



PARADEEP PARIVAHAN LIMITED [CIN No. L52241OR2000PLC006379]
PARADEEP PARIVAHAN LIMITED

CIN No. L52241OR2000PLC006379

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

NOTICE is hereby given that the **01/2025-26 Extra-Ordinary General Meeting (“EGM”)** of the Members of Paradeep Parivahan Limited (**“the Company”**) will be held on **Saturday, January 31, 2026, at 11:30 a.m. (IST)** at the corporate office of the company at Plot No-A/29, Near Airport, Palaspalli, Near Airport, Bhubaneswar-751020, Odisha, India to transact the following business(es):-

SPECIAL BUSINESS

1. ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS:

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and the Companies (Share Capital and Debentures) Rules, 2014, (the **“Act”**), and other applicable Rules made thereunder (including any statutory modification(s) or reenactment(s) thereof), for the time being in force, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**“SEBI Takeover Regulations”**), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (**“SEBI”**) and/or any other statutory or regulatory authorities, including BSE Limited (**“BSE”**) on which the equity shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each (**“Equity Shares”**) are listed, and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, and subject to such other approval(s), consent(s) and permission(s), as may be necessary or required, from the applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as **“the Board”**) including the powers conferred on the Board by this resolution), consent of the members of the Company, be and is hereby accorded to offer, issue, and allot, from time to time, in one or more tranches, up to 12,00,000 (Twelve Lakhs only) convertible warrants (**“Warrants”**), at a price of Rs. 156.17/- per Warrant with a right to the Warrant holders to subscribe for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each of the Company (**“Equity Shares”**) at a premium of Rs. 146.17/- (Rupees One Hundred Forty-Six and paise Seventeen Only) per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 18,74,04,000/- by way of preferential issue on private placement basis to the below mentioned promoter and non-promoter allottees (**“Proposed Allottees”**),

for cash in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations or other applicable laws and on such terms and conditions herein and in the explanatory statement to this resolution and subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act ("Preferential Issue"):-

Sl. No.	Name of the Proposed Allottees	Category	No. of Warrants *	Name of the Ultimate Beneficial Owner(s)
1	Khalid Khan	Promoter	8,00,000	Khalid Khan
2	Jigish Shantilal Sonagara	Non-Promoter Public	2,40,000	Jigish Shantilal Sonagara
3	Dhatri Software Solutions Pvt. Ltd.	Non-Promoter Public	1,60,000	1. Mosmi Ajay Thakur 2. Amit Shankar Chikane
Total			12,00,000	

*Once warrants are exercised, each warrant shall be converted into 1 (One) fully paid-up equity share of the Company.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of SEBI ICDR Regulations, the "Relevant Date" for the purpose of determination of the floor price for the issue and allotment of Warrants be and is hereby fixed as Thursday, January 01, 2026, being the date 30 (Thirty) days prior to the date of this Extraordinary General Meeting.

RESOLVED FURTHER THAT the issue and allotment of Warrants and allotment of equity shares upon conversion of such Warrants, shall be subject to the applicable law and the terms and conditions as set out herein and in the explanatory statement: -

- The Warrant holder shall, subject to SEBI ICDR Regulations and other applicable Rules and Regulations, and laws) hereof, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to the Warrant holders;
- An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) at the time of conversion of the Warrant(s);
- Warrants shall be allotted within a period of 15 days from the later of (i) the date of the members resolution approving the allotment of Warrants or (ii) receipt of the last approval/permission required for such allotment from any regulatory authority;
- Subject to clause a) hereof, in the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company;

- e) None of the proposed allottees, either individually or together with Persons Acting in Concert (PAC), shall be allotted warrants conversion of which into equity shares shall result into their holding exceeding by 5% or more of the post issue paid up equity share capital of the Company, either individually or together with PAC;
- f) The price determined above and the number of Equity Shares to be allotted upon conversion of the Warrants shall be subject to appropriate adjustments as required / permitted under the rules, regulations and laws, as applicable from time to time;
- g) Apart from the said right of adjustment mentioned in (e) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of members of the Company;
- h) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the SEBI Listing Regulations and all other applicable laws, rules and regulations;
- i) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the existing Equity Shares of the Company;
- j) The equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;
- k) The Warrants shall not carry any voting rights until they are converted into equity shares;
- l) The period for option to subscribe for equity shares under the warrants shall be upto 18 months from the date of issue or as called earlier by the Company, whichever is earlier, provided that in case of any corporate action(s) obliging the warrant holder to exercise the option prior to the expiry of 18 months, then the period for option to exercise shall be limited to such shorter period as may be determined by the Board of Directors. In case the conversion of warrants is pre-called, any proposed allottee who is unable to bring in the balance amount shall be refunded the advance amount, and the shortfall shall be inter se filled by any other allottee from the proposed list.
- m) The Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- n) The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations; and
- o) In case of any shortfall in subscription amount by any Allottee(s), the Board / Board Committee shall have power to allow inter-se change in warrant allocation.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under the applicable law, consent of the members be and is hereby accorded to record the name and other details of the Proposed Allottees in Form PAS 5 and to issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees inviting them to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and its duly authorised Committee be and are hereby jointly and/or severally authorised on behalf of the Company to do all such other acts, deeds, matters and things including further delegation thereof to any of the Director or Key Managerial Personnel, as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:-

- i) To issue and allot the Warrants and such number of equity shares as may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- ii) To negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to give effect to the above resolutions, including to make applications to the applicable Regulatory Authorities, including applications to the Stock Exchanges for obtaining in-principal approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
- iii) To vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- iv) To resolve and settle any matter, question, difficulty or doubt that may arise in regards to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- v) To issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchange, without limitation, as per the terms and conditions of SEBI ICDR Regulations, SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- vi) To execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies/firm(s), intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis;
- vii) To undertake all such actions and compliances as may be necessary, \desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable laws including SEBI ICDR Regulations and SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT all actions taken by the Board or its Committee(s) duly constituted for this purpose or any person in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

Place: Bhubaneswar

Date: January 9, 2026

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

S/d
PRAVAT KUMAR NANDI
Director
DIN: 01957949

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, Pallaspalli, 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 is attached with this Notice of 01-2025-2026 Extra-Ordinary General Meeting (“EGM”).
2. 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.
3. 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.
4. 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.
5. 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, 6th Floor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra., e- mail: investor@bigshareonline.com.
 6. Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of EGM ("Remote E-voting") in the manner provided below, during the e-voting period.
 7. The Remote E-voting period commences on **Wednesday, 28 January, 2026 at 9:00 am (IST) and ends on Friday, 30 January, 2026 at 5:00 pm (IST)**. 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.
 8. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on **Saturday, 24th January, 2026 (the "Cut Off Date")** only shall be entitled to vote through Remote E-voting and at the EGM. 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.
 9. 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 in a fair and transparent manner. The Scrutinizer shall submit the report 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.
 10. 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 at <https://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.

11. 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.
12. Members seeking any information with regard to the accounts or any matter to be placed at the EGM, are requested to write to the Company at an early date through email cs@paradeepparivahan.com . The same will be replied by the Company in due course

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

- i. The voting period begins on **Wednesday, 28 January, 2026 at 9:00 am (IST) and ends on Friday, 30 January, 2026 at 5:00 pm (IST)**. 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 **Saturday, 24th January, 2026** 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.
 - iv. 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.
 - v. 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.
 - vi. 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 or joining virtual meeting & voting during the meeting. 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 IDeAS

	<p>“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 or joining virtual meeting & voting during the meeting</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 or joining virtual meeting & voting during the meeting.</p>

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

1. 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.

2. 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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice: -

Item No. 1

The Board of Directors, at its meeting held on January 7, 2026, subject to the approval of the members of the Company, approved raising of funds by way of issuance of 12,00,000 (Twelve Lakhs) warrants ("**Warrants**") carrying options to subscribe equity shares in the ratio of 1 (One) equity share having face value of Rs. 10/- each at an issue price of Rs. 156.17/- (Rupees One Hundred Fifty-Six and Paise Seventeen Only) (including premium of Rs. 146.17/-) for 1 (One) Warrant, aggregating to Rs. 18,74,04,000/- by way of preferential issue on private placement basis, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until the expiry of 18 (eighteen) months, to the proposed allottees, being promoter & non-promoter, (collectively referred to as the "**Proposed Allottees**").

The details of the proposed Preferential Allotment and other particulars as required in terms of the Act read with relevant Rules of the Companies (Prospectus and Allotment of Securities) and Chapter V of the SEBI ICDR Regulations and the Act, are as under:-

- 1) **Objects of the Issue:** The Company intends to utilize the proceeds raised through the Preferential Issue ("**Issue Proceeds**") towards the following objects: -
 - a) Up to 25% (twenty five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to as "**General Corporate Purposes**") (collectively referred to as the "Objects")
- 2) **Utilization of Issue Proceeds:** - Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below: -

Sl. No.	Particulars	Total estimated amount to be utilised for each of the Objects* (In Rs.)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	General Corporate Purposes	25% of the issue proceed, up to Rs.4,68,51,000/-	Within 18 months from receipt of funds for the Warrants (as set out herein)
2	Working Capital Utilisation	Balance 75% of the issue proceed, up to Rs.14,05,53,000/-	
	Total	Rs.18,74,04,000/-	

*Considering 100% conversion of Warrants into equity shares within the stipulated time.

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of SEBI ICDR Regulations, and as estimated by the management, the entire Issue Proceeds would be utilized for the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 18 months from the date of receipt of funds for the Warrants (as set out herein).

In terms of the BSE Limited (BSE) Circular, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with the applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects stated above during the period, due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with the applicable laws.

3) Maximum number of Warrants and the price at which Warrants are to be issued:

12,00,000 (Twelve Lakhs) warrants ("**Warrants**") carrying options to subscribe equity shares in the ratio of 1 (One) equity share having face value of Rs. 10/- each at an issue price of Rs. 156.17/- (Rupees One Hundred Fifty-Six and Paise Seventeen Only) (including premium of Rs. 146.17/-) for 1 (One) Warrant, aggregating to Rs. 18,74,04,000/-

4) Relevant Date: The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for Warrants to be issued is January 1, 2026, i.e. 30 (thirty) days prior to the date of this EGM.

5) Basis on which the price has been arrived at:

The pricing for the shares on preferential allotment is based on the "**Pricing Certificate**" issued by issued by CMA Asutosh Debata, an independent Cost Accountant in Practice and a Registered Valuer, having Membership Number-27820 and Valuer Registration No-IBBI/RV/05/2019/10544 respectively which is based on as per Regulation 164 (1) of SEBI (ICDR) Regulations. The "Pricing Certificate" is attached herewith the notice.

6) Class or classes of persons to whom the allotment is proposed to be made:

Promoters and Non-Promoters group.

7) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:

The Company has not made any preferential allotment during the current financial year FY 2025-26.

8) Intention of promoters / directors / key managerial personnel or senior management of the Company to subscribe to the offer:

One of the Proposed Allottee is a member of the Promoter and Promoter Group. The Company has received a letter dated January 2, 2026 from the Proposed Allottee, informing the Company of their intention to invest in the Company. Apart from the Proposed Allottees, none of the other promoter(s), members of the promoter group, directors, key managerial personnel or senior management of the Company intend to subscribe to the offer.

9) Proposed time within which the allotment shall be completed:

In accordance with Regulation 170 of SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

Place: Bhubaneswar

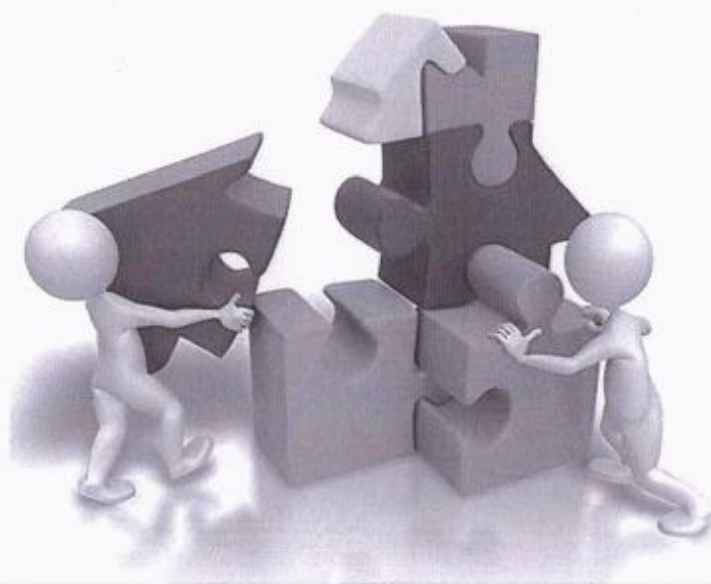
Date: January 9, 2026

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

S/d
PRAVAT KUMAR NANDI
Director
DIN: 01957949

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, Pallaspalli, Near AirPort,
Bhubaneswar, Pin- 751020, Odisha, India
Mail id: info@paradeepparivahan.com
Website: www.paradeepparivahan.com

Pricing Certificate of Share Warrant
of
M/s PARADEEP PARIVAHAN LIMITED



Prepared By

CMA. Asutosh Debata, FCMA, DISA, IP
Registered Valuer (Securities or Financial Assets-IBBI)
(Registration No-IBBI/RV/05/2019/10544)

Plot No-N4/232, IRC Village, Behind Reliance Fresh,
Nayapalli, Bhubaneswar-751015, Odisha

e-Mail: cma.asutosh@gmail.com/ashutosh_debata@rediffmail.com

Land Line: -0674-4608180
Mob- 9437060997/7008995500

CMA. ASUTOSH DEBATA, FCMA, DISA, IP
Registered Valuer
Valuer Registration No-IBBI/RV/05/2019/10544

Date: 05th January 2026

To

The Board of Directors,
Paradeep Parivahan Limited,
Room No 204, Above OBC bank, Street Port Town Paradeep,
Jagatsinghpur, Orissa, India.

Dear Sir,

Sub: Pricing Calculation of Warrants convertible into Equity Shares under Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

1. I, CMA. Asutosh Debata, FCMA, Registered Valuer (Securities or Financial Assets-IBBI) having registration no. IBBI/RV/05/2019/10544, hereby certify that the minimum issue price for the proposed preferential issue of Warrants, each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the company having face value of Rs. 10/- of Paradeep Parivahan Limited bearing CIN: U63090OR2000PLC006379, based on the pricing formula prescribed as per the provisions of Regulation 164 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR Regulations) has been worked out at Rs. 156.17 paise per warrant.
2. The relevant date for the purpose of said minimum issue price is 1st January 2026
3. I hereby certify that the Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under the SEBI ICDR Regulations.
4. For volume of equity shares traded during the period of 90 trading days (i.e. prior to the Relevant Date) BSE was considered for the computation of price under Regulation 164 of the SEBI ICDR Regulation.
5. The workings for arriving at such minimum issue price have been attached herewith and marked as **Annexure – A**.

Place: - Bhubaneswar

Date: - 05th January 2026



CMA. Asutosh Debata, FCMA, DISA, IP, RV
Registered Valuer (Securities or Financial Assets-IBBI)

ICMAI Membership No. 27820

IBBI Regd. No. IBBI/RV/05/2019/10544

UDIN: 2627820ZZS6D9Z28PP

CMA. ASUTOSH DEBATA, FCMA, DISA, IP

Registered Valuer

Valuer Registration No-IBBI/RV/05/2019/10544

ANNEXURE - A

Calculation of minimum price per equity share of the Company for the purpose of issue of Warrants as per prescribed under Chapter V of SEBI (ICDR) Regulations, 2018, as amended

Date of EGM on which the Special Resolution to be deemed to be passed by the shareholders: **January 31, 2026**

Relevant Date (30 days prior to the above date): **January 01, 2026**

A. The **90 trading days volume weighted average price (VWAP)** of the Equity Shares of Paradeep Parivahan Limited quoted on the Bombay Stock Exchange during the 90 trading days preceding the relevant date i.e. January 01, 2026:

Trading Days	Date	Value	Amount (Rs.)
1	31-Dec-25	9,600	15,54,240
2	30-Dec-25	7,200	11,34,000
3	29-Dec-25	19,200	30,53,760
4	26-Dec-25	6,000	9,44,100
5	24-Dec-25	2,400	3,89,280
6	23-Dec-25	10,800	17,92,800
7	22-Dec-25	16,800	27,28,320
8	19-Dec-25	4,800	7,53,600
9	18-Dec-25	21,600	32,42,160
10	16-Dec-25	40,800	61,46,520
11	15-Dec-25	3,600	5,61,600
12	12-Dec-25	1,200	1,87,200
13	11-Dec-25	1,200	1,86,000
14	10-Dec-25	9,600	14,98,080
15	09-Dec-25	25,200	39,84,120
16	08-Dec-25	43,200	64,30,320
17	05-Dec-25	30,000	46,20,000
18	04-Dec-25	3,600	5,65,200
19	03-Dec-25	12,000	18,84,000
20	02-Dec-25	28,800	45,17,280
21	01-Dec-25	9,600	15,58,080
22	28-Nov-25	4,800	7,92,480
23	27-Nov-25	13,200	22,09,020
24	26-Nov-25	20,400	34,18,020
25	25-Nov-25	36,000	58,68,000
26	24-Nov-25	62,400	97,96,800
27	21-Nov-25	18,000	30,60,000
28	20-Nov-25	1,33,200	2,22,64,380



Address: - N-4/232, IRC Village, Nayapalli, Behind Reliance Fresh, Bhubaneswar, Odisha, India-751015
Phone No- 0674-4608180, Mob-9437060997/7008995500, Email id- cma.asutosh@gmail.com/ashutosh_debata@rediffmail.com

CMA. ASUTOSH DEBATA, FCMA, DISA, IP

Registered Valuer

Valuer Registration No-IBBI/RV/05/2019/10544

29	19-Nov-25	1,39,200	2,48,05,440
30	18-Nov-25	64,800	1,07,27,640
31	17-Nov-25	48,000	82,05,600
32	14-Nov-25	1,20,000	1,99,50,000
33	12-Nov-25	57,600	91,64,160
34	11-Nov-25	49,200	77,44,080
35	10-Nov-25	45,600	68,51,400
36	07-Nov-25	10,800	15,98,400
37	06-Nov-25	54,000	77,92,200
38	04-Nov-25	28,800	42,36,480
39	03-Nov-25	15,600	23,93,820
40	31-Oct-25	33,600	50,98,800
41	30-Oct-25	9,600	14,97,600
42	29-Oct-25	58,800	91,58,100
43	28-Oct-25	1,92,000	2,99,23,200
44	27-Oct-25	45,600	66,46,200
45	24-Oct-25	7,200	10,37,520
46	23-Oct-25	24,000	34,45,200
47	21-Oct-25	33,600	49,14,000
48	20-Oct-25	10,800	15,03,360
49	17-Oct-25	39,600	55,12,320
50	16-Oct-25	18,000	26,01,000
51	15-Oct-25	22,800	32,93,460
52	14-Oct-25	39,600	55,49,940
53	13-Oct-25	58,800	87,14,160
54	10-Oct-25	90,000	1,40,04,000
55	09-Oct-25	2,66,400	4,03,59,600
56	08-Oct-25	84,000	1,16,80,200
57	07-Oct-25	18,000	24,30,000
58	06-Oct-25	36,000	48,02,400
59	03-Oct-25	44,400	58,83,000
60	01-Oct-25	24,000	30,04,800
61	30-Sep-25	2,400	3,04,800
62	29-Sep-25	8,400	10,66,800
63	26-Sep-25	21,600	28,30,680
64	25-Sep-25	26,400	35,78,520
65	24-Sep-25	15,600	21,68,400
66	23-Sep-25	21,600	29,92,680
67	22-Sep-25	9,600	13,40,160
68	19-Sep-25	1,02,000	1,43,41,200
69	18-Sep-25	22,800	31,78,320
70	17-Sep-25	39,600	54,66,780
71	16-Sep-25	30,000	40,84,500
72	15-Sep-25	57,600	80,49,600
73	12-Sep-25	46,800	63,64,800
74	11-Sep-25	9,600	12,48,960
75	10-Sep-25	10,800	13,94,820
76	09-Sep-25	3,600	4,61,700



Address: - N-4/232, IRC Village, Nayapalli, Behind Reliance Fresh, Bhubaneswar, Odisha, India-751015
Phone No- 0674-4608180, Mob-9437060997/7008995500, Email id- cma.asutosh@gmail.com/ashutosh_debata@rediffmail.com

CMA. ASUTOSH DEBATA, FCMA, DISA, IP

Registered Valuer

Valuer Registration No-IBBI/RV/05/2019/10544

77	08-Sep-25	8,400	10,75,200
78	05-Sep-25	19,200	24,19,200
79	04-Sep-25	4,800	6,28,800
80	03-Sep-25	57,600	74,64,960
81	02-Sep-25	1,12,800	1,46,64,000
82	01-Sep-25	27,600	36,70,800
83	29-Aug-25	26,800	35,91,200
84	28-Aug-25	15,600	21,84,000
85	26-Aug-25	24,000	33,92,400
86	25-Aug-25	72,000	1,01,34,000
87	22-Aug-25	68,400	94,66,560
88	21-Aug-25	28,800	37,97,280
89	20-Aug-25	14,400	18,08,640
90	19-Aug-25	19,200	24,95,040
Total		33,13,600	49,53,32,240

Volume-Weighted Average Price (VWAP) for 90 Trading Days = Total Turnover / Total Quantity
i.e, **Rs. 149.48**



Address: - N-4/232, IRC Village, Nayapalli, Behind Reliance Fresh, Bhubaneswar, Odisha, India-751015
Phone No- 0674-4608180, Mob-9437060997/7008995500, Email id- cma.asutosh@gmail.com/ashutosh_debata@rediffmail.com

CMA. ASUTOSH DEBATA, FCMA, DISA, IP

Registered Valuer

Valuer Registration No-IBBI/RV/05/2019/10544

B. The 10 trading days' volume weighted average price of Paradeep Parivahan Limited during the 10 trading days preceding the relevant date i.e. January 01, 2026:

Trading Days	Date	Value	Amount (Rs.)
1	31-Dec-25	9,600	15,54,240
2	30-Dec-25	7,200	11,34,000
3	29-Dec-25	19,200	30,53,760
4	26-Dec-25	6,000	9,44,100
5	24-Dec-25	2,400	3,89,280
6	23-Dec-25	10,800	17,92,800
7	22-Dec-25	16,800	27,28,320
8	19-Dec-25	4,800	7,53,600
9	18-Dec-25	21,600	32,42,160
10	16-Dec-25	40,800	61,46,520
Total		1,39,200	2,17,38,780

Volume-Weighted Average Price (VWAP) for 10 Trading Days = Total Turnover / Total Quantity
i.e, Rs. **156.17**

In terms of explanation provided in Regulation 164 of the SEBI(ICDR) Regulations, 2018 (as amended from time to time), the price quoted on Bombay Stock Exchange of India Limited (BSE) has been considered to derive the price in terms of the said regulation as the trading volume is the highest in respect of equity shares of Paradeep Parivahan Limited. The minimum issue price shall not be less than the higher of VWAP for 90 and 10 Trading Days on NSE

VWAP for 90 Trading days: Rs. 149.48

VWAP for 10 Trading days: Rs, 156.17

Applicable Minimum Price (higher of the aforesaid prices): Rs. 156.17

Place: - Bhubaneswar

Date: - January 05, 2026

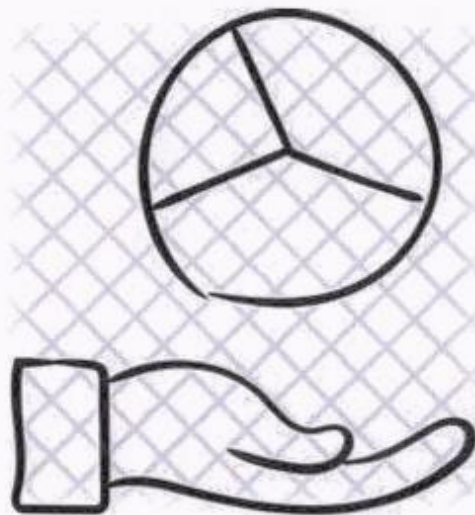


CMA. Asutosh Debata, FCMA, DISA, IP, RV
Registered Valuer (Securities or Financial Assets-IBBI)

ICMAI Membership No. 27820

IBBI Regd. No. IBBI/RV/05/2019/10544

UDIN: 2627820ZZS6D9Z28PP



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