**Date: 27-08-2026**

**To,**
**The Manager,**
**The Listing Compliance Department**
**National Stock Exchange of India Limited**
**Exchange Plaza, Bandra Kurla Complex,**
**Bandra (East), Mumbai – 400051.**

**Symbol: MARINETRAN**

**Subject: Notice of Annual General Meeting**

Dear Sir,

Notice is hereby given that the 22nd Annual General Meeting (AGM) of the Company will be held on Saturday, September 19th, 2026 at 04:00 PM (IST) at the registered office of the company **)** through Video conferencing "VC"/other audio-visual means "OAVM", to transact the businesses as set out in the Notice of AGM.

Kindly take this information on record and acknowledge the same.

Thanking you.
Yours faithfully

**For Marinetrans India limited**

TIRAJ KUMAR BABU KOTIAN
Digitally signed by TIRAJ KUMAR BABU KOTIAN
Date: 2026.08.27 15:12:43 +05'30'

**Tirajkumar babu Kotian**
**Managing Director**
**DIN: 00022294**

# 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 the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder, the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the Stock Exchange(s), SEBI, Registrar of Companies and any 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 Rs. 10 each at an issue price of Rs. 11 per equity share, including premium of Rs.1, aggregating to Rs. 7,99,92,000/- on a preferential basis to such person(s)/entity(ies) as may be determined by the Board of Directors.”

**“RESOLVED FURTHER THAT** the equity shares so issued and allotted shall rank pari passu in all respects with the existing equity shares of the Company.”

**“RESOLVED FURTHER THAT** the issue, offer and allotment of the said equity shares shall be subject to the terms and conditions as may be finalised by the Board in accordance with applicable law, including pricing, lock-in, payment terms, and such other conditions as may be required.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to decide and finalise the exact number of equity shares to be issued, the issue price, the identities of the allottees and other relevant terms and conditions of the issue, and to make such modifications as may be required by any regulatory authority.”

**“RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution and to file the requisite forms, returns and applications with the Stock Exchange(s), SEBI, Registrar of Companies and other authorities, including the return of allotment and any other allied filings.”

TIRAJ KUMAR BABU KOTIAN

Digitally signed by TIRAJ KUMAR BABU KOTIAN
Date: 2026.08.27 15:13:21 +05'30'

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: 06-08-2026
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, EGM/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 EGM/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 EGM/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 EGM/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 EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/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 Secret arial 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 EGM/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 EGM/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 EGM/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. EGM/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
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## 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?

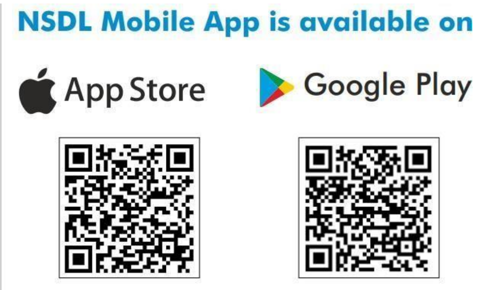
*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

### 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. | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.<br> |

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

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

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

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

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

**<u>How to Log-in to NSDL e-Voting website?</u>**

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/](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<br><br>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<br><br>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<br><br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

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

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to 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 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 EGM/AGM ARE AS UNDER:-

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

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

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

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

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

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

2. Members 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: 06-08-2026
Place: Navi Mumbai

TIRAJ KUMAR BABU KOTIAN

Digitally signed by TIRAJ KUMAR BABU KOTIAN
Date: 2026.08.27 15:14:07 +05'30'

# 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 Rs. 10 each at an issue price of Rs. 11 per equity share, aggregating up to Rs. 7,99,92,000/-, on a preferential basis to entities/individuals as may be identified by the Board, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and the applicable provisions of the Act and 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. 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.**

The Promoters and members of the Promoter Group of the Company, as identified in the Explanatory Statement forming part of this Notice, intend to subscribe to the Shares proposed to be issued pursuant to the Preferential Allotment. Save and except the aforesaid Promoters and members of the Promoter Group, none of the other Directors, Key Managerial Personnel or Senior Management Personnel of the Company or their respective relatives intend to subscribe to the Shares under the proposed Preferential Allotment or have any interest, financial or otherwise, in the proposed Special Resolution, except to the extent of their shareholding, if any, in the Company.

**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. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, 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 Allottees** | **Category** | **No. of Equity Shares proposed to be issued and allotted (up to)** | **Pre- Preferential Holding** | | **Post- Preferential Holding (Fully Diluted)*** | |
|---|---|---|---|---|---|---|---|
| | | | | **No. of Shares** | **Percentage (%)** | **No. of Shares** | **Percentage(%)** |
| 1. | Safewater Logistics Pvt. Ltd. | Non Promoter Group | 23,08,000 | 0 | 0 | 23,08,000 | 11.54% |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 2. | Arun Kumar Hegde | Promoter | 7,60,000 | 42,62,980 | 33.50% | 50,22,980 | 25.12% |
| 3. | Tirajkumar Babu Kotian | Promoter | 7,60,000 | 42,62,970 | 33.50% | 50,22,970 | 25.12% |
| 4. | Ashish Deobansi | Non Promoter Group | 5,32,000 | **0** | **0** | 5,32,000 | **2.66%** |
| 5. | Sushma Abhishek Wadisherla | Non Promoter Group | 4,44,000 | **0** | **0** | 4,44,000 | **2.22%** |
| 6. | Ekta Jaywant Telang | Non Promoter Group | 4,44,000 | **0** | **0** | 4,44,000 | **2.22%** |
| 7. | Shiven Bharat Poojary | Non Promoter Group | 4,44,000 | **0** | **0** | 4,44,000 | **2.22%** |
| 8. | Manvi Bharat Poojary | Non Promoter Group | 4,44,000 | **0** | **0** | 4,44,000 | **2.22%** |
| 9. | Manoj Mahadev Dhuri | Non Promoter Group | 2,84,000 | **0** | **0** | 2,84,000 | **1.42%** |
| 10. | Sharmila Manoj Dhuri | Non Promoter Group | 2,84,000 | **0** | **0** | 2,84,000 | **1.42%** |
| 11. | Ankush Mohan Khot | Non Promoter Group | 2,84,000 | **0** | **0** | 2,84,000 | **1.42%** |
| 12. | Ankita Ankush Khot | Non Promoter Group | 2,84,000 | **0** | **0** | 2,84,000 | **1.42%** |
| | | **Total** | **72,72,000** | **85,25,950** | **67%** | **1,57,97,950** | **79%** |

7. **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.

8. **Relevant Date**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue is 20th August, 2026, being the date 30 days prior to the date of this Annual General Meeting.

9. **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),

10. **Monitoring of the utilization of Issue proceeds:**

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

11. **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 20st, 2026.

The equity shares of the Company are listed on NSE Limited ("NSE") and are frequently traded within the meaning of the SEBI ICDR Regulations. Accordingly, the issue price has been determined in compliance with Regulation 164 of the SEBI ICDR Regulations, applicable to preferential issues of equity shares of frequently traded listed companies, 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.

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.

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

Not applicable

13. **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.

14. **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**

The Promoters and members of the Promoter Group of the Company, being the Proposed Allottees, intend to subscribe to the shares proposed to be issued pursuant to the Preferential Allotment. Save and except the aforesaid Promoters and members of the Promoter Group, none of the other Directors, Key Managerial Personnel or Senior Management Personnel of the Company or their respective relatives have any interest, financial or otherwise, in the proposed Special Resolution relating to the Preferential Allotment set out in this Notice, nor do they intend to subscribe to the shares under the proposed Preferential Allotment, except to the extent of their shareholding, if any, in the Company.

15. **Principal terms of assets charged as securities**
None

16. **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 Poojary, 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.

**17. 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.

By the Order of the Board

For **MARINETRANS INDIA LIMITED**

Sd/-
Tirajkumar Babu Kotian
DIN: 00022294
Managing Director & Chairman
Regd. Office:
801/802, 8th Floor, Vindhya Commercial Complex,
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