, 8th Floor, Vindhya Commercial Complex Plot No. 1, Sector 11, CBD Belapur, Thane,
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3. Additional mandatory disclosures under Regulation 163 of the SEBI ICDR Regulations:

The Explanatory Statement has been updated to specifically incorporate the following disclosures, which are required under Regulation 163 of the SEBI ICDR Regulations: (a) the timeframe within which the preferential issue shall be completed [Regulation 163(e)]; (b) the identity of the natural persons who are the ultimate beneficial owners of the proposed allottees [Regulation 163(f)]; (c) the change in control of the Company, if any, consequent to the preferential issue [Regulation 163(fa)]; and (d) the current and proposed status of the allottee(s) post the preferential issue, namely, Promoter/Non-Promoter [Regulation 163(j)].

4. Redrafting of disclosure on intention of Promoters, Directors and Key Managerial Personnel:

The disclosure on the intention of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential issue has been redrafted to set out the intention on an allottee-wise basis, as required under the SEBI ICDR Regulations.

5. Certificate of Practising Company Secretary:

The Explanatory Statement has been updated to include the reference to, and the link for, the certificate obtained from Sushant Gawade & Associates, Practising Company Secretary, in terms of Regulation 163(2) of the SEBI ICDR Regulations, certifying that the proposed preferential issue is being made in accordance with Chapter V of the SEBI ICDR Regulations.

The aforesaid amendments have been made at the relevant sections of the updated AGM Notice and Explanatory Statement thereto. Save and except the above corrections/changes/clarifications, all other particulars and details mentioned in the AGM Notice dated August 27, 2026, including the Relevant Date of August 20, 2026, the issue price of ₹11/- per equity share, the number of equity shares proposed to be issued (up to 72,72,000 equity shares) and the names and details of the proposed allottees, remain unchanged.

Accordingly, this Corrigendum dated September 14, 2026 to the AGM Notice is being issued, and the AGM Notice along with the Explanatory Statement has been updated to incorporate the above-mentioned corrections/changes/clarifications.

This Corrigendum along with the updated AGM Notice is being sent only through e-mail to those Members whose e-mail addresses are registered with the Registrar and Transfer Agent ("RTA")/Depositories, in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

This Corrigendum along with the updated AGM Notice is also available on the Company's website at www.marinetrans.in, on the websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com, being the agency appointed by the Company for the VC and e-voting facility for the Annual General Meeting.

All other particulars and details mentioned in the AGM Notice dated August 27, 2026, save and except as modified or supplemented by this Corrigendum, shall remain unchanged. This Corrigendum shall form an integral part and shall be read in conjunction with the aforesaid AGM Notice along with its Explanatory Statement. The remote e-voting period, cut-off date (September 12, 2026) and all other timelines specified in the AGM Notice remain unchanged.

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Thanking You,

Yours Faithfully,
For Marinetrans India Limited
Tirajkumar Babu Kotian

Managing Director & Chairman
DIN: 00022294

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NOTICE

Notice is hereby given that the 22nd (Twenty-Second) Annual General Meeting (The “AGM”) of the Shareholders of the **Marinetrans India Limited** (The “Company”) will be held on **Saturday, September 19, 2026 at 04:00 P.M. (IST)** through Video conferencing “VC”/other audio-visual means “OAVM”, to transact the following: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements for the year ended March 31, 2026 together with the Reports of the Board of Directors and the Auditors thereon for the year ended March 31, 2026 and the reports of auditors thereon.
2. To consider and approve the appointment of Mr. Arun Kumar Narayan Hegde (DIN: 07925465) as a Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. Approval of waiver for recovery of excess managerial remuneration paid to Mr. Tirajkumar Babu Kotian, Managing Director for the financial year 2024-25

To consider and if thought fit, to pass, with or without modification, the following resolution as special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V thereto and the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the remuneration of ₹36,00,000/- (Rupees Thirty Six Lakh Only) paid to Mr. Tirajkumar Babu Kotian (DIN: 00022294), Managing Director of the Company, during the financial year 2024-25 be and is hereby ratified, confirmed and approved.”

“**RESOLVED FURTHER THAT** pursuant to Section 197(10) of the Companies Act, 2013 and other applicable provisions, if any, of the Act, consent of the Members of the Company be and is hereby accorded for waiver of recovery of excess remuneration amounting to ₹28,32,050/- (Rupees Twenty Eight Lakh Thirty Two Thousand Fifty Only) paid to Mr. Tirajkumar Babu Kotian (DIN: 00022294), Managing Director of the Company during the financial year 2024-25, being the remuneration paid in excess of the limits prescribed under Section 197 of the Act, as determined in accordance with Section 198 of the Act.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, writings and instruments as may be considered necessary, expedient or desirable.”

4. Approval of waiver for recovery of excess managerial remuneration paid to Mr. Tirajkumar Babu Kotian, Managing Director for the financial year 2025-26

To consider and if thought fit, to pass, with or without modification, the following resolution as special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V thereto and the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the remuneration of ₹36,00,000/- (Rupees Thirty Six Lakh Only) paid to Mr. Tirajkumar Babu Kotian (DIN: 00022294), Managing Director of the Company, during the financial year 2025-26 be and is hereby ratified, confirmed and approved.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 197(10) of the Companies Act, 2013 and other applicable provisions, if any, of the Act, consent of the Members of the Company be and is hereby accorded for waiver of recovery of excess remuneration amounting to ₹29,80,512/- (Rupees Twenty Nine Lakh Eighty Thousand Five Hundred Twelve Only) paid to Mr. Tirajkumar Babu Kotian (DIN: 00022294), Managing Director of the Company during the financial year 2025-26, being the remuneration paid in excess of the limits prescribed under Section 197 of the Act, as determined in accordance with Section 198 of the Act.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, writings and instruments as may be considered necessary, expedient or desirable for the purpose of giving effect to this Resolution.”

5. Approval of Remuneration of Mr. Tirajkumar Babu Kotian (DIN: 00022294), Managing Director of the Company for the financial year 2026-27 and for the balance tenure of his existing appointment

To consider and if thought fit, to pass, with or without modification, the following resolution as special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V thereto and the Rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for payment of remuneration to Mr. Tirajkumar Babu Kotian (DIN: 00022294), Managing Director of the Company, during the financial year 2026-27 and for the balance tenure of his existing appointment.”

“RESOLVED FURTHER THAT Mr. Tirajkumar Babu Kotian (DIN: 00022294), Managing Director, shall be entitled to remuneration by way of salary, allowances, perquisites, commission, incentive, performance linked pay and other benefits, in aggregate not exceeding ₹60,00,000/- (Rupees Sixty Lakh Only) per annum.”

“RESOLVED FURTHER THAT where in any financial year during the balance tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company shall be entitled to pay remuneration to Mr. Tirajkumar Babu Kotian (DIN: 00022294), Managing Director, up to an aggregate amount of ₹60,00,000/- (Rupees Sixty Lakh Only) per annum as minimum remuneration, subject to compliance with the provisions of Schedule V to the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Nomination and Remuneration Committee be and are hereby authorised to determine, revise, vary, enhance, restructure and alter the remuneration payable to the Managing Director from time to time within the aforesaid overall limit of ₹60,00,000/- (Rupees Sixty Lakh Only) per annum, without requiring any further approval of the Members.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, writings and instruments as may be considered necessary, expedient or desirable for giving effect to this Resolution.”

6. Increase in Authorised Share Capital and alteration of Clause V of the Memorandum of Association

To consider and if thought fit, to pass, with or without modification, the following resolution as special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder and the applicable provisions of the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. ₹13,00,00,000/- (Rupees Thirteen Crore only) divided into 1,30,00,000 (One Crore Thirty Lakh) equity shares of ₹10/- (Rupees Ten only) each to 25,00,00,000 (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of ₹10 each.

“RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted with the following:

“V. The Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of ₹10 each.

“RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of requisite forms and returns with the Registrar of Companies and other statutory authorities.”

7. Issuance and allotment of equity shares on preferential basis

To consider and if thought fit, to pass, with or without modification, the following resolution as special Resolution:

“RESOLVED THAT pursuant to Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder, and pursuant to the applicable provisions of

Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions of the Stock Exchange(s), SEBI, Registrar of Companies and other appropriate authorities, consent of the Members of the Company be and is hereby accorded to offer, issue and allot, in one or more tranches, up to 72,72,000 equity shares of face value of ₹10/- each at an issue price of ₹11/- per equity share, including a securities premium of ₹1/- per equity share, aggregating up to ₹7,99,92,000/-, on a preferential basis for cash consideration to the proposed allottees named in the Explanatory Statement forming part of this Notice, on the terms and conditions set out therein.

RESOLVED FURTHER THAT the equity shares so issued and allotted shall rank pari passu in all respects with the existing fully paid-up equity shares of the Company, including with respect to dividend, voting rights and other corporate benefits, from the date of allotment.

RESOLVED FURTHER THAT the Relevant Date for determining the floor price of the equity shares proposed to be issued and allotted pursuant to this resolution shall be August 20, 2026, being the date specified in accordance with Regulation 163(4) read with the applicable provisions of the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT the issue price of ₹11/- per equity share shall not be lower than the floor price determined in accordance with the applicable provisions of the SEBI ICDR Regulations, 2018, including Regulation 166A, wherever applicable.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to issue and allot the equity shares to the proposed allottees, receive the subscription monies, complete the allotment, make the requisite filings, obtain listing and trading approval and do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution in accordance with applicable law.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorised to make such filings, applications and submissions and execute such documents as may be required with the Stock Exchange(s), SEBI, Registrar of Companies, depositories and other authorities.”

Sd/- Tirajkumar Babu Kotian

DIN: 00022294

Managing Director & Chairman

Regd. Office: 801/802, 8th Floor, Vindhya Commercial Complex, Plot No. 1,

Sector 11, CBD Belapur, Thane,

Navi Mumbai, Maharashtra, India, 400614

E-mail id - compliance@marinetrans.in | Contact details:- +917777045320

Website: - www.marinetrans.in

Date: 27-08-2026

Place: Navi Mumbai

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
2. 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 EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. 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.
5. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/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 system as well as e-voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.marinetrans.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

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

The remote e-voting period begins on September 15, 2026 at 9:00 A.M. and ends on September 18, 2026 at 5:00 P.M. 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. September 12, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 12, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

Visit the e-Voting website of NSDL. Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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

c) How to retrieve your ‘initial password’?

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

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

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cssushantgawade@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user m
4. Manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Prajakta Pawle at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@marinetrans.in or or usha@marinetrans.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@marinetrans.in or usha@marinetrans.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 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 EGM/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" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members attending the AGM through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013. Members holding equity shares of the Company as on September 12, 2026 ("Cut-off Date") may join the AGM through VC/OAVM by following the aforesaid procedure. The facility to join the AGM shall be available 15 minutes before the scheduled time of the AGM.

3. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date shall be entitled to attend the AGM and cast his/her vote on the resolutions proposed at the AGM. Any person who is not a Member of the Company as on the Cut-off Date shall treat this Notice as being for information purposes only.
4. Members are encouraged to join the Meeting through Laptops for better experience.
5. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Members who wish to raise query at the 22nd AGM may register themselves as 'Speaker' by sending request from their registered e-mail address to e-mail ID: compliance@marinetrans.in or usha@marinetrans.in quoting their name, DP Id. and Client Id./Folio number, on or before September 12, 2026. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask.
8. Further the Company reserves the right to restrict the number of questions and/or number of speakers during the AGM, depending upon availability of time and for smooth conduct of the meeting. However, the Company will endeavour to respond to the questions which have remained unanswered during the meeting to the respective shareholders.
9. Members present at the AGM and who have not cast their vote on resolutions set out in the Notice convening the AGM through remote e-voting and who are not otherwise barred from doing so, shall be allowed to cast their vote through evoting facility during the AGM.
10. However, Members who have exercised their right to vote during the Remote e-voting period may attend the AGM but shall not be entitled to cast their vote again. Once the vote on a resolution is cast, Member shall not be allowed to change the same subsequently or cast vote again.
11. The Scrutinizer will submit his report to the Chairman and Managing Director or as authorised by the Chairman of the Company after completion of the scrutiny of votes cast through remote e-voting process and e-voting at the AGM within 2 working days from the date of completion of said evoting. The result of the voting will be announced by the Chairman and Managing Director or the Company Secretary of the Company consequently. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company. The results shall be communicated to the Stock Exchanges simultaneously.

Sd/-

Tirajkumar Babu Kotian
DIN: 00022294
Managing Director & Chairman
Regd. Office: 801/802, 8th Floor, Vindhya Commercial Complex, Plot No. 1,
Sector 11, CBD Belapur, Thane,
Navi Mumbai, Maharashtra, India, 400614
E-mail id: - compliance@marinetrans.in | Contact details:- +917777045320
Website: - www.marinetrans.in
Date: 27-08-2026
Place: Navi Mumbai

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

ITEM NOS. 3, 4 & 5

The Members are informed that Mr. Tirajkumar Babu Kotian (DIN: 00022294) was appointed as Managing Director of the Company w.e.f. 14/02/2023 for a term of 5 (five) years at a time when the Company was a private limited company and the remuneration payable to him was approved by the Board of Directors in accordance with the applicable provisions then in force.

Subsequently, the Company became a listed public company. Upon review of the remuneration paid to the Managing Director and computation of net profits in accordance with Section 198 of the Companies Act, 2013, it was observed that the remuneration paid during the financial years 2024-25 and 2025-26 exceeded the limits prescribed under Section 197 of the Companies Act, 2013.

For the financial year 2024-25, remuneration aggregating to ₹36,00,000/- (Rupees Thirty Six Lakh Only) was paid to the Managing Director. Based on the computation carried out under Section 198 of the Companies Act, 2013, the maximum permissible remuneration was ₹7,67,950/- (Rupees Seven Lakh Sixty Seven Thousand Nine Hundred Fifty Only) and accordingly the excess remuneration paid amounted to ₹28,32,050/- (Rupees Twenty Eight Lakh Thirty Two Thousand Fifty Only).

For the financial year 2025-26, remuneration aggregating to ₹36,00,000/- (Rupees Thirty Six Lakh Only) was paid to the Managing Director. Based on the computation carried out under Section 198 of the Companies Act, 2013, the maximum permissible remuneration was ₹6,22,450/- (Rupees Six Lakh Twenty Two Thousand Four Hundred Fifty Only) and accordingly the excess remuneration paid/payable amounted to ₹29,80,512/- (Rupees Twenty Nine Lakh Eighty Thousand Five Hundred Twelve Only).

In terms of Section 197(9) of the Companies Act, 2013, where a director receives remuneration in excess of the limits prescribed under the Act, he is required to refund such excess remuneration to the Company unless recovery thereof is waived by the members by way of a Special Resolution under Section 197(10) of the Act. Accordingly, approval of the members is sought for ratification of the remuneration paid to the Managing Director and waiver of recovery of the excess remuneration for the financial years 2024-25 and 2025-26.

The Nomination and Remuneration Committee and the Board of Directors, after considering the qualifications, experience, industry knowledge, leadership role, responsibilities and contribution of Mr. Tirajkumar Babu Kotian (DIN: 00022294), Managing Director to the growth and management of the Company, are of the view that the remuneration paid to him is fair, reasonable and commensurate with his duties and responsibilities and have therefore recommended the proposed resolutions for approval of the Members.

Further, considering the continuing responsibilities of the Managing Director and with a view to providing adequate flexibility in determining and revising managerial remuneration in line with the growth, scale and business requirements of the Company, approval of the Members is sought for remuneration up to ₹60,00,000/- (Rupees Sixty Lakh Only) per annum during the financial year 2026-27 and for the balance tenure of his existing appointment.

The Board believes that the proposed remuneration ceiling will provide sufficient flexibility to suitably revise the remuneration of the Managing Director in future having regard to the performance of the Company, increased responsibilities, industry practices and business requirements, without the need for obtaining frequent member approvals. Presently, the remuneration payable to the Managing Director is ₹36,00,000/- (Rupees Thirty Six Lakh Only) per annum and no immediate increase is proposed.

The Company, as on the date of this Notice, is not in default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon and complies with the applicable requirements of the Companies Act, 2013.

Except Mr. Tirajkumar Babu Kotian (DIN: 00022294), Managing Director of the Company, and his relatives to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 3, 4 and 5 of the Notice.

The Board of Directors recommends the Special Resolutions set out at Item Nos. 3, 4 and 5 for approval of the Members.

ITEM NOS. 6

The present Authorised Share Capital of the Company is ₹13,00,00,000/- (Rupees Thirteen Crore only) divided into 1,30,00,000 (One Crore Thirty Lakh) equity shares of ₹10/- (Rupees Ten only) each.

The Company proposes to undertake a preferential allotment of equity shares as approved by the Board of Directors at its meeting held on 21st August, 2026, pursuant to which the paid-up equity share capital of the Company will increase and exceed the existing Authorised Share Capital of the Company. In order to accommodate the proposed preferential allotment and to provide adequate headroom for future corporate actions, it is necessary to increase the Authorised Share Capital of the Company from ₹13,00,00,000/- (Rupees Thirteen Crore only) divided into 1,30,00,000 equity shares of ₹10/- each to 25,00,00,000 (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of ₹10 each by creation of 1,20,00,000 additional equity shares of ₹10/- each, ranking pari passu in all respects with the existing equity shares of the Company.

Consequent to the increase in the Authorised Share Capital, it is also necessary to amend Clause V of the Memorandum of Association of the Company, which relates to the Share Capital clause, to reflect the enhanced Authorised Share Capital, in accordance with the provisions of Section 13 and Section 61 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, is in any way, financially or otherwise, concerned or interested, in the resolution set out at Item No.6, except to the extent of their shareholding, if any, in the Company. The Board recommends the resolution set out at Item No. 6 for approval of the Members.

ITEM NOS. 7

The Board of Directors of the Company, at its meeting held on August 21, 2026, subject to the approval of the Members of the Company and such other approvals, consents, permissions and sanctions as may be necessary, approved the proposal to issue and allot up to 72,72,000 equity shares of face value of ₹10/- each at an issue price of ₹11/- per equity share, aggregating up to ₹7,99,92,000/-, on a preferential basis to the proposed allottees set out below, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

A Company can undertake preferential allotment only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder, further read with the provisions of Chapter V – “Preferential Issue” of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the ICDR Regulations.

The following details of the proposed preferential issue of equity shares are disclosed in accordance with the provisions of the Companies Act and the ICDR Regulations:

Purposes or Objects of the Issue

The proceeds from the Preferential Allotment (“Issue Proceeds”) are proposed to be utilized towards the following objects:

The Company proposes to raise an amount aggregating up to Rs. 7,99,92,000/- (Rupees Seven Crore Ninety Nine Lakh Ninety Two Thousand Only) through the Preferential Issue. The Issue Proceeds are proposed to be deployed towards (a) acquisition of new clients identified by the Company, and (b) expansion of business with existing clients, particularly in the areas of Import and Project Cargo, thereby facilitating the growth of the Company's business volumes and improving its overall operating margins and profitability (collectively referred to below as the “Objects”).

(a) Acquisition of New Clients

An amount of approximately Rs. 3,00,00,000/- (Rupees Three Crore Only) out of the Issue Proceeds is proposed to be utilised towards acquiring new clients already identified by the Company. The additional working capital will enable the Company to offer such clients a credit period of approximately 45 to 60 days, which is an important requirement for securing and developing this business.

With the additional funding and consequent increase in business volumes, the Company expects to improve its margins, with the objective of increasing the current average margin to approximately 1%, effectively doubling the existing margin. Assuming continuous rotation of the said working capital of Rs. 3 crore over a 45-day credit cycle through the year (i.e. approximately 8.11 cycles in 365 days), the Company estimates this to support annual business volumes of approximately Rs. 24.33 crore, translating into an estimated annual gross margin of approximately Rs. 24.33 lakh at a 1% margin.

(b) Expansion of Business with Existing Clients

The balance amount of approximately Rs. 4,99,92,000/- (Rupees Four Crore Ninety Nine Lakh Ninety Two Thousand Only) out of the Issue Proceeds is proposed to be utilised to expand the Company's business with existing clients, particularly in the areas of Import and Project Cargo. Presently, the Company is unable to fully take up additional Import and Project Cargo opportunities from existing clients, as shipping lines generally do not extend a credit period for such transactions, requiring the Company to fund these transactions upfront – a requirement currently constrained by the availability of working capital.

With the additional funds, the Company will be in a better position to undertake a larger volume of Import and Project Cargo business and to selectively pursue opportunities offering improved margins, targeting margins in the range of approximately 1.5% to 2%, depending on the nature and scale of the business. Assuming continuous rotation of the said working capital of Rs. 5 crore over a 60-day credit cycle through the year, the Company estimates this to support annual business volumes of approximately Rs. 30.42 crore, translating into an estimated annual gross margin of approximately Rs. 45.63 lakh at a 1.5% margin.

Overall Objective

The proposed Preferential Issue funding will provide the necessary working capital to support the Company's planned business expansion. It will enable the Company to acquire identified new clients, increase business volumes with existing clients, expand its Import and Project Cargo activities, and thereby improve its overall operating margins and profitability.

Utilization of Issue Proceeds

Given that the funds to be received will be in tranches and the quantum of funds required on different dates may vary, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

Sr. No.	Objects	Estimated Amount to be Utilised (Rs.)	Tentative Timelines for Utilisation of Issue Proceeds from the Date of Receipt of Funds
1	Acquisition of new clients identified by the Company, including extension of working-capital-backed credit period of approximately 45–60 days	3,00,00,000	To be utilised in a phased manner within 12 months from the date of receipt of the Issue Proceeds, depending upon onboarding of identified clients and working capital requirements.
2	Expansion of business with existing clients, particularly Import and Project Cargo, requiring upfront	4,99,92,000	To be utilised in a phased manner within 12 months from the date of receipt of the Issue Proceeds, depending

Sr. No.	Objects	Estimated Amount to be Utilised (Rs.)	Tentative Timelines for Utilisation of Issue Proceeds from the Date of Receipt of Funds
	funding of transactions		upon identification and execution of Import and Project Cargo opportunities.
	Total	7,99,92,000	

Also, in terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the aforesaid Objects may deviate by up to +/-10% (such deviation, the “Permitted Deviation”) depending upon future circumstances. The above utilisation schedule is based on management estimates, market conditions, business needs and other commercial and technical factors. Accordingly, the actual deployment of funds may vary and will depend on several factors, including financial, market and sectoral conditions, business performance and strategy, and other external factors (including the competitive environment, employment and disposable income levels, demographic trends, technological developments, evolving customer preferences, and changes in applicable laws, regulations or government policies), which may not be within the control of the Company.

Consequently, the proposed schedule for utilisation of the Issue Proceeds may be modified by the Board of Directors of the Company or a duly constituted committee thereof, in such manner as may be considered appropriate and in the best interests of the Company, subject to the Permitted Deviation and compliance with applicable laws and regulatory requirements.

Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by the Government of India, or any other investments as permitted under applicable laws.

1. Instrument type and Maximum Numbers equity shares and date of passing of Board resolution and the class or classes of persons to whom the allotment is proposed to be made:

The Board of Directors, at its meeting held on 21st August, 2026, has, subject to the approval of the Members and such other approvals as may be required, approved the resolution set out in the accompanying notice authorising the Board to create, offer, issue and allot, from time to time, in one or more tranches, up to 72,72,000 (Seventy Two Lakhs Seventy-Two Thousand) fully paid-up equity share of the Company.

The shares shall be issued at a price of INR 11/- (Indian Rupees Eleven only) per share for cash consideration, aggregating up to INR 7,99,92,000/- (Indian Rupees Seven Crore Ninety Nine Lakh Ninety Two Thousand only).

Allotees category: -

The Shares shall be allotted to the Promoters and members of the Promoter Group of the Company and Non-Promoter Group, in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, and other applicable laws.

2. Amount which the Company intends to raise by way of such securities / size of the issue:-

The Company intent to raise up to Rs. 7,99,92,000/- (Indian Rupees Seven Crore Ninety-Nine Lakhs Ninety-two Thousand only) through the proposed preferential issue of Equity Shares.

3. Time frame within which the preferential issue shall be completed

The proposed preferential issue shall be completed within 15 days from the date of passing of the special resolution by the Members, provided that where any approval or permission from any regulatory authority or the Central Government is required for allotment, the allotment shall be completed within 15 days from the date of receipt of such approval or permission.

In the event the Company is unable to complete the preferential issue within the aforesaid period, the special resolution shall become inoperative and the Company shall obtain fresh approval of the Members before undertaking the proposed preferential issue.

4. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the Preferential Allotment is set out in **Annexure A** to this Notice.

5. Pending Preferential Issue:

Presently there has been no preferential issue pending or in process except as proposed in this notice.

6. Name of the proposed allottees, identity of the natural persons who are the ultimate beneficial owners of and/or who ultimately control the proposed allottees, and the percentage of post-preferential issue capital that may be held by them

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

Sr. No.	Name of proposed allottee	Category	Natural person who is ultimate beneficial owner / ultimate controller	PAN	No. of equity shares proposed to be allotted	Post-issue fully diluted holding
1	Safewater Logistics Pvt. Ltd.	Non-Promoter Group	Anilkumar Malik - AFLPM9075K	Safewater Logistics - ABHCS2018P	23,08,000	11.54%
2	Arun Kumar Hegde	Promoter	Arun Kumar Hegde	AABPH2749A	7,60,000	25.12%
3	Tirajkumar Babu Kotian	Promoter	Tirajkumar Babu Kotian	AJGPK9115K	7,60,000	25.12%
4	Ashish Deobansi	Non-Promoter Group	Ashish Deobansi	AIRPD4813F	5,32,000	2.66%
5	Sushma Abhishek Wadisherla	Non-Promoter Group	Sushma Abhishek Wadisherla	APYPR2554K	4,44,000	2.22%
6	Ekta Jaywant Telang	Non-Promoter Group	Ekta Jaywant Telang	AOAPT9651E	4,44,000	2.22%
7	Shiven Bharat Poojary	Non-Promoter Group	Shiven Bharat Poojary	HQCPP9630J	4,44,000	2.22%
8	Manvi Bharat Poojary	Non-Promoter	Manvi Bharat Poojary	GETPP5893H	4,44,000	2.22%

Sr. No.	Name of proposed allottee	Category	Natural person who is ultimate beneficial owner / ultimate controller	PAN	No. of equity shares proposed to be allotted	Post-issue fully diluted holding
		Group				
9	Manoj Mahadev Dhuri	Non-Promoter Group	Manoj Mahadev Dhuri	BKMPD3118B	2,84,000	1.42%
10	Sharmila Manoj Dhuri	Non-Promoter Group	Sharmila Manoj Dhuri	CAFPP6088Q	2,84,000	1.42%
11	Ankush Mohan Khot	Non-Promoter Group	Ankush Mohan Khot	AUYPK4340D	2,84,000	1.42%
12	Ankita Ankush Khot	Non-Promoter Group	Ankita Ankush Khot	DZTPK6328G	2,84,000	1.42%

7. Change in control, if any, consequent to the preferential issue

The proposed preferential issue shall not result in any change in the control or management of the Company. The proposed allottees shall not acquire control over the Company merely by virtue of the proposed allotment, and the existing Promoters and Promoter Group shall continue to remain in control of the Company.

The proposed preferential issue will increase the shareholding of the existing Promoter allottees, namely Mr. Arun Kumar Hegde and Mr. Tirajkumar Babu Kotian. However, their status as Promoters shall remain unchanged. Safewater Logistics Pvt. Ltd. and the other proposed allottees classified under the Non-Promoter Group category shall continue to be classified as Non-Promoters after the proposed preferential issue.

The proposed issue is not being undertaken with the intention of changing the management or control of the Company.

8. Current and proposed status of the proposed allottees

The current and proposed status of the proposed allottees, before and after the proposed preferential issue, is set out below:

Sr. No.	Name of proposed allottee	Current status	Proposed status after preferential issue
1	Safewater Logistics Pvt. Ltd.	Non-Promoter Group	Non-Promoter Group
2	Arun Kumar Hegde	Promoter	Promoter
3	Tirajkumar Babu Kotian	Promoter	Promoter
4	Ashish Deobansi	Non-Promoter Group	Non-Promoter Group
5	Sushma Abhishek Wadisherla	Non-Promoter Group	Non-Promoter Group
6	Ekta Jaywant Telang	Non-Promoter Group	Non-Promoter Group
7	Shiven Bharat Poojary	Non-Promoter Group	Non-Promoter Group

Sr. No.	Name of proposed allottee	Current status	Proposed status after preferential issue
8	Manvi Bharat Poojary	Non-Promoter Group	Non-Promoter Group
9	Manoj Mahadev Dhuri	Non-Promoter Group	Non-Promoter Group
10	Sharmila Manoj Dhuri	Non-Promoter Group	Non-Promoter Group
11	Ankush Mohan Khot	Non-Promoter Group	Non-Promoter Group
12	Ankita Ankush Khot	Non-Promoter Group	Non-Promoter Group

The proposed classification of the allottees has been made based on the declarations and information furnished by them and in accordance with the applicable provisions of the SEBI LODR Regulations and SEBI ICDR Regulations.

9. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered value.

Not applicable as the Preferential Allotment is for cash consideration.

10. Relevant Date and pricing

The Relevant Date for determining the floor price of the equity shares proposed to be issued and allotted pursuant to the preferential issue is August 20, 2026. The issue price of ₹11/- per equity share has been determined in accordance with Regulation 163(4) read with the applicable provisions of the SEBI ICDR Regulations, 2018 and shall not be lower than the applicable floor price determined with reference to the Relevant Date.

11. The manner of issue of shares

The Shares shall be issued and allotted to the Proposed Allottees by way of preferential allotment, for cash consideration in one or more tranches of up to 72, 72, 000 (Seventy Two Lakhs Seventy Two thousand) fully paid-up equity shares of the Company having face value of ₹10/- each, at an issue price of ₹11/- per equity share, including a premium of ₹1/- per equity share, aggregating to ₹7,99,92,000/- (Rupees Seven Crore Ninety Nine Lakhs Ninety Two Thousand only),

12. Monitoring of the utilization of Issue proceeds:

Not applicable since the size of the issue does not exceeds Rs. 100 crores.

13. Name and Address of the independent registered valuer who performed the valuation and Basis or justification for the price (including the premium, if any) has been arrived at

In terms of Regulation 161 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Relevant Date for the purpose of determination of the issue price of equity shares has been reckoned as August 20, 2026.

The equity shares of the Company are listed on NSE Limited (‘NSE’) and are infrequently traded within the meaning of the SEBI ICDR Regulations, 2018. Accordingly, the issue price has been determined in compliance with Regulation 165 of the SEBI ICDR Regulations, 2018, applicable to preferential issues of equity shares of infrequently traded listed companies, on the basis of a valuation report obtained from an IBBI-registered independent valuer, taking into account valuation parameters such as book value, comparable trading multiples, and other customary valuation parameters.

In this regard, the Company has obtained a valuation Report from Mr. Pulkit Agarwal , a registered valuer bearing IBBI Registration No. IBBI/RV/06/2022/15061 having its office Bhiwandi. The said Independent Registered Valuer has confirmed the minimum price for the preferential issue as per Chapter V of the SEBI ICDR Regulations, along

with the detailed working thereof. As per the valuation certificate, the fair value of each equity share of the Company has been determined at ₹ 11/- Only per equity share for the purposes of the preferential issue.

Method of determination of price as per the Articles of Association of the Company: Not applicable, as the Articles of Association of the Company do not prescribe any methodology for determination of floor price or minimum price for shares issued on a preferential basis. This valuation is based on the unaudited financial statements for the period ended 30th June, 2026, supported by a certificate from the Statutory Auditors confirming no material change in the Company's financial position that would affect the value so determined and certificate may be accessed through the following link: [Investor Relation – Marinetrans](#)

Valuation report under Regulation 166A

The proposed preferential issue includes an allotment of 23,08,000 equity shares to Safewater Logistics Pvt. Ltd., representing approximately 11.54% of the post-issue fully diluted share capital of the Company. Accordingly, the proposed preferential issue attracts the provisions of Regulation 166A(1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Pursuant to Regulation 166A(1), the Company has obtained a valuation report dated from Mr. Pulkit Agarwal, an independent registered valuer registered with the Insolvency and Bankruptcy Board of India, bearing Registration No. IBBI/RV/06/2022/15061. The registered valuer has determined the value of the equity shares at ₹ 11/- per equity share.

The issue price is not lower than the higher of the floor price determined under Regulation 164, the price determined pursuant to the valuation report under Regulation 166A. The valuation report is available on the website of the Company and may be accessed through the following link: [Investor Relation – Marinetrans](#)

The valuation report shall remain available on the Company's website for the period prescribed under applicable law.

The Valuation report is placed before the board of directors at its meeting held on 21st August, 2026 for considerations. Accordingly, the issue price of equity shares proposed to be allotted on a preferential basis has been fixed at Rs 11/- (Rupees Eleven Only) per share which is not less than and is in compliance with the minimum price determined in accordance with the provisions of the SEBI ICDR Regulations.

14. Valuation and Justification for the allotment proposed to be made for consideration other than Cash

Not applicable

15. The number of persons to whom Preferential Allotment have already been made during the year, in terms of numbers of securities as well as price

The Company has not made any preferential issue of securities in this financial year, other than the proposed issuances as stated in this notice.

16. Intent of the promoters, directors or key managerial personnel or senior management of the Company to subscribe to the Preferential Allotment; contribution being made by the promoters or directors either as part of the Preferential Allotment or separately in furtherance of the objects

Sr. No.	Name of proposed allottee	Category	Intention to subscribe
3	Tirajkumar Babu Kotian	Promoter	Yes
4	Arunkumar Narayan Hegde	Promoter	Yes

Sr. No.	Name of proposed allottee	Category	Intention to subscribe
5	Seema Tirajkumar Kotian	Promoter Group	Nil
6	Manoj Babu Kotian	Promoter Group	Nil
7	Pramila Bharat Poojari	Promoter Group	Nil
8	Shruti Arunkumar Hegde	Promoter Group	Nil
9	Aryan Arunkumar Hegde	Promoter Group	Nil

The above-mentioned promoters have confirmed their intention to subscribe to the proposed preferential issue in accordance with the terms and conditions set out in this Notice.

The aggregate number of equity shares proposed to be allotted to the above-mentioned allottees is **72,72, 000 equity shares**.

Except for the proposed Promoters/ Directors specifically identified above, no other **Directors, Key Managerial Personnel or Senior Management Personnel of the Company intends to subscribe to the proposed preferential issue**.

The proposed allottees have confirmed that the subscription will be made from their own funds and that the proposed issue is not being undertaken with an intention to change the management or control of the Company, except as may be disclosed elsewhere in this Notice. The proposed allottees shall comply with all applicable provisions of the SEBI ICDR Regulations, the SEBI Takeover Regulations and other applicable laws.

17. Principal terms of assets charged as securities
None

18. Lock- in

The Equity Shares proposed to be issued and allotted on a preferential basis to the proposed allottees shall be subject to lock-in in accordance with Regulation 167 and other applicable provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), as follows:

Promoter and promoter group allottees:

The Equity Shares proposed to be allotted on a preferential basis to Arun Kumar Hegde and Tirajkumar Babu Kotian, being persons belonging to the Promoter category, shall be locked in for a period of eighteen months from the date of trading approval, to the extent such Equity Shares are within twenty per cent of the fully diluted post-issue paid-up equity share capital of the Company. Any portion exceeding such twenty per cent threshold shall be locked in for the period prescribed under the SEBI ICDR Regulations, presently six months from the date of trading approval.

Non-promoter and non-promoter group allottees:

The Equity Shares proposed to be allotted on a preferential basis to Safewater Logistics Pvt. Ltd., Ashish Deobansi, Sushma Abhishek Wadisherla, Ekta Jaywant Telang, Shiven Bharat Poojary, Manvi Bharat Poojary, Manoj Mahadev Dhuri, Sharmila Manoj Dhuri, Ankush Mohan Khot and Ankita Ankush Khot, being persons other than the Promoter and Promoter Group, shall be locked in for a period of six months from the date of trading approval.

Pre-preferential shareholding:

The entire pre-preferential shareholding of each proposed allottee, if any, shall be locked in from the relevant date up to a period of ninety trading days from the date of trading approval in respect of the Equity Shares proposed to be allotted pursuant to the preferential issue, in accordance with the SEBI ICDR Regulations. Since the non-promoter/non-promoter group allottees mentioned above do not hold any pre-preferential shareholding in the Company, this requirement presently applies to the pre-preferential shareholding of the Promoter allottees, namely Arun Kumar Hegde and Tirajkumar Babu Kotian.

The locked-in Equity Shares shall not be transferable during the applicable lock-in period, except as may be permitted under the SEBI ICDR Regulations, applicable SEBI circulars, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, and other applicable laws.

The Equity Shares so allotted shall be subject to compulsory dematerialisation and shall remain locked in with the depository for the applicable period. The Company shall make the necessary disclosures and obtain the requisite trading approval from the recognised stock exchange(s).

The lock-in periods for preferentially allotted securities are prescribed under Regulation 167 of the SEBI ICDR Regulations; the current framework provides an 18-month period for promoter/promoter-group allotments within the specified 20% threshold and six months for non-promoter allotments. The entire pre-preferential shareholding of the allottees is separately subject to lock-in from the relevant date until 90 trading days after trading approval.

19. Undertaking

The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

Neither the Company nor any of its directors or promoters are categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations are not applicable.

Neither the Company nor any of its directors and / or promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories. As the Equity Shares have been listed for a period of more than 90 (ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.

If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

20. Certificate of practicing Company Secretary

In accordance with Regulation 163(2) of the SEBI ICDR Regulations, 2018, the Company has obtained a certificate from Sushant Gawade & Associates, Practicing Company Secretary, Certificate of Practice No. 9791, certifying that the proposed preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations, 2018 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

A copy of the said certificate shall be placed before the Members at the General Meeting, and the certificate shall be available for inspection by the Members in accordance with applicable law. The certificate is available on the website of the Company and may be accessed through the following link: [Investor Relation – Marinetrans](#)

Annexure-A
Pre and Post Shareholding Pattern of the Company

Sr. No.	Category	Pre-Issue Shareholding as on June 12, 2026		Equity Shares to be allotted on preferential basis	Post-Issue Shareholding	
		No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
(i)	(ii)	(iii)	(iv)	(vii)	(viii)	(ix)
I	Promoters Holdings					
a.	Indian					
(i)	Individual/ Hindu Undivided Family	85,25,950	67%	15,20,000	1,00,45,950	50.23%
(ii)	Bodies Corporate	--	--	--	--	--
	Sub - Total	85,25,950	67%	15,20,000	1,00,45,950	50.23%
b.	Foreign Promoters	--	--	--	--	--
	Sub - Total (A)	85,25,950	67%	15,20,000	1,00,45,950	50.23%
II	Non-Promoters holding					
1	Institutional Investors	--	--	--	--	--
2	Non-Institutional Investor					
(i)	Individuals	37,52,000	29.48%	34,44,000	71,96,000	35.98%
(ii)	Body Corporates	56,000	0.44%	23,08,000	23,64,000	11.82%
(iii)	Any Other					
	Non-Resident Individuals	1,72,000	1.35%	--	1,72,000	0.86%
	Hindu Undivided Family	1,60,000	1.25%	--	1,60,000	0.80%
	Clearing Member	60,000	0.47%	--	60,000	0.30%
	Sub Total (B)	42,00,000	33%	57,52,000	99,52,000	49.77%
	Grand Total	1,27,25,950	100.00	72,72,000	1,99,97,950	100.00

Sd/-

Tirajkumar Babu Kotian
DIN: 00022294
Managing Director & Chairman
Regd. Office: 801/802, 8th Floor, Vindhya Commercial Complex, Plot No. 1,
Sector 11, CBD Belapur, Thane,
Navi Mumbai, Maharashtra, India, 400614
E-mail id: - compliance@marinetrans.in | Contact details:- +917777045320
Website: - www.marinetrans.in

Date: 27-08-2026
Place: Navi Mumbai