

PARADEEP PARIVAHAN LIMITED

CIN No. L63090OR2000PLC006379

Reg. Office- At -Room No 204 Above OBC Building, Bank Street Area, Port Town, Paradeep, Jagatsinghpur-754142, Odisha Tel/ Fax- 06722-223416, Mail id: ho@paradeepparivahan.com

Corporate Office: A29, Pallaspalli, Near AirPort, Bhubaneswar, Pin- 751020, Odisha, India

Tel/ Fax- 0674-2590169, Mail id: info@paradeepparivahan.com

Website: www.paradeepparivahan.com

Notice of 25th Annual General Meeting

NOTICE is hereby given that 25th Annual General Meeting of Paradeep Parivahan Limited (CIN: L63090OR2000PLC006379) (the "Company") will be held on Friday, 19th September at 12:30 PM (IST) at Empires Hotel Paradip at Marine Drive Road, Paradip Port, Jagatsinghpur, Odisha, India 754142 to transact the following matters and if thought fit, to pass the following resolutions.

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Balance Sheet and Profit and Loss Account for the year ended 31st March 2025 together with the Report of Directors' and Auditors' thereon.**

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

"RESOLVED THAT the audited Financial Statements including Balance Sheet and Profit and Loss and schedules thereto for the year ended 31st March, 2025 together with the Directors Report and the Independent Audit Report with notes to the Financial Statements be and are hereby received, considered and adopted"

"RESOLVED FURTHER THAT Mr. Khalid Khan (DIN: 06432054) Managing Director, of the Company be and is hereby authorized to sign and execute all the documents to give effect to the resolutions."

SPECIAL BUSINESS:

- 2. To Appoint Mr. Biswajit Mahapatra, Practicing Company Secretary as Secretarial Auditors for a term of five (5) consecutive years.**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions if any, of the Companies Act, 2013 read with the rules made thereunder and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications and re-enactments thereof, for the time being in force), and based upon the recommendation of the Audit Committee and approval of the Board of Directors of the Company, consent of members of the Company be and is hereby accorded for appointment of Mr. Biswajit Mahapatra (CP No. 10397) of M/s. Biswajit Mahapatra & Associates, Practising Company Secretaries (FRN: S2013OR220300) as Secretarial Auditor of the Company for a term of five consecutive years, commencing from financial year 2025-26 till financial year 2029-30, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit

Report with a remuneration as may be mutually agreed between the Secretarial Auditor and the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.

3. To regularize the appointment of Mrs. Bushra Khan (DIN: 10706237) as a non-executive, non-independent director of the company.

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

“RESOLVED THAT pursuant to provisions of section 152 and any other applicable provisions of the Companies Act, 2013 (‘the Act’), the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendations of the Nomination and Remuneration Committee, Mrs. Bushra Khan (DIN 10706237) who was appointed by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, as an additional director under section 161(1) of the Act w.e.f. April 10, 2025 and whose term expires at this Annual General Meeting of the Company, be and is hereby appointed as a Non-Executive and Non Independent Director and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mrs. Bushra Khan (DIN 10706237) be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.

4. Commission payable to Mrs. Bushra Khan (DIN: 10706237), Non-Executive Director of the Company.

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 17(6)(ca) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee, consent of the shareholders of the Company be and is hereby accorded for payment of remuneration in the form of commission to Mrs. Bushra Khan (DIN 10706237), Non-Executive Director, for Financial Year 2025-26, being an amount of Rs. 18,00,000 (Rupees Eighteen Lakhs only) per annum, i.e., Rs. 1,50,000 (Rupees One Lakh Fifty Thousand only) per month, subject to the overall limits prescribed under the Companies Act, 2013 and rules made thereunder.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.

5. Revision in Terms of Appointment of Managing Director and Executive Directors

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

RESOLVED THAT in supersession of the earlier resolutions passed by the members of the Company, and pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V to the Act and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals, consents and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded for revision in the terms and conditions of appointment of the following Managing Director and Executive Directors of the Company with retrospective effect from the date of the resolution passed earlier by the shareholders at the Extra-ordinary General Meeting held on June 7, 2024.

1. Mr. Khalid Khan, Managing Director & CEO (DIN-06432054)
2. Mr. Pravat Kumar Nandi, Executive Director (DIN-01957949)
3. Ms. Parbati Priya Nandi, Executive Director (DIN-01990715)

RESOLVED FURTHER THAT the revised terms of appointment shall include:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 184, 188 and other applicable provisions, if any, of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to other approvals as may be required, the terms of appointment of the Managing Director, Executive Directors of the Company, be and are hereby revised to substitute the existing clause relating to interest in selling agencies and the Company with the following clause:

"The Director shall disclose to the Board of Directors any interest, direct or indirect, that he or his relatives may have in any contract or arrangement with the Company, in accordance with Section 184 of the Companies Act, 2013. Any related party transactions shall be conducted with the prior approval of the Board or shareholders as required under Section 188 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution."

6. To consider and approve the revision in remuneration of the Mr. Khalid Khan (DIN-06432054), Managing Director and CEO of the company

To consider and if thought fit, to pass with or without modifications (s) the following resolutions as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 196, 197, 198, schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as recommended by the Nomination and Remuneration Committee and Board of Director, consent of the members of the Company be and is hereby accorded for the payment of remuneration to Mr. Khalid Khan (DIN-06432054), Managing Director of the Company, up to Rs. 8,00,000 (Rupees Eight Lakhs only) per month (in addition to allowable perquisites/ allowances) with effect from 1st April, 2025."

“RESOLVED FURTHER THAT Mr. Khalid Khan (DIN-06432054) shall be eligible for the following perquisites which shall not be included in the computation of the ceiling on remuneration:

- (a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);
 - (b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
 - (c) encashment of leave at the end of the tenure.
- In addition to the perquisites specified above, shall be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration:
- (d) Children's education allowance: In case of children studying in or outside India, an allowance limited to a maximum of Rs. 12,000 per month per child or actual expenses incurred, whichever is less. Such allowance is admissible up to a maximum of two children.
 - (e) Holiday passage for children studying outside India or family staying abroad: Return holiday passage once in a year by economy class or once in two years by first class to children and to the members of the family from the place of their study or stay abroad to India if they are not residing in India, with the managerial person.
 - (f) Leave travel concession: Return passage for self and family in accordance with the rules specified by the company where it is proposed that the leave be spent in home country instead of anywhere in India.
 - (g) The reimbursement of any Club Membership Fees.
 - (h) Two Cars with Driver.

“RESOLVED FURTHER THAT approval of the Shareholders of the Company be and is hereby accorded for the payment of aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Mr. Khalid Khan (DIN-06432054), Managing Director of the Company, in any financial year shall not exceed the limits prescribed from time to time under section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force) in case the Company has no profits or its profits are inadequate.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.

7. To obtain Approval to Advance any loan/give guarantee/provide security under section 185 of the Companies Act, 2013:

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

“RESOLVED THAT in supersession of the earlier resolution passed by the members in the Extra-Ordinary General Meeting of the Company held on June 07, 2024 and pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any duly constituted Committee thereof) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members of the Company be and is hereby accorded to the Board for advancing loan(s) in one or more tranches including loan represented by way of book debt to, and/or giving guarantee(s), and/or providing security(ies) in connection with any loan taken/to be taken by any company(ies) which are group companies, associate

companies, joint venture companies or subsidiary companies of the Company or any other person in which any of the Directors of the Company is interested as specified in the explanation to section 185(2) of the Act, of an aggregate amount not exceeding Rs. 200 crores (Rupees Two hundred Crores only) during a financial year, in its absolute discretion deem beneficial and in the best interest of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.”

8. Approval to Increase Limits to make Loan and Investment exceeding the Ceiling prescribed Under Section 186 of the Companies Act, 2013.

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to increase the existing limit to Rs. 300 Crore (Rupees Three hundred Crore only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, to aforesaid increased limits of Rs. 300 Crores (Rupees Three Hundred Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.”

9. To approve borrowing of funds from the banks and financial institutions to an aggregate sum of Rs. 300 crores (fund and non- fund based):

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded, to borrow, from time to

time, any sum or sums of monies (exclusive of interest) on such terms and conditions as may be determined from anyone or more of the Company's bankers and / or from anyone or more other banks, persons, firms, companies / bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity / entities or authority / authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long / short term loans, suppliers' credit, securitized instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institutions, either in rupees and / or in such other foreign currencies as may be permitted by law from time to time, and / or any other instruments / securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loan obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves and securities premium, so that the total amount up to which the monies may be borrowed by the Company and outstanding at any time shall not exceed the sum of Rs. 300 Crores (Rupees Three hundred Crores only).

“RESOLVED FURTHER THAT in connection with the aforesaid, any one of the directors of the Board of Directors of the Company (including any Committee thereof) be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto”.

10. To approve creation of charge on the properties of the Company:

To approve the creation of charges on the movable and immovable properties of the company, both present and future, in respect of borrowings.

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the members of the Company, be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks / financial institutions, other investing agencies and trustees for the holders of debentures / bonds / other instruments to secure rupee / foreign currency loans and / or the issue of debentures whether partly / fully convertible or non-convertible and / or securities linked to Ordinary Shares and / or rupee / foreign currency convertible bonds and / or foreign currency bonds and / or bonds with share warrants attached (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed Rs. 300 Crores (Rupees Three Hundred Crores only).”

“RESOLVED FURTHER THAT any one of the directors of the Board of Directors of the Company (which includes any Committee of the Board) and the Company Secretary of the Company be and are hereby severally authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

11. To approve material related party transactions between the Company and M.R.T.C. (India) Private Limited.

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions if any of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23(4), 2(1) (zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the Company’s Policy on Related Party Transaction(s) and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and on the basis of the approval of the Audit Committee and recommendation of the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) the consent of the members of the Company be and is hereby accorded to the Board to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement, with M/s. M.R.T.C. (India) Private Limited, a Company in which Managing Director and Director of the company is interested and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations and Section 2(76) of the Act, on such terms and conditions as may be agreed between the Company and M/s. M.R.T.C. (India) Private Limited, for purchase and sale of goods, rendering and receiving of services and other related transactions for an aggregate value of up to Rs.100 (Rupees hundred crores only) during the financial year 2025-26 subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

“RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/ regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

“RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or any other Officer(s), Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

12. To approve material related party transactions between the Company and M/s. Ask Logistiek Solutio Private Limited

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions if any of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23(4), 2(1) (zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the Company’s Policy on Related Party Transaction(s) and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and on the basis of the approval of the Audit Committee and recommendation of the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) the consent of the members of the Company be and is hereby accorded to the Board to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement, with M/s. Ask Logistiek Solutio Private Limited, a Company in which Managing Director of the company is interested and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations and Section 2(76) of the Act, on such terms and conditions as may be agreed between the Company and M/s. Ask Logistiek Solutio Private Limited, for purchase and sale of goods, rendering and receiving of services and other related transactions for an aggregate value of up to Rs.100 (Rupees One Hundred crores only) during the financial year 2025-26 subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

“RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/ regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

“RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or any other Officer(s), Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

For and on behalf of the Board of Directors
PARADEEP PARIVAHAN LIMITED

S/d
KHALID KHAN
Managing Director & CEO
DIN: 06432054

Place: Bhubaneswar
Dated: 20-08-2025
Registered Office:
At -Room No 204 Above OBC Building,
Bank Street Area, Port Town, Paradeep,
Jagatsinghpur-754142, Odisha Tel/ Fax- 06722-223416
Corporate Office: A29, Pallaspathi, Near AirPort,
Bhubaneswar, Pin- 751020, Odisha, India
Mail id: info@paradeepparivahan.com
Website: www.paradeepparivahan.com

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), which sets out details relating to Special Business (being considered unavoidable by the Board of Directors) at the meeting, is attached with this Notice of 25th Annual General Meeting ("AGM").
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself. The proxy need not be a member of the company. The instrument appointing the proxy should be deposited at the registered office of the company not less than forty-eight (48) hours before the commencement of meeting.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person

or shareholders. The holder of proxy shall prove his identity at the time of attending the Meeting.

3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
4. Directors have not recommended any Dividend on Equity Shares for the financial year ended March 31, 2025.
5. Details as required in Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('ICSI'), in respect of the Directors seeking appointment / re-appointment at the AGM forms integral part of this Report. Requisite declarations have been received from the Directors seeking appointment / re-appointment.
6. Members/Proxies/Authorized Representatives are requested to hand over the Attendance Slip, duly signed in accordance with the specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in electronic mode are requested to write the Client ID and DP ID number and those who hold shares in physical mode are requested to write their folio number in the attendance slip. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.
8. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in Physical mode are requested to advise any change in their address or bank mandates to the Company/RTA.
9. Members can avail of the nomination facility by filing Form SH-13, as prescribed under section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company.
10. Documents open for inspection: A. During the period beginning 24 (twenty-four) hours before the time fixed for the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than 3 (three) days of advance notice in writing is given to the Company; B. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102 (1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the AGM; and C. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM. D. Members desiring any information on the Accounts are requested to write to the company at least 10 days prior to the date of the meeting to enable the management to keep the information ready.
11. In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/ serve notice(s) / document(s) / Annual Report(s) etc. to their members through electronic mode, your Company hereby requests all its members to register their email ID with the Registrar and Transfer Agent (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative.

We urge shareholders to support environmental protection by choosing to receive the Company's communication through email. Shareholders whose email address is not registered with the Company/ RTA or with their respective Depository Participants are requested to register their e-mail address in the following manner:

- Shareholders holding shares in physical form can register their email id with the RTA by sending an email along with the KYC forms with supporting documents at ivote@bigshareonline.com (RTA Email ID)
 - Shareholders holding shares in demat mode may update the e-mail address through their Depository Participant(s).
 - Shareholders may note that registration of email address and mobile number is mandatory while voting electronically and joining virtual meeting.
12. Copies of the Annual Report will be distributed at the AGM and Members may also note that this annual report will also be available on the Company's website <https://www.paradeepparivahan.com>. Pursuant to the MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for Financial Year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ Registrar and Transfer Agent of the Company. Members may note that the Notice and Annual Report Financial year 2024- 25 will also be available on the Company's website i.e. www.paradeepparivahan.com , websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com respectively and on the website of Bigshare India Private Limited Registrar and Transfer Agent (RTA) of the Company i.e. <https://ivote.bigshareonline.com>.
 13. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the company to consolidate their holdings in one folio.
 14. The Register of members and the Share Transfer Books of the company will remain closed from **Saturday, 13th September, 2025 to Friday, 19th September, 2025 (both days inclusive)** for the purpose of Annual General Meeting.
 15. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is Bigshare Services Private Limited ("RTA" or "Registrar" or "Bigshare") having registered office at Office No. S6-2, 6thFloor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra., e- mail: investor@bigshareonline.com.
 16. Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM ("Remote E-voting") in the manner provided below, during the e-voting period.
 17. The Remote E-voting period commences on **Monday, 15th September, 2025 at 9:00 am (ISD) and ends on Thursday, 18th September, 2025 at 5:00 pm (ISD)**. During the aforesaid period, Members of the company may opt to cast their votes through Remote E-voting. At the end of the Remote E-voting period, facility will be blocked.
 18. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on **Friday, 12th September, 2025 (the "Cut Off Date")** only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.
 19. At the venue of meeting, voting shall be done through ballot papers ("Polling Paper") and the members attending the meeting who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.

20. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.
21. The Board of Directors has appointed **CS Jyotirmoy Mishra (FCS-6556, CP No-6022) Practicing Company Secretaries, of 'Sunita Jyotirmoy & Associates, Company Secretaries, (FRN: P2003OR014400), Bhubaneswar**, as the scrutinizer to the remote e-voting process, and voting at the venue of the Annual General Meeting in a fair and transparent manner. The Scrutinizer shall submit the report for both physical and e-voting to the Chairman which shall be published on the website of the Company within 2 (two) working days of the conclusion of the Meeting.
22. Attendance slip, proxy form and the route map showing directions to reach the venue of the 25th AGM is given along with this Annual Report as per the requirement of the Secretarial Standards - 2 on General Meetings.
23. Members are requested to intimate changes, if any, about their name, postal address, e- mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
24. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No.SH13. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website www.bigshareonline.com and are also available on company's website www.paradeepparivahan.com. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
25. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. Form No. ISR-1 for capturing additional details is available on the Company's website. Members holding shares in physical form are requested to submit the filled-in Form No. ISR1 to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
26. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at an early date through email on cs@paradeepparivahan.com. The same will be replied by the Company in due course.

Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members during AGM.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on **Monday, 15th September, 2025 at 9:00 am (ISD) and ends on Thursday, 18th September, 2025 at 5:00 pm (ISD)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 12th September, 2025** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.
1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for

	<p>IDEAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>4) 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 with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
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 22 55 33.
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- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).

- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

For and on behalf of the Board of Directors
PARADEEP PARIVAHAN LIMITED

S/d
KHALID KHAN
Managing Director & CEO
DIN: 06432054

Place: Bhubaneswar
Dated: 20-08-2025
Registered Office:
At -Room No 204 Above OBC Building,
Bank Street Area, Port Town, Paradeep,
Jagatsinghpur-754142, Odisha Tel/ Fax- 06722-223416
Corporate Office: A29, Pallaspathi, Near AirPort,
Bhubaneswar, Pin- 751020, Odisha, India
Mail id: info@paradeepparivahan.com
Website: www.paradeepparivahan.com

Statement pursuant to section 102 of the Companies act, 2013 as required by section 102(1) of the Companies Act, 2013 ("Act") and such other applicable rules (if any), including any statutory modification(s) thereof

The following statement sets out all material facts relating to the Ordinary/Special Business mentioned in the accompanying Notice and shall be taken as forming part of it.

Item No. 2

To Appoint Mr. Biswajit Mahapatra, Practicing Company Secretary as Secretarial Auditors for a term of five (5) consecutive years.

The Members are hereby informed that pursuant to Section 204 of the Act and the rules framed there under and Regulation 24A of the Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, every listed entity shall undertake Secretarial Audit by a Company Secretary in Practice or by a firm of Company Secretaries in Practice, who shall be Peer Reviewed Company Secretary holding a valid certificate of peer review issued by the Institute of Company Secretaries of India.

Pursuant to regulation 24A of the Listing Regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force, states that, based on the recommendation of the Board of Directors, a listed entity shall appoint or re appoint:

- i. an individual as Secretarial Auditor for not more than one term of five consecutive years; or
- ii. a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors approved and recommended to the Members of the Company to appoint Mr. Biswajit Mahapatra (CP No. 10397) (PR: 6248/2024) of M/s. Biswajit Mahapatra & Associates, Practising Company Secretaries (FRN: S2013OR220300), as Secretarial Auditors of the Company for a first term of five (5) consecutive years commencing from financial year 2025-26 till financial year 2029-30, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report with a remuneration as may be mutually agreed between the Secretarial Auditor and the Company.

The Company has received Eligibility cum consent letter to act as Secretarial Auditor from M/s. Biswajit Mahapatra & Associates, stating their eligibility and non-disqualification from being appointed as Secretarial Auditors of the Company, for the aforesaid term. The disclosure required pursuant to Regulation 36(5) of the Listing Regulations, including annual remuneration/ fees as recommended by the Board of Directors of the Company are given under Annexure I of this Notice.

ANNEXURE I

Details of the Secretarial Auditors seeking appointment Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015)

Pursuant to Section 204 of the Companies Act, 2013 (the "Act") and the rules framed there under and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), read with SEBI Circular SEBI/HO/CFD/ CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, every listed entity shall undertake Secretarial Audit by a Company Secretary in Practice or by a firm of Company Secretaries in Practice, who shall be Peer Reviewed Company Secretary holding a valid certificate of peer review issued by the Institute of Company Secretaries of India. In view of the aforesaid, the management of the Company had invited formal proposals from

various firms and evaluated them on the key parameters such as no. of years of experience, size of the firm, competency, technical capability, experience of partners, the adequacy of experienced resources, approach on transition and overall approach on the audit process etc. Keeping in view of the discussion during the meetings with them, the management then presented shortlisted suitable firms to the Audit Committee for its consideration, approval and recommendation to the Board of Directors.

Basis of recommendations along with the rationale for appointment of Secretarial Auditors:

The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder, SEBI Listing Regulations and SEBI circular dated December 31, 2024 with regard to the disqualifications, services not to be rendered by the Secretarial Auditors, peer reviewed Company Secretary, experience of the firm, capability, independent assessment, audit experience, and also based on the evaluation of the quality of audit work done by them in the past.

After considering the aforesaid key parameters and past experience of the audit firms and based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on August 20, 2025, considered, approved and recommended to the members of the Company to appoint Mr. Biswajit Mahapatra (CP No. 10397) of M/s. Biswajit Mahapatra & Associates, Practising Company Secretaries (FRN: S2013OR220300), as Secretarial Auditors of the Company for a first term of five (5) consecutive years commencing from financial year 2025-26 till financial year 2029-30, to conduct Secretarial Audit of the Company.

Particulars	Details
brief profile of Mr. Biswajit Mahapatra	Mr. Biswajit Mahapatra (CP No. 10397) of M/s. Biswajit Mahapatra & Associates, Practising Company Secretaries (FRN: S2013OR220300) is an experienced Practising Company Secretary with expertise in corporate laws, SEBI regulations, FEMA, and secretarial compliances under the Companies Act, 2013. Providing professional services in corporate governance, regulatory filings, legal advisory, and secretarial audits to listed, unlisted, and private companies. Committed to ensuring statutory compliance, corporate transparency, and ethical business practices, while offering strategic advisory services to support businesses in their growth and expansion.
Proposed audit fee payable to auditors	The fees proposed for the secretarial audit as per mutually agreed per annum (excluding applicable taxes) (inclusive of Annual Secretarial Compliance Report and Certifications) with power to Board to revise the fees of Auditor as per mutual discussion. The said fees shall exclude reimbursements and other outlays. The fees proposed are based on knowledge, expertise, industry experience, time and efforts required to conduct the secretarial audit effectively
Terms of appointment	The Secretarial Auditor would be appointed for period of Five consecutive years commencing from FY 2025-26 till FY 2029-30.
Material changes in fee payable and rationale thereof	NA
Basis of recommendation and auditor credentials	While recommending Mr. Biswajit Mahapatra, for appointment, the Board evaluated its clientele, technical expertise and eligibility criteria prescribed under SEBI Listing Regulations 2015.

None of the Directors and/or Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the Ordinary resolution set out at Item no. 2 of the Notice except to the extent of their shareholding in the Company, if any.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item no. 2 of the accompanying Notice for the approval of the Members.

Item No. 3: Regularization of Additional Non-Executive Non-Independent Director, Mrs. Bushra Khan (DIN 10706237) as Non-Executive Non- Independent Director of the Company.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Bushra Khan (DIN 10706237) as an Additional Director (Non-Executive, Non-Independent) with effect from April 10, 2025 in accordance with Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company.

Pursuant to Section 161 of the Act, she holds office only up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director. The Board is of the view that the appointment of Mrs. Bushra Khan on the Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No. 3 for approval by the members of the Company.

Mrs. Bushra Khan (DIN 10706237) is distinguished financial management Executive with over 12 years of experience in financial planning, investment control, and audit. She holds an MBA from Bangor University, London -ranked one in the UK for research and development and B.com (Honours) from Mithibai College Mumbai. She is extensive expertise in finance strategy, operations and performance across diverse industries. She has also worked in German and has served in leadership roles in various reputed organisations and her knowledge and expertise are expected to benefit the Company.

The Board recommends passing the resolution set out at Item No. 3 as an Ordinary Resolution.

Except Mr. Khalid Khan, Managing Director & CEO and his relatives and Mrs. Bushra Khan and her relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

Item No. 4: Approval for Payment of Commission to Mrs. Bushra Khan (DIN 10706237) Non-Executive, Non-Independent Director

The Members are informed that in terms of the provisions of Section 197(1) of the Companies Act, 2013 ("the Act") read with the rules made thereunder, the Non-Executive Directors of a public company may be paid remuneration by way of commission, if the Company has profits, provided such payment is within the overall limit of 1% of the net profits of the Company for all Non-Executive Directors, unless approved by the Members for a higher percentage.

Further, Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") permits payment of remuneration to Non-Executive Directors, subject to approval of the Members.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 20.08.2025, has proposed payment of commission only (and no sitting fees or any other form of remuneration) to Mrs. Bushra Khan (DIN 10706237), Non-Executive, Non-Independent Director of the Company, in recognition of the strategic guidance, expertise and time devoted to the Company's affairs.

It is proposed that Mrs. Bushra Khan be paid commission of ₹1,50,000/- (Rupees One Lakh Fifty Thousand only) per month, aggregating to ₹18,00,000/- (Rupees Eighteen Lakhs only) per annum, for financial year commencing from FY 2025-26 onwards, such payment being within the overall limits prescribed under Section 197 of the Act and the Articles of Association of the Company.

The said commission shall be paid in monthly instalments and shall be inclusive of any taxes, which shall be deducted as applicable.

Except Mr. Khalid Khan, Managing Director & CEO and his relatives and Mrs. Bushra Khan and her relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the passing of the resolution as set out in the Item no. 4 accompanying Notice as a special resolution.

Item No.5. Revision in Terms of Appointment of Managing Director and Executive Directors

The Members of the Company had, at the Extra-ordinary General Meeting held on June 7, 2024, approved the appointment and remuneration of the following Directors of the Company:

1. Mr. Khalid Khan, Managing Director & CEO (DIN-06432054)
2. Mr. Pravat Kumar Nandi, Executive Director (DIN-01957949)
3. Ms. Parbati Priya Nandi, Executive Director (DIN-01990715)

Upon a review of the terms and conditions of their appointment, the Board of Directors of the Company at its meeting held on 20.08.2025 has approved, subject to the approval of the Members, a revision in the specific clause of their appointment relating to disclosure of interest and related party transactions, in order to align with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the existing clause relating to involvement in selling agencies or related interests is proposed to be substituted with the following updated clause:

“The Director shall disclose to the Board of Directors any interest, direct or indirect, that he/she or his/her relatives may have in any contract or arrangement with the Company, in accordance with Section 184 of the Companies Act, 2013. Any related party transactions shall be entered into only with the prior approval of the Board or shareholders, as applicable, in compliance with Section 188 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

The above revision shall be deemed to have been effective from June 7, 2024, being the date of the earlier resolution passed by the Members at the Extra-Ordinary General Meeting.

It is clarified that all other terms and conditions of appointment, including designation, tenure, roles, responsibilities, and remuneration, shall remain unchanged, except the remuneration of the Managing Director, which is being proposed separately under a distinct resolution in this Notice, and shall continue to be in full force and effect as previously approved by the Members.

The proposed amendment is administrative in nature and ensures compliance with updated legal requirements. The Company confirms that no remuneration has been paid in excess of the permissible limits under the Companies Act, 2013 and Schedule V thereto. The revised terms do not entail any increase in remuneration.

Interest of Directors and KMP: Except Mr. Khalid Khan, Mr. Pravat Kumar Nandi, and Ms. Parbati Priya Nandi, and their respective relatives to the extent of their shareholding or directorship in the Company, none of the other Directors, Key Managerial Personnel, or their relatives is concerned or interested, financially or otherwise, in the resolution.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item no. 5 of the accompanying Notice for the approval of the Members.

Item. No. 6 To consider and approve the revision in remuneration of the Mr. Khalid Khan (DIN-06432054), Managing Director and CEO of the company

Mr. Khalid Khan, Managing Director and Chief Executive Officer of the Company, is the founder and key driving force behind the Company's continued growth and success. With his vast experience, strategic acumen and exceptional leadership capabilities, he has been instrumental in positioning the Company as one of the leading logistics companies in Odisha. Under his stewardship, the Company has consistently improved its operational performance and profitability, culminating in the successful completion of its Initial Public Offering (IPO).

Pursuant to Section 197 of the Companies Act, 2013 (the Act), the total managerial remuneration payable by a public company, to its Directors, including Managing Director and Whole-time Director, and its Manager in respect of any financial year, shall not exceed 11% of net profits of that Company for that financial year computed as per provisions of Section 198 of the Act.

Mr. Khan has played a pivotal role in formulating and executing business strategies, streamlining operations, enhancing stakeholder relations, and ensuring overall organizational development. His efforts have significantly contributed to the long-term value creation for shareholders and the strengthening of the Company's market presence.

The Board of Directors proposes to revise the remuneration payable to Mr. Khalid Khan with effect from April 1, 2025, in order to suitably reward and retain leadership talent. The revision is based on the recommendations of the Nomination and Remuneration Committee at its meeting held on 20.08.2025, after due evaluation of his performance, responsibilities, and industry benchmarks. The revision was considered and approved by the Board of Directors at its meeting held on 20.08.2025, subject to the approval of the members by way of a Special Resolution.

The revised remuneration structure is as follows:

Particulars	Existing Remuneration (₹ p.a.)	Revised Remuneration (₹ p.a.)
Salary	48,00,000	96,00,000
Allowances & Perquisites	Nil	Nil
Performance-linked		
Incentive / Commission	Nil	Nil
Total	48,00,000	96,00,000

The remuneration shall be subject to the overall limits specified in Sections 196, 197 and 198 of the Act and Schedule V thereto, and in accordance with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

In the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Khalid Khan, the remuneration shall be governed by and paid in accordance with the provisions of Section II of Part II of Schedule V of the Act, as may be amended from time to time, or any statutory modification or re-enactment thereof.

Except for the change in remuneration as proposed in this resolution, all other terms and conditions of the appointment of Mr. Khalid Khan, as approved by the Members at the Extra-Ordinary General Meeting held on 7 June 2024, shall remain unchanged.

Accordingly, the Board recommends the passing of the resolution set out at Item No. 6 of the accompanying Notice as a Special Resolution.

Mr. Khalid Khan (being the appointee) and Mrs. Bushra Khan (being his daughter) are concerned or interested, financially or otherwise, in the resolution. Except them, no other Director, Key Managerial Personnel, or their relatives is concerned or interested, financially or otherwise, in this resolution.

Item No. 7

To obtain approval to advance any loan/give guarantee/provide security under section 185 of the Companies act, 2013:

The members are required to note that the Company had already taken their approval under section 185 of the Companies Act, 2013 by way of special resolution at the Extra – Ordinary General Meeting held on June 7, 2024 up to a limit of Rs. 50 crores.

Now it is proposed to seek the approval of the shareholders to enhance the aggregate limit to Rs. 200 crores keeping in view the Company's business requirement.

Pursuant to Section 185 of the Companies Act, 2013 (the Act), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2) of the Act, after passing a special resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of book debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by any company(ies) which are group companies, associate companies, joint venture companies or subsidiary companies of the Company or any other person in whom any of the director of the Company is interested as specified in the explanation to Section 185(2) of the Act, from time to time, within the limits as mentioned in the Item no. 07 of this Notice to meet the business requirements.

The members may note that the Board of Directors of the Company would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals/financial assistance from any banks/financial institutions/body corporates and/or any other appropriate sources, from time to time, at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The resolution as set forth in Item no. 07 of this Notice has been recommended by the Audit Committee and upon such recommendation, the Board has approved the same at their respective meetings held on August 20, 2025. Therefore, it is placed before the members for their approval by way of special resolution.

The Company may have to render support for the business requirements of its Subsidiary Companies or Associate or joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time. Section 185 of the Companies Act, 2013 further provides that a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any person whom any of the Director of the Company is interested subject to compliance with the following conditions:

1. Approval of the Members of the Company is obtained by the Company for giving the loan and
2. The loans are utilized by the borrowing Companies for its principal business activities.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 8. Approval to Increase Limits to make Loan and Investment exceeding the Ceiling prescribed Under Section 186 of the Companies Act, 2013.

The members are required to note that the Company had already taken their approval under section 186 of the Companies Act, 2013 by way of special resolution at the Extra – Ordinary General Meeting held on June 7, 2024 up to a limit of Rs. 100 crores.

Now it is proposed to seek the approval of the shareholders to enhance the aggregate limit to Rs. 300 crores keeping in view the Company's business requirement.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 300 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 8 for approval by the members of the Company as Special Resolution.

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

Item No.9

To approve borrowing of funds from the banks and financial institutions to an aggregate sum of Rs. 300 crores (fund and non- fund based):

Keeping in view, the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or, debenture holders and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves.

The members at their Extra-Ordinary General Meeting held on 07-06-2024, had approved the borrowing limit of the company, under Section 180(1)(c) of the Companies Act, 2013, upto Rs. 100 Crores (Rupees One Hundred Only). The Company has proposed to increase the said limit to Rs. 300 Crores (Rupees Three Hundred Crores only).

Under the provisions of section 180(1)(c) of the Companies Act, 2013, the borrowing powers can be exercised only with the consent of the members obtained by a special resolution. As such, it is necessary to obtain approval of the members by means of a special resolution, to enable the Board of Directors of the Company to borrow moneys (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the paid-up capital of the Company and free reserves of the Company. It is proposed to increase the borrowing limit of the Board, provided the total amount so borrowed by the Board shall not, at any time exceed the limit of Rs. 300 Crores (Rupees Three Hundred Crores Only).

The Board of Directors recommends passing of the Resolution contained in Item no. 09 of the accompanying Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this Special Resolution, except to the extent of their Shareholding in the Company, if any.

Item No. 10

To approve creation of charge on the properties of the Company:

In terms of Section 180 (1)(a) of the Companies Act, 2013, consent of the Members is required for authorizing the Board of Directors to create mortgage/hypothecation and/or charge on the immovable and movable properties of the Company to secure the present and future borrowings of the Company together with power to take over the whole or substantially the whole of the undertaking of the Company or any of its undertaking.

Section 180 (1)(a) of the Companies Act, 2013, provides, inter alia, that the Board of Directors of the Company shall not, except with the consent of the members through a Special Resolution, sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially the whole of any such undertakings.

In view of the existing and fresh borrowings etc., and the increased long term fund requirements and Working Capital Limits which may be availed by the Company from Financial Institutions, Banks or any other lender in India or outside, it is felt that it may be necessary to pass an enabling Special Resolution to mortgage/hypothecate and/or charge, in addition to the charges already created, on all or any of the immovable and/or movable properties of the Company, wheresoever situated, both present and future, and/or the whole or part of the undertaking(s) of the Company of any nature and kind whatsoever and/or creating a floating charge in all or any movable properties of the Company, in favour of the Banks, financial institutions or any other lenders to secure the amount borrowed/to be borrowed by the Company under Section 180(1)(a) of the Companies Act, 2013. The Approval of the Members is being, therefore, sought to mortgage/hypothecate and/or charge the assets of the Company for the borrowings of the company shall not, at any time exceed Rs. 300 Crores (Rupees Three Hundred Crores only).

The Board of Directors recommends passing of the resolution set out at Item No. 10 of the accompanying Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their Shareholding in the Company, if any.

Item No. 11 & 12

To approve material related party transactions between the Company and M.R.T.C. (India) Private Limited and M/s. Ask Logistiek Solutio Private Limited

The Company being an SME listed on BSE Limited, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'). The Company has decided to seek the shareholder approval for the transactions proposed under Item 11 & 12 of the AGM Notice, considering the higher standard of corporate governance and transparency it follows while doing business.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, with effect from April 1, 2025, any transaction(s) entered into or proposed to be entered into with a related party shall be considered material in case of a listed entity which has its specified securities listed on the SME Exchange, if such transaction(s), individually or taken together with previous transactions during a financial year, exceeds the lower of the following thresholds:

- ₹50 crore; or
- 10% of the annual consolidated turnover of the listed entity, as per the last audited financial statements.

Such material related party transactions shall require prior approval of the shareholders by means of an ordinary resolution. It may be noted that the above thresholds shall apply even if the transactions are in the ordinary course of business and carried out at an arm's length basis.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

M/s. M.R.T.C. (India) Private Limited is a company in which Mr. Khalid Khan, Managing Director & CEO and Mr. Pravat Kumar Nandi, Director of the Company, is interested as a director. The said concern is primarily engaged in stevedoring and inter-port transportation activities and has been providing such services to the Company for several years, including the period during which it was a related party. The services rendered have been instrumental in supporting the Company's stevedoring and transportation requirements and ensuring smooth operational activities. The estimated value of transactions with M/s. M.R.T.C. (India) Private Limited during the financial year 2025-26 is approximately ₹100 crores.

M/s. Ask Logistiek Solutio Private Limited is a company in which Mr. Khalid Khan, Managing Director & CEO of the Company, is interested as a director. The said concern is engaged in logistics and trading services and is going to render its services to the Company in the upcoming period. The services provided have supported the Company in meeting its logistics requirements and in carrying out its operations efficiently. The estimated value of transactions with M/s. Ask Logistiek Solutio Private Limited during the financial year 2025-26 is approximately ₹100 crores.

The transactions with the aforesaid entities help the company in ensuring stevedoring and inter-port transportation activities and services at the desired quality and quantity at competitive prices. The Management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on August 20, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item Nos. 11 & 12 of this Notice.

Details of the proposed transactions with M/s. M.R.T.C. (India) Private Limited and M/s. Ask Logistiek Solutio Private Limited, being related parties of the Company, including the information pursuant to SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 are as follows:

S. No.	Particulars	Description
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	M/s. M.R.T.C. (India) Private Limited M/s. Ask Logistiek Solutio Private Limited
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Khalid Khan, Managing Director & CEO director of the Company also Director in both the Company and Mr. Pravat Kumar Nandi, director of the Company in M.R.T.C. (India) Private Limited
3	Nature, material terms, monetary value and particulars of contracts or arrangement	Approval of the shareholders is being sought for entering into an agreement for transaction of rendering services of stevedoring, inter-port transportation activities and logistic services against such agreement to be completed for the financial year 2025-26 1. M/s. M.R.T.C. (India) Private Limited- 100 Crores 2. M/s. Ask Logistiek Solutio Private Limited- 100 Crores
4	Value of transaction	Rs 100 Crore each for both Party
5	Percentage of annual consolidated turnover of the Company considering FY 2024-25 as the immediately preceding financial year.	Not Applicable
6	Justification for the transaction	M/s. M.R.T.C. (India) Private Limited is primarily engaged in stevedoring and inter-port transportation activities and has been providing such services to the Company for several years, including the period during which it was a related party. The services rendered have been instrumental in supporting the Company's stevedoring and transportation requirements and ensuring smooth operational activities. M/s. Ask Logistiek Solutio Private Limited is engaged in logistics and trading services and has been rendering its services to the Company, including the period during which it was a related party. The services provided have supported the Company in meeting its logistics requirements and in carrying out its operations efficiently.

		The above transactions shall be in the ordinary course of business of the Company and on an arm's length basis.
7	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board recommends passing of the Ordinary Resolutions as set out in Item nos. 11 & 12 of this Notice, for approval by the Members of the Company.

Except Mr. Khalid Khan, Managing Director and CEO, Mrs. Bushra Khan Executive Director and Mr. Pravat Kumar Nandi, Director of the Company and their relatives, none of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 11 & 12 of the Notice.

Annexure-II to the Notice of the AGM

Details of Director seeking appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2

Particulars	1	2	3	4
Name of the Director	Mr. Khalid Khan	Mrs. Bushra Khan	Mrs. Parbati Priya Nandi	Mr. Pravat Kumar Nandi
Director Identification Number	06432054	10706237	01990715	01957949
Date of Birth	14/01/1962	09/10/1990	30/04/1973	25/06/1962
Age	63	34	52	62
Nationality	Indian	Indian	Indian	Indian
Date of First Appointment on the Board	17/11/2000	10/04/2025	30/08/2003	30/08/2003
Qualifications	BA, Honorary Doctor of Business Administration (American East Coast University)	MBA, B.com	SSC	SSC
Expertise in Specific Functional Areas	Business Operation	Finance	HR Administrative	Business Operation
Terms and Conditions of Appointment	Managing Director & CEO	Non-Executive, Non-Independent Director, liable to retire by rotation	Executive Director	Executive Director
Remuneration last drawn	48,00,000	NIL	12,00,000	12,00,000
Remuneration proposed	96,00,000	18,00,000	12,00,000	12,00,000
Number of Board Meetings attended in FY 2024-25	14	NA	14	14
Shareholding in the Company	5250000	NA	699960	699980
Relationship with other Directors/KMP	Father of Mrs. Bushra Khan, Non-Executive Director	Daughter of Mr. Khalid Khan, MD & CEO	Wife of Mr. Pravat Kumar Nandi, Executive Director	Husband of Mrs. Parbati Priya Nandi, Executive Director
Directorships held in other listed companies	NA	NA	NA	NA
Memberships/Chairmanships of Committees in other listed companies	NA	NA	NA	NA



PARADEEP PARIVAHAN LIMITED (CIN No. L63090OR2000PLC006379)

For and on behalf of the Board of Directors
PARADEEP PARIVAHAN LIMITED

S/d
KHALID KHAN
Managing Director & CEO
DIN: 06432054

Place: Bhubaneswar
Dated: 20-08-2025
Registered Office:
At -Room No 204 Above OBC Building,
Bank Street Area, Port Town, Paradeep,
Jagatsinghpur-754142, Odisha Tel/ Fax- 06722-223416
Corporate Office: A29, Pallasalli, Near AirPort,
Bhubaneswar, Pin- 751020, Odisha, India
Mail id: info@paradeepparivahan.com
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