



2024-25

ANNUAL REPORT

ARVIND PORT
AND INFRA
LIMITED





ARVIND PORT AND INFRA LIMITED

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CORPORATE INFORMATION

BOARD OF DIRECTORS

NAME	DIN	DESIGNATION
Mr. Arvind Kantilal Shah	00094647	Chairman cum Managing Director
Mr. Vinit Arvind Shah	00094898	Whole time Director
Mr. Piyush Chimanlal Vora	00296074	Non-Executive Director
Mrs. Parul Arvind Shah	00346068	Non-Executive Director
Mr. Vijay Shamjibhai Dattani	06913999	Non-Executive Director Independent Director
Mr. Vipulchandra Sureshchandra Acharya	07628071	Non-Executive Director Independent Director

KEY MANAGERIAL PERSONNEL

NAME	DESIGNATION
Mr. Hardik Maheshbhai Chavda	Chief Financial Officer
Mr. Hardik Keshavjibhai Kateshiya	Chief Executive Officer
Ms. Richie Dhrumil Vandra [^]	Company Secretary and Compliance Officer
Mrs. Ayushi Deora [*]	Company Secretary and Compliance Officer

[^] resigned w.e.f June 05, 2025. ^{*} Appointed w.e.f. June 18, 2025.

REGISTERED OFFICE

City point 701 to 702, Fifth Floor, Nr. Town Hall, Jamnagar- 361001, Gujarat
Tel No. +91 9913411144;
Email: cs.compliance@arvindportinfra.com
Web: www.arvindportinfra.com

STATUTORY AUDITOR

M/s. Sarvesh Gohil & Associates
Chartered Accountants
(Firm Registration No.: 0156550W)
Office No. 202, Copper Annexy, Near St. Ann's School,
Patel Colony, Street No. 3, Bedi Bunder Road,
Jamnagar-361008, Gujarat
Tel. No.: +91 9723812367
Email Id: sarveshgohil.associates@gmail.com.

REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Private Limited

D-153A, 1st Floor, Okhla Industrial Area Phase-I,
New Delhi – 110020, India.
E-mail: lpo@skylinerta.com.
Tel no. 011-40450193-197

BANKERS TO THE COMPANY

ICICI Bank



COMMITTEES OF BOARD

AUDIT COMMITTEE

Name of Committee Members	DIN	Designation	Nature Of Directorship
Mr. Vipulchandra Sureshchandra Acharya	07628071	Chairperson	Independent Director
Mr. Piyush Chimanlal Vora	00296074	Member	Non-executive Director
Mr. Vijay Shamjibhai Dattani	06913999	Member	Independent Director

STAKEHOLDER'S RELATIONSHIP COMMITTEE

Name of Committee Members	DIN	Designation	Nature of Directorship
Mr. Piyush Chimanlal Vora	00296074	Chairperson	Non-executive Director
Mr. Vipulchandra Sureshchandra Acharya	07628071	Member	Independent Director
Mr. Arvind Kantilal Shah	00094647	Member	Chairman cum Managing Director

NOMINATION AND REMUNERATION COMMITTEE

Name of Committee Members	DIN	Designation	Nature of Directorship
Mr. Vipulchandra Sureshchandra Acharya	07628071	Chairperson	Independent Director
Mr. Vijay Shamjibhai Dattani	06913999	Member	Independent Director
Mrs. Parul Arvind Shah	00346068	Member	Non-Executive Director



Notice of 38th Annual General Meeting

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

Ordinary Business

1. Adoption of Financial Statements:

To receive, consider and adopt;

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

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolution**;

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

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

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

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

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



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Special Business

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

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

“RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for revision in remuneration and perquisites (hereinafter referred to as “remuneration”) payable to Mr. Arvindbhai Kantilal Shah (DIN: 00094647), Chairman cum Managing Director of the Company as set out in the explanatory statement attached hereto, for his existing remaining term until revised further with other terms and conditions remaining unchanged, as per the provisions of the Act and in the best interest of the Company.

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

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

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to enter into relevant agreement with the Director, as required, from time to time and to undertake all such steps, as may be deemed necessary in this matter.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to file the said resolution with the Registrar of Companies and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

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

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

“RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for revision in remuneration and perquisites (hereinafter referred to as “remuneration”) payable to Mr. Vinit Arvind Shah (DIN: 00094898), Whole-time director of the Company as set out in the explanatory statement attached hereto, for his existing remaining term until revised further with other terms and conditions remaining unchanged, as per the provisions of the Act and in the best interest of the Company.

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



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

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to enter into relevant agreement with the Director, as required, from time to time and to undertake all such steps, as may be deemed necessary in this matter.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to file the said resolution with the Registrar of Companies and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

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

Place: Jamnagar
Date: August 18, 2025

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

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



Important Notes

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September
2. 25, 2023 and latest being 09/2024 dated September 19, 2024 (“MCA Circulars”) and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities Exchange Board of India (“SEBI Circular”) prescribing the procedure and manner for conducting AGMs through VC/OAVM without the physical presence of members at a common venue. In terms of the said circulars, the 38th Annual General Meeting (“AGM”) of the Members will be held through VC/OAVM on Saturday, September 13, 2025, at 12:00 P.M. IST. Members can attend and participate in the AGM only through VC/OAVM. The deemed venue of the AGM proceedings shall be the Registered Office of the Company at 701-702, Fifth Floor, City Point, Nr. Town Hall, Jamnagar – 361001, Gujarat, India.
3. The Circulars have dispensed with the requirement of sending the physical copies of the AGM Notice and Annual Report to the shareholders. Accordingly, this Notice, along with the Annual Report for the financial year ended March 31, 2025 (“Annual Report for F.Y. 2024- 25”), is being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the Company/ registrar and share transfer agent (“RTA”)/ depositories/ depository participants (“DP”) as on August 15, 2025. Additionally, as per SEBI Listing Regulations, the Company is also sending a letter to shareholders whose e-mail addresses are not registered with Company/ RTA/ depositories/ DP providing the weblink, including the exact path of Company’s website where the complete details of the Notice and Annual Report for F.Y. 2024-25 is available.
4. Electronic dispatch of Notice and Annual Report in accordance with the MCA General Circular Nos. 20/2020 dated 5th May, 2020 and 10/2022 dated 28th December, 2022 and SEBI Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, the financial statements (including Board’s Report, Auditors’ Report or other documents required to be attached therewith) for the Financial Year ended 31st March 2025 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose email addresses are registered with the Company/ Skyline Financial Services Private Limited or the Depository Participant(s). The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.
5. The Notice has also been uploaded on the website of the Company at www.arvindshipping.com & the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and is also made available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
6. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) and Secretarial Standard-2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting (‘Meeting’ or ‘AGM’) is furnished as Annexure to this Notice.
7. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration



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

9. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto;
10. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”), as revised with effect from April 01, 2024, read with Clarification / Guidance on applicability of Secretarial Standards 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
12. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
14. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide the replies at the Meeting.
15. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual Shareholders holding shares in the physical form. The Shareholders who are desirous of availing this facility, may kindly write to Company’s R&T Agent for nomination form by quoting their folio number.
16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 13, 2025. Members seeking to inspect such documents can send an email to cs.compliance@arvindportinfra.com.
18. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
19. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the MCA Circulars & SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting.
20. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (“e-voting”) facility provided by the NSDL. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by



members holding shares in dematerialized mode is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed M/s. SCS and CO. LLP, Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

21. The e-voting period commences on Wednesday, September 10, 2025 at 09:00 A.M. (IST) and ends on Friday, September 12, 2025 at 05:00 P.M. (IST). During this period, members holding shares in dematerialized form, as on cut-off date, i.e. as on Saturday, September 06, 2025 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolutions on which vote have already been cast.
22. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
23. The Scrutinizer will submit their report to the Chairman of the Company ('the Chairman') or to any other person authorised by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting). The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and will also be displayed on the Company's website.

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

The remote e-voting period begins on Wednesday, September 10, 2025 at 09:00 A.M. (IST) and ends on Friday, September 12, 2025 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. on Saturday, September 06, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, September 06, 2025.

PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:

- i. According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
- ii. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Saturday, September 06, 2025, be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Saturday, September 06, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on Wednesday, September 10, 2025 at 09:00 A.M. (IST) and ends on Friday, September 12, 2025 at 05:00 P.M. (IST). During this period, the members of the Company holding shares as on the Cut-off date i.e. Saturday, September 06, 2025, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- v. Once the vote on resolutions is cast by the member, he/she shall not be allowed to change it subsequently or cast



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the vote again.

- vi. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Saturday, September 06, 2025.
- vii. The Company has appointed M/s. SCS and CO LLP, Practicing Company Secretary, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on Wednesday, September 10, 2025 at 09:00 A.M. (IST) and ends on Friday, September 12, 2025 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, September 06, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being i.e. Saturday, September 06, 2025.

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

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

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM:

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote



	<p>during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="683 443 1219 757" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p>  </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login Type

Helpdesk Details



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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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

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

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



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

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.

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

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

General Guidelines for shareholders:

- 1) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scsandcollp@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 2) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- 3) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.com.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E- VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy



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of Aadhar Card) by email to cs.compliance@arvindportinfra.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs.compliance@arvindportinfra.com
3. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
4. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e- voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 38TH AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the 38th AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 38th AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the 38th AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 38th AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. For ease of conduct, Members who would like to ask questions may send their questions in advance at least seven (7) days before AGM mentioning their name, demat account number/folio number, email id, mobile number at cs.compliance@arvindportinfra.com and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
6. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning



their name demat account number/folio number, email id, mobile number at cs.compliance@arvindportinfra.com the same will be replied by the company suitably.

7. The Scrutinizer shall, immediately after the conclusion of voting at the 38th Annual General Meeting (AGM), unblock the votes cast through remote e-voting and count the same, along with the votes cast at the AGM. Within two working days from the conclusion of the AGM, the Scrutinizer shall prepare and submit a consolidated report on the total votes cast in favour and against each resolution, if any, to the Chairman or to any person duly authorised by him in writing. The Chairman or such authorised person shall countersign the report and declare the results of the voting forthwith. The decision of the Scrutinizer on the validity of the votes shall be final and binding.

The results declared, along with the Scrutinizer's Report, shall be placed on the Company's website at www.arvindshipping.com and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com within two working days of the passing of the resolutions at the AGM. The results shall also be communicated to the stock exchanges where the equity shares of the Company are listed.

CONTACT DETAILS

Company	Address: City point 701 to 702, Fifth Floor, Nr. Town Hall, Jamnagar-361001, Gujarat Tel No. +91 9913411144; Email: cs.compliance@arvindportinfra.com Web: www.arvindportinfra.com
Registrar and Transfer Agent	Skyline Financial Services Private Limited Address: D-153A, 1st Floor, Okhla Industrial Area Phase-I, New Delhi – 110020, India. E-mail: info@skylinerta.com Tel no. 011-40450193-197 Website: www.skylinerta.com
e-Voting Agency & VC / OAVM	Email: evoting@nsdl.co.in NSDL help desk 1800-222-990
Scrutinizer	M/s. SCS & Co. LLP, Ms. Anjali Sangtani (Membership No. 41942; CP No. 23630) Email: scsandcollp@gmail.com ; Mo No: 079-40051702



EXPLANATORY STATEMENT

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

Item No. 03:

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

Mr. Arvind Kantilal Shah, aged 78 years, is the Promoter and Chairman-cum-Managing Director of the Company. He has been associated with the Company since its incorporation on September 01, 1987. Pursuant to the recommendation of the Board at its meeting held on April 03, 2023, and the approval of the shareholders at the Extra-Ordinary General Meeting held on April 05, 2023, he was re-designated as the Chairman-cum-Managing Director of the Company. In view of his having attained the age of 70 years, his appointment was duly approved by the shareholders in compliance with the applicable provisions of the Companies Act, 2013, for a term of five years with effect from April 05, 2023. He is liable to retire by rotation.

On the recommendation of the Nomination and Remuneration Committee of the Company and looking to the contributions made by Mr. Arvindbhai Kantilal Shah (DIN: 00094647) the Board of Directors, in its meeting held on August 18, 2025, has considered to increase the limit of remuneration, i.e. up to Rs. 1.00 Lakh per month w.e.f. April 5, 2026 with such increments as may be decided by the Board from time to time to be paid to Mr. Arvindbhai Kantilal Shah, for his remaining tenure as Chairman cum Managing Director. The other terms and conditions of his appointment, as approved by the Shareholders vide their resolution dated April 05, 2023 shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

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

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. Arvindbhai Kantilal Shah (DIN: 00094647) as Chairman cum Managing Director is now being submitted to the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information:

Nature of Industry: The Company being engaged in the business Chartering of Barges and Hotel and Hospitality Hotel and Hospitality.

Date or expected date of commencement of commercial production: The Commercial Production has been commenced since incorporation of the Company.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

Particulars	(₹ in Lakh)		
	Standalone		Consolidated
	2024-25	2023-24	2024-25
Revenue From Operations	1788.48	1415.12	2,412.76



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

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

Export performance and net foreign exchange: During the year under review, the Company not having export performance and net foreign exchange expenditure.

Foreign Investment and collaborations, if any: No collaborations have been made by the Company with any of foreign entity.

Information about the Director:

Background Details: Mr. Arvind Kantilal Shah brings with him over 50 years of experience in the barge hiring industry, more than 15 years in the construction sector and more than 45 years in the manufacturing and trading of food and vegetation products. His deep industry knowledge and strategic foresight have been pivotal in the Company's growth. He continues to play a crucial role in formulating key business strategies and ensuring their effective implementation. His leadership has been instrumental in driving the Company's vision and policy decisions.

Past Remuneration: Nil

Recognition or awards: Nil

Job Profile and his suitability: He is responsible for managing the Company subject to superintendence, control and direction of the Board of Directors. His experience and knowledge have helped the Company to great extent.

Terms and conditions of Appointment and Remuneration:

Revised Terms and conditions of Remuneration:

He shall be entitled to remuneration up to ₹1,00,000/- (Rupees One Lakh only) per month, inclusive of salary and perquisites. The term "Perquisites" shall have the same meaning as assigned to it under Section 17(2) of the Income-tax Act, 1961.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of Mr. Arvindbhai Kantilal Shah, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Arvindbhai Kantilal Shah (DIN: 00094647), has pecuniary relationship to the extent he is Promoter – Chairman cum Managing Director - Shareholder of the Company, relative of Mrs. Parul Arvind Shah (being Spouse) and Mr. Vinit Arvind Shah (being Father).



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In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of revised remuneration specified above are now being submitted to the Members for their approval. Further, remuneration proposed above shall be valid for the existing remaining term of Mr. Arvindbhai Kantilal Shah (DIN: 00094647), until revised further with other terms and conditions remaining unchanged as per the resolution passed by the shareholders vide their resolution dated April 05, 2023 and the agreement entered into between him and the Company.

The Board of Directors is of the view that the revision in Remuneration payable to Mr. Arvindbhai Kantilal Shah (DIN: 00094647), for the existing remaining term as Chairman cum Managing Director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Arvindbhai Kantilal Shah (DIN: 00094647), himself and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

Item No. 04:

To Approve Payment of Remuneration payable to Mr. Vinit Arvind Shah (DIN: 00094898), Whole-time director of the Company for his remaining term– Special Resolution:

Mr. Vinit Arvind Shah, aged 47 years, is the Promoter and Whole-time Director of the Company. He was initially appointed as Executive Director (Promoter Category) with effect from November 01, 2020. Based on the recommendation of the Board at its meeting held on April 03, 2023, and the approval of the shareholders at the Extra-Ordinary General Meeting held on April 05, 2023, he was re-designated as the Whole-time Director of the Company for a term of five years with effect from April 05, 2023. He is liable to retire by rotation.

On the recommendation of the Nomination and Remuneration Committee of the Company and looking to the contributions made by Mr. Vinit Arvind Shah (DIN: 00094898), the Board of Directors, in its meeting held on August 18, 2025, has considered to increase the limit of remuneration, i.e. up to Rs. 1.00 Lakh per month w.e.f. April 5, 2026 with such increments as may be decided by the Board from time to time to be paid to Mr. Vinit Arvind Shah, for his remaining tenure as Whole Time Director. The other terms and conditions of his appointment, as approved by the Shareholders vide their resolution dated April 05, 2023 shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

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

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. Vinit Arvind Shah (DIN: (DIN: 00094898), as Whole Time Director is now being submitted to the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information:

Nature of Industry: The Company being engaged in the business Chartering of Barges and Hotel and Hospitality Hotel and Hospitality.

Date or expected date of commencement of commercial production: The Commercial Production has been commenced since incorporation of the Company.



In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

(₹ in Lakh)

Particulars	Standalone		Consolidated
	2024-25	2023-24	2024-25
Revenue From Operations	1788.48	1415.12	2,412.76
Other Income	1.31	0.18	2.06
Total Income	1789.79	1415.30	2,414.82
Less: Total Expenses before Depreciation, Finance Cost and Tax	426.49	308.12	409.75
Profit before Depreciation, Finance Cost and Tax	1363.30	1107.18	2,005.07
Less: Depreciation and Amortisation Expense	366.64	259.30	524.06
Less: Finance Cost	64.95	137.04	139.97
Profit Before Exceptional & Extra-Ordinary Item & Tax	931.72	710.84	1,341.04
Add: Exceptional Items	-	-	-
Profit Before Extra-Ordinary Item & Tax	931.72	710.84	1,341.04
Less: Current Tax	144.44	130.18	214.75
Less: Deferred tax Liability (Asset)	78.57	54.10	111.28
Profit after Tax	708.70	526.56	1,015.00

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

Export performance and net foreign exchange: During the year under review, the Company not having export performance and net foreign exchange expenditure.

Foreign Investment and collaborations, if any: No collaborations have been made by the Company with any of foreign entity.

Information about the Director:

Background Details: He holds a Master of Business Administration in International Management from the Monterey Institute of International Studies, completed in 2001. Mr. Vinit Arvind Shah possesses over 15 years of experience in the stevedoring and shipping industry and an equal number of years in the construction sector. His expertise spans cargo handling, port operations, financial management, and operational efficiency. He plays a key role in driving short-term strategic initiatives and managing the business operations in the shipping industry.

Information about the appointee:

Past Remuneration: Nil

Recognition or awards: Nil

Job Profile and his suitability:

He is having experience of more than 15 years in stevedoring and shipping industry as well as 15 years of experience in construction industry. He has experience in cargo handling, port activities, financial functions & operational efficiency, with short term strategy to manage business operation in shipping industry.

Terms and conditions of Appointment and Remuneration:

Revised Terms and conditions of Remuneration:

He shall be entitled to remuneration up to ₹1,00,000/- (Rupees One Lakh only) per month, inclusive of salary and perquisites. The term "Perquisites" shall have the same meaning as assigned to it under Section 17(2) of the Income-tax Act, 1961.



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Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile of Mr. Vinit Arvind Shah, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Vinit Arvind Shah (DIN: (DIN: 00094898), has pecuniary relationship to the extent he is Whole-time director-Shareholder of the Company, relative of Mr. Arvind Kantilal Shah and Mrs. Parul Arvind Shah (Being Son)

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of revised remuneration specified above are now being submitted to the Members for their approval. Further, remuneration proposed above shall be valid for the existing remaining term of Mr. Vinit Arvind Shah (DIN: 00094898), until revised further with other terms and conditions remaining unchanged as per the resolution passed by the shareholders vide their resolution dated April 05, 2023 and the agreement entered into between him and the Company

The Board of Directors is of the view that the revision in Remuneration payable to Mr. Vinit Arvind Shah (DIN: 00094898), for the existing remaining term as Whole-Time director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Vinit Arvind Shah (DIN: 00094898), himself and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

Item No. 05:

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

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

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

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

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

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

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

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



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

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

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

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

Item No. 06:

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

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

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

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

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

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

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



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

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

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

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

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

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

Item No. 07:

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

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

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

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

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

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

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



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

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

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

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

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

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

Item No. 08:

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

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

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

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

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

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



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

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

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

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

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

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

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

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

Place: Jamnagar
Date: August 18, 2025

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

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

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

**Annexure to Notice of 38th Annual General Meeting**

Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-II issued by ICSI for Item No.02, 3 & 4:

Particulars	Details of Director Retiring by Rotation/ Seeking revision in remuneration at the ensuing Annual General Meeting		
Name	Mr. Piyush Chimanlal	Mr. Arvindbhai Kantilal Shah	Mr. Vinit Arvind Shah
DIN	00296074	00094647	00094898
Age	70 Years	79 Years	47 Years
Date of Birth	November 12, 1955	November 07, 1946	January 21, 1978
Nationality	Indian	Indian	Indian
Qualification	He has completed his Bachelor in Law (General) from Saurashtra University in the year 1980 and Degree in Master of Commerce in the year 1980 subsequently he has completed his Bachelor in Law (Special) from Saurashtra University in the year 1989. He has also completed examination for Custom Housing Agent in year 2008.	He has completed Bachelor of Commerce from Gujarat University in the year 1966 and also completed examination for Custom Housing Agent in year 1967.	He has completed his Master of Business Administration in International Management in the year 2001 from Monterey Institute of International Studies.
Experience - Expertise in specific functional areas - Job profile and suitability	He has more than 30 years of experience in manufacturing and dealing of food and vegetation as well as shipping and marine industry	He has over 50 years of experience in Barge Hiring Industry, more than 15 years of experience in construction industry and over 45 years in manufacturing and dealing in food and vegetation. He has been instrumental in taking major policy decisions of the Company and leading it effectively. He plays a vital role in formulating business strategies and ensuring their effective implementation.	He has more than 15 years of experience in stevedoring and shipping, as well as 15 years in the construction industry. He possesses expertise in cargo handling, port activities, financial functions, and operational efficiency, with a focus on short-term strategies to manage business operations in the shipping industry.
No. of Shares held as on March 31, 2025 including shareholding as a Beneficial Owner.	-	66,97,200 Equity Shares	11,26,500 Equity Shares
Terms & Conditions	He was appointed as an Executive Director of the Company w.e.f. April 01, 1998. Subsequently, his designation was changed to Non-Executive Director w.e.f. March 25, 2023.	He was appointed as a director since the incorporation of the company, i.e., since September 01, 1987 and his designation was changed to Chairman cum Managing Director, liable to retire by rotation for a period of 5 (Five) Years w.e.f. April 05, 2023.	He was appointed as Executive Director w.e.f. November 01, 2020 and his designation was changed to Whole Time Director, liable to retire by rotation, w.e.f. April 05, 2023 for a period of 5 (Five) years.



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

*Includes only Audit Committee and Stakeholders' Relationship Committee.

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



ARVIND PORT AND INFRA LIMITED

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irectors' Report

Dear Members,

Your directors are delighted to present the 38th Annual Report along with the Audited Financial Statements of Arvind Port and Infra Limited ("the Company"), for the Financial Year ended on March 31, 2025 ("FY 2024-25/ FY 2025").

Financial Performance

The Audited Financial Statements of your Company as on March 31, 2025, are prepared in accordance with the relevant applicable Accounting Standards ("AS") and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the provisions of the Companies Act, 2013 ("Act").

The summarized financial highlight is depicted below:

Particulars	Standalone		Consolidated
	2024-25	2023-24	2024-25
Revenue From Operations	1788.48	1415.12	2,412.76
Other Income	1.31	0.18	2.06
Total Income	1789.79	1415.30	2,414.82
Less: Total Expenses before Depreciation, Finance Cost and Tax	426.49	308.12	409.75
Profit before Depreciation, Finance Cost and Tax	1363.30	1107.18	2,005.07
Less: Depreciation and Amortisation Expense	366.64	259.30	524.06
Less: Finance Cost	64.95	137.04	139.97
Profit Before Exceptional & Extra-Ordinary Item & Tax	931.72	710.84	1,341.04
Add: Exceptional Items	-	-	-
Profit Before Extra-Ordinary Item & Tax	931.72	710.84	1,341.04
Less: Current Tax	144.44	130.18	214.75
Less: Deferred tax Liability (Asset)	78.57	54.10	111.28
Profit after Tax	708.70	526.56	1,015.00

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

Performance Highlights

Financial Performance on Standalone Basis

The total income of your Company for the year ended March 31, 2025 was **₹1789.79 Lakh** as against the total income of **₹1415.30 Lakh** for the previous year ended March 31, 2024. The Total Income of your company was increased by **26.46%** over previous year. The major increase in total income of your Company is due to increase in the sales (revenue) of Company. The Revenue from Operations has increased about **26.38%** as compared to previous Financial Year 2023-24.

Further, during the financial year 2024-25, the total expenses have increased to **₹858.08 Lakh** from **₹704.46 Lakh** in the previous financial year 2023-24. The Net Profit after Tax for the financial year 2024-25, stood at **₹708.70 Lakh** in comparison to **₹526.56 Lakh** in previous year 2023-24. The net profit of your Company increased about **34.59%** as compared to previous financial year, the major increase in profit is due to increase in total income of your company.



Financial Performance on Consolidated Basis

The Consolidated Financial Statements presented by your Company include the financial result of **Arcadia Logistics Limited (formerly known as Bedi Shipping Limited)**, the Subsidiary Company. During the year under review, the Consolidated total income of your Company was **₹ 2,414.82 Lakh**, The Consolidated Revenue from Operation of your Company was **₹ 2,412.76 Lakh** and your Company has earned a Consolidated Net Profit after Tax of **₹ 1,015.00 Lakh** for the year ended March 31, 2025.

Dividend and Reserves

Dividend

With a view to conserve and save the resources for future prospects of your Company, the Directors have not declared any dividend for the financial year 2024-25.

Pursuant to the provisions of Sections 124 and 125 of the Act, there is no amount of Dividend remaining unclaimed/unpaid for a period of 7 (seven) years and/or unclaimed Equity Shares which are required to be transferred to the Investor Education and Protection Fund (IEPF).

Transfer to General Reserve

During the year, your Company has not apportioned any amount to other reserve. Total amount of net profit is carried to the Reserves & Surplus as shown in the Balance Sheet of the Company.

Company Overview

Your Company was originally incorporated as **Arvind and Company Shipping Agencies Private Limited**, under the Companies Act, 1956, and the Certificate of Incorporation was issued by the Registrar of Companies, Gujarat on **September 1, 1987**.

Pursuant to a resolution passed by the shareholders at the Extra-Ordinary General Meeting held on **March 27, 2023**, the Company was converted into a public limited company, and a fresh Certificate of Incorporation reflecting the change of name as **Arvind and Company Shipping Agencies Limited** was issued on **April 10, 2023**.

Subsequently, with a view to enhancing growth opportunities and accessing capital market your company with the approval of the shareholders and in consultation with the Lead Manager, undertook its Initial Public Offer (IPO) and filed the Prospectus with the Registrar of Companies, Ahmedabad. The IPO was successfully concluded and the equity shares of the Company were listed on the **Emerge Platform of the National Stock Exchange of India Limited (NSE)** on **October 25, 2023**.

Further, to more appropriately reflect the Company's business activities, the name of your Company was changed to **Arvind Port and Infra Limited**, following shareholders' approval at the Extra Ordinary General Meeting held on **October 8, 2024**. The Registrar of Companies, Ahmedabad issuing a new Certificate of Incorporation on **November 8, 2024**.

Your Company is currently engaged in **two core business verticals**:

- a) Shipping and Related Services
- b) Hotel Business

Change in Nature of Business

During the year, the Company has not changed its business or object and continues to be in the same line of business as per the main object of the Company.



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Change in Share Capital

Authorized Share Capital

During the year under review, the following changes were made in the Authorized Share Capital of the Company:

- The Authorized Share Capital of the Company was increased from ₹12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs Only) divided into 1,25,00,000 (One Crore Twenty-Five Lakhs Only) equity shares of ₹10/- (Rupees Ten Only) each, to ₹22,00,00,000 (Rupees Twenty-Two Crores Only) divided into 2,20,00,000 (Two Crore Twenty lakh Only) equity shares of ₹10/- (Rupees Ten Only) each, via an Ordinary Resolution passed by the shareholders of the Company in Extra Ordinary General Meeting held on **October 08, 2024**.

The Authorized Share Capital of your Company as on **March 31, 2025**, is ₹22,00,00,000 (Rupees Twenty-Two Crores Only) divided into 2,20,00,000 (Two Crore Twenty Lakh Only) equity shares of ₹10/- (Rupees Ten Only) each.

Issued, Subscribed & Paid-up Capital

During the year under review, the following changes were made in the Issued, Subscribed & Paid-up Share Capital of the Company:

- Pursuant to the **Preferential issue**, the Board of Directors, approved issuance of 49,27,500 equity shares in their meeting held on Friday, September 13, 2024 and Subsequent to the approval accorded by shareholders by way of Special Resolution passed at the Extra Ordinary General Meeting held on Tuesday, October 08, 2024, the Board of Directors, in their meeting held on **October 21, 2024**, allotted **49,27,500** (Forty-Nine Lakh Twenty-Seven Thousand Five Hundred Only) equity shares of face value of ₹10/- (Rupees Ten Only) each at an issue price of ₹69.00 per equity shares (including premium of ₹59.00/- per equity Shares) aggregating to ₹33,99,97,500/- (Thirty-three Crore Ninety-nine Lacs ninety-seven thousand five hundred only) for cash consideration.
- Pursuant to the issuance of **Fully Convertible Equity Warrants** on a preferential basis, the Board of Directors, in their meeting held on Friday, September 13, 2024, approved the issuance of 39,75,000 (Thirty-Nine Lakh Seventy-Five Thousand only) Fully Convertible Equity Warrants ("Warrants"), each convertible into one fully paid-up equity share of face value ₹10/- (Rupees Ten only) at a price of ₹69.00 per Warrant (including the Warrant Subscription Price and Warrant Exercise Price), payable in cash ("Warrant Issue Price"). Subsequently, the shareholders approved the issuance by way of a **Special Resolution** passed at the Extra-Ordinary General Meeting held on **Tuesday, October 08, 2024**. In accordance with the said approval, the Company **allotted 39,75,000 Warrants on October 21, 2024**, for an aggregate consideration of up to ₹27,42,75,000/- (Rupees Twenty-Seven Crore Forty-Two Lakh Seventy-Five Thousand only), **upon receipt of 25%** of the Issue Price from the allottees (i.e., ₹17.25 per Warrant, being 25% of ₹69.00 per Warrant), aggregating to ₹6,85,68,750/- (Rupees Six Crore Eighty-Five Lakh Sixty-Eight Thousand Seven Hundred Fifty only).
- Further during the financial year under review, the Company received a written notice from Mr. Arvindbhai Kantilal Shah and M/s. Infinity Interiors Private Limited for the conversion of **7,33,000 warrants** into equity shares, out of the 3345000 warrants allotted to them earlier. Against this, the Company **received 75%** of the issue price (₹51.75/- per warrant, being 75% of ₹ 69/- per warrant), amounting to ₹ 3,79,32,750/- (Rupees Three Crore Seventy-Nine Lakh Thirty-Two Thousand Seven Hundred Fifty Only).

Accordingly, the Board of Directors, at its meeting held on **March 15, 2025**, approved the allotment of **7,33,000 equity shares** of ₹10 each upon conversion of the corresponding number of warrants. The details of the allotment are as follows:



Sr. No.	Name of the Warrant Holders	Category	Total no. of warrants held	No. of warrants applied for conversion	No. of Equity Shares allotted	Amount received being 75% of the issue price per warrant	No. of warrants pending for conversion
1.	Arvinbhai Kantilal Shah	Promoter	14,70,000	5,39,000	5,39,000	2,78,93,250	9,31,000
2.	Infinity Interiors Private Limited	Non-Promoter/ Public	18,75,000	1,94,000	1,94,000	1,00,39,500	16,81,000
Total			33,45,000	7,33,000	7,33,000	3,79,32,750	26,12,000

The Issued, Subscribed & Paid-up Share Capital of your Company as on **March 31, 2025**, is **₹17,79,83,000/-** (Rupees Seventeen Crore Seventy-Nine Lakh Eighty-Three Thousand only) divided into **1,77,98,300** (One Crore Seventy-Seven Lakh Ninety-Eight Thousand Three Hundred) Equity Shares of **₹ 10/-** (Rupees Ten Only) each.

Utilization of Funds

Utilization of Funds Raised Through Preferential Issue of Equity Shares

The Company raised ₹33,99,97,500 (Rupees Thirty-Three Crore Ninety-Nine Lakh Ninety-Seven Thousand Five Hundred Only) through Preferential Issue of 49,27,500 Equity Shares of face value of ₹10/- each, for cash, at a price of ₹69/- Per Equity Share (including a share premium of ₹59 per Equity Share) on preferential basis to Non-Promoters/Public approved by board of directors in their board meeting held on October 21, 2024.

The gross proceeds from the Preferential Issue have been allocated and utilized as detailed below:

Original Object	(₹ in Crores)	
	Original Allocation	Funds Utilized till March 31, 2025
The proceeds of the Preferential Issue were utilized for repayment of borrowings of the Company, meeting future funding requirements, Purchase of barges, working capital, acquisition of Subsidiary/associate/joint venture and other general corporate purposes of the Company	₹33.99	₹ 33.99

Further, there is no deviation/variation in the utilization of the gross proceeds raised through Preferential Issue.

Utilization of Funds Raised Through Preferential Issue of Fully Convertible Warrants

The Company raised ₹6,85,68,750 (Rupees Six Crore Eighty-Five Lakh Sixty-Eight Thousand Seven Hundred Fifty Only) through Preferential Issue of 39,75,000 Fully Convertible Warrants into equal number of Equity Shares of ₹10/- each of the Company at an issue price of ₹69/- per warrant (including premium of ₹59/- per warrant) on preferential basis to Promoters & Non-Promoter, approved by board of directors in their board meeting held on October 21, 2024. This amount represents 25% of the issue price (₹17.25 per warrant), based on a total issue price of ₹69 per warrant.

The gross proceeds from the Preferential Issue of Fully Convertible Warrants have been allocated and utilized as detailed below:

Original Object	(₹ in Crores)	
	Original Allocation	Funds Utilized till March 31, 2025
The proceeds of the Preferential Issue were utilized for repayment of borrowings of the Company, meeting future funding requirements, Purchase of barges, working capital, acquisition of Subsidiary/associate/joint venture and other general corporate purposes of the Company.	₹ 6.86	₹ 6.86



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Further, there is no deviation/variation in the utilization of the gross proceeds raised through Preferential Issue of Fully Convertible Warrants.

Utilization of Funds Raised Through Preferential Issue of Equity Shares Upon Conversion of Fully Convertible Warrants

The Company raised ₹ 3,79,32,750 (Rupees Three Crore Seventy-Nine Lakh Thirty-Two Thousand Seven Hundred Fifty Only) through the conversion of 7,33,000 warrants convertible into equity shares under a Preferential Issue by board of directors in their board meeting held on March 15, 2025. This amount represents 75% of the issue price (₹51.75 per warrant), based on a total issue price of ₹69 per warrant.

The gross proceeds from the Preferential Issue of Equity Shares Upon Conversion of Fully Convertible Warrants have been allocated and utilized as detailed below:

(₹ in Crores)			
Original Object	Original Allocation	Funds Utilized till March 31, 2025	Funds Unutilized till March 31, 2025
The proceeds of the Preferential Issue were utilized for repayment of borrowings of the Company, meeting future funding requirements, Purchase of barges, working capital, acquisition of Subsidiary/associate/joint venture and other general corporate purposes of the Company.	₹ 3.7932	₹ 3.7857	₹ 0.0075

Further, there is no deviation/variation in the utilization of the gross proceeds raised through Preferential Issue of Upon Conversion of Fully Convertible Warrants.

Directors and Key Managerial Personnel

Constitution of Board

As on the date of this report, the Board comprises of the following Directors;

Name of Director	Category of Designation	Cum	Date of Appointment at current Term & designation	Total Director Ships in other co. ²	No. of Committee ¹		No. of Shares held as on March 31, 2025
					in which Director is Members	in which Director is Chairman	
Mr. Arvind Kantilal Shah	Chairman	Cum	April 05, 2023	8	1	-	66,97,200
Mr. Vinit Arvind Shah	Whole time Director	time	April 05, 2023	5	-	-	11,26,500
Mr. Piyush Chimanlal Vora	Non- Executive Director		March 25, 2023	6	2	1	-
Mrs. Parul Arvind Shah	Non- Executive Director		March 27, 2023	-	-	-	4,50,600
Mr. Vijay Shamjibhai Dattani	Non- Executive Independent Director		May 05, 2023	-	1	-	-
Mr. Vipulchandra Sureshchandra Acharya	Non- Executive Independent Director		May 05, 2023	2	6	2	-

¹Committee includes Audit Committee and Shareholders' Relationship Committee across all Public Companies including our Company.

²excluding Section 8 Company, struck off Company, Amalgamated Company and LLPs



The composition of Board is in compliance with the requirements of the Companies Act, 2013 (“Act”). Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is exempted from the requirement of having composition of Board as per Regulation 17 of Listing Regulations.

None of the Director of the Company is serving as a Whole-Time Director in any other Listed Company and the number of their directorship is within the limits laid down under section 165 of the Companies Act, 2013.

Information on Directorate

During the financial year under review, there were no changes in the composition of the Board of Directors of your Company. The Board structure remained unchanged, and all Directors continued to hold their respective roles and responsibilities throughout the year, except as detailed below:

a) Retirement by rotation and subsequent re-appointment:

Mr. Piyush Chimanlal Vora (DIN: 00296074), Non-Executive Director of the Company, being the longest-serving director, is liable to retire by rotation at the ensuing Annual General Meeting pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and being eligible have offered himself for re-appointment.

The appropriate business for his re-appointment is being placed before the shareholders of the Company for their approval at the ensuing Annual General Meeting. A brief resume of the Director and other relevant details have been provided in the Notice convening the said meeting.

Key Managerial Personnel

As on the date of this Report, the following individuals are designated as Key Managerial Personnel (“KMPs”) of the Company in accordance with Sections 2(51) and 203 of the Companies Act, 2013:

- Mr. Arvindbhai Kantilal Shah – Chairman cum Managing Director of the Company *w.e.f. April 05, 2023.*
- Mr. Vinit Arvind Shah – Whole time Director of the Company *w.e.f. April 05, 2023.*
- Mr. Hardik Kateshiya– Chief Executive Officer of the Company *w.e.f. March 25, 2023.*
- Mr. Hardik Maheshbhai Chavda– Chief Financial Officer of the Company *w.e.f. March 25, 2023.*
- Ms. Ayushi Aditya Deora– Company Secretary & Compliance Officer of the Company *w.e.f. June 18, 2025.*

During the financial year under review, there were no changes took place in KMPs of your Company. However, changes took place after the closure of the financial year and up to the date of this Report, as furnished below:

- Ms. Richie Dhrumil Vandra, Company Secretary and Compliance Officer, resigned with effect from June 05, 2025.
- Ms. Ayushi Aditya Deora was appointed as the Company Secretary and Compliance Officer with effect from June 18, 2025, in her place.

Disclosure by Directors

The Directors on the Board have submitted notice of interest under Section 184(1) of the Companies Act, 2013 i.e. in Form MBP-1, intimation under Section 164(2) of the Companies Act, 2013 i.e. in Form DIR 8 and declaration as to compliance with the Code of Conduct of the Company.

Independent Directors

In terms of Section 149 of the Companies Act, 2013 and rules made there under, the Company has 2 (Two) Non-Promoter Non-Executive Independent Directors in line with the Act. The Company has received necessary declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149 (6) of the Act. All the Independent Directors have confirmed that they are in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.



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A separate meeting of Independent Directors was held on March 15, 2025 to review the performance of Non-Independent Directors and Board as whole and performance of Chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board.

The terms and conditions of appointment of Independent Directors and Code for Independent Director are incorporated on the website of the Company at:

[//arvindportinfra.com/policies/Terms%20and%20Conditions%20for%20appointment%20of%20Independent%20Director.pdf](http://arvindportinfra.com/policies/Terms%20and%20Conditions%20for%20appointment%20of%20Independent%20Director.pdf)

Board Meetings

The Board of the Company regularly meets to discuss various Business opportunities. Additional Board meetings are convened, as and when required to discuss and decide on various business policies, strategies and other businesses.

During the year under review, Board of Directors of the Company met 10 (Ten) times as on May 20, 2024, May 24, 2024, August 09, 2024, September 13, 2024, October 21, 2024, November 12, 2024, November 14, 2024, December 04, 2024, March 12, 2025, March 15, 2025.

The details of attendance of each Director at the Board Meetings are given below:

Name of Director	Date of Original Appointment	Date of Appointment at current Term	Date of Cessation	Number of Board Meetings Eligible to attend	Number of Board Meetings attended
Mr. Arvind Kantilal Shah	September 01, 1987	April 05, 2023	-	10	10
Mr. Vinit Arvind Shah	November 01, 2020	April 05, 2023	-	10	10
Mr. Piyush Chimanlal Vora	April 01, 1998	March 25, 2023	-	10	10
Mrs. Parul Arvind Shah	March 25, 2023	March 27, 2023	-	10	9
Mr. Vijay Shamjibhai Dattani	April 28, 2023	May 05, 2023	-	10	10
Mr. Vipulchandra Sureshchandra Acharya	April 28, 2023	May 05, 2023	-	10	10

The gap between two consecutive meetings was not more than one hundred and twenty days as provided in section 173 of the Act.

General Meetings

During the year under review, the following General Meetings were held, the details of which are given as under:

Sr. No.	Type of General Meeting	Date of General Meeting
1.	Annual General Meeting	September 10, 2024
2.	Extra Ordinary General Meeting	October 08, 2024

Change in Registered Office

During the financial year under review, there was no change in the Registered Office of your Company. It continues to be located at: 701 to 702, Fifth Floor, City Point, Nr. Town Hall, Jamnagar –Kalavad-361001, Gujarat, India.

Performance Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the following manners;



- The performance of the board was evaluated by the board, after seeking inputs from all the directors, on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc.
- The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.
- The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.
- In addition, the chairman was also evaluated on the key aspects of his role.

Separate meeting of independent directors was held to evaluate the performance of non-independent directors, performance of the board as a whole and performance of the chairman, taking into account the views of executive directors and non-executive directors. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

Directors' Responsibility Statement

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- a) In preparation of annual accounts for the year ended March 31, 2025, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts for the year ended March 31, 2025 on going concern basis.
- e) The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Committees of Board

The Board of Directors, in line with the requirement of the Act, has formed various committees, details of which are given hereunder.

A. Audit Committee

Your Company has formed audit committee in line with the provisions Section 177 of the Companies Act, 2013. Audit Committee meeting is generally held for the purpose of recommending the half yearly and yearly financial result. Additional meetings are held for the purpose of reviewing the specific item included in terms of reference of the Committee.

During the year under review, Audit Committee met 5 (Five) times on May 24, 2024, August 09, 2024, September 13, 2024, November 14, 2024 and March 12, 2025

The composition & attendance of the Audit Committee are as given below:



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Nam of Committee Members	DIN	Category	Designation	Number of meetings during the financial year 2024-25	
				Eligible to attend	Attended
Mr. Vipulchandra Sureshchandra Acharya	07628071	Non-Executive Independent Director	Chairperson	5	5
Mr. Piyush Chimanlal Vora	00296074	Non-Executive Director	Member	5	5
Mr. Vijay Shamjibhai Dattani	06913999	Non-Executive Independent Director	Member	5	5

The Statutory Auditors of the Company are invited in the meeting of the Committee wherever requires. Company Secretary and Chief Financial Officer of the Company are the regular invitee at the Meeting.

Recommendations of Audit Committee, wherever/whenever given, have been accepted by the Board of Directors.

Vigil Mechanism

Your Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior actual or suspected fraud or violation of Company's Code of Conduct.

Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases.

The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the [website of your Company](https://arvindportinfra.com/policies/Vigil%20Mechanism%20(Whistle%20Blower)%20Policy.pdf)

B. Stakeholder's Relationship Committee

Your Company has constituted Stakeholder's Relationship Committee mainly to focus on the redressal of Shareholders'/ Investors' Grievances, if any, like Transfer/Transmission/Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc.

During the year under review, Stakeholder's Relationship Committee met 4 (Four) times on May 24, 2024, August 09, 2024, November 14, 2024 and March 12, 2025.

The composition & attendance of the Stakeholder's Relationship Committee is as given below:

Name of Committee Members	DIN	Category	Designation	Number of meetings during the financial year 2024-25	
				Eligible to Attend	Attended
Mr. Piyush Chimanlal Vora	00296074	Non-Executive Director	Chairperson	4	4
Mr. Vipulchandra Sureshchandra Acharya	07628071	Non-Executive Independent Director	Member	4	4
Mr. Arvind Kantilal Shah	00094647	Chairman cum Managing Director	Member	4	4

Also, during the year, All the complaints received from stakeholders are resolved. Therefore, there are no pending complaints as on March 31, 2025.



The Company Secretary of the company acts as secretary for the Committees & was present in meetings of Stakeholder's Grievance & Relationship Committee held during the year.

C. NOMINATION AND REMUNERATION COMMITTEE:

Your Company has formed Nomination and Remuneration Committee in line with the provisions Section 178 of the Companies Act, 2013.

Nomination and Remuneration Committee meetings are generally held for identifying the persons who are qualified to become Directors and may be appointed in senior management and recommending their appointments and removal and to evaluate the performance of Directors.

During the year under review, Nomination and Remuneration Committee meetings met 2 (Two) times on August 09, 2024 and March 15, 2025.

The composition & attendance of the Nomination and Remuneration Committee is as given below:

Name of Committee Members	DIN	Category	Designation	Number of meetings during the financial year 2024-25	
				Eligible to attend	Attended
Mr. Vipulchandra Sureshchandra Acharya	07628071	Non-Executive Independent Director	Chairperson	2	2
Mr. Vijay Shamjibhai Dattani	06913999	Non-Executive Independent Director	Member	2	2
Mrs. Parul Arvind Shah	00346068	Non-Executive Director	Member	2	2

Nomination And Remuneration Policy

Nomination and Remuneration Policy in your Company is designed to create a high-performance culture. It enables the Company to attract motivated and retained manpower in competitive market, and to harmonize the aspirations of human resources consistent with the goals of the Company. Your Company pays remuneration by way of salary, benefits, perquisites and allowances to its Executive Directors and Key Managerial Personnel. Annual increments are decided by the Nomination and Remuneration Committee within the salary scale approved by the members and are effective from April 1, of each year.

The Nomination and Remuneration Policy, as adopted by the Board of Directors, is placed on the website of your Company <https://arvindportinfra.com/policies/Nomination%20and%20Remuneration%20Policy.pdf>

Remuneration of Director

The details of remuneration paid during the financial year under review to directors of your Company is provided in Form MGT-7 available at website of your Company, i.e. https://arvindportinfra.com/annual_returns.html

Particular of Employees

The ratio of the remuneration of each director to the median of employees' remuneration as per Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as **Annexure- A**.

Further, in terms of Section 136 of the Act, the Annual Report is being sent to the shareholders and others entitled thereto, excluding the said annexure, which is available for inspection by the shareholders at the Registered Office of your Company during business hours on working days of your Company. If any shareholder is interested in obtaining a copy thereof, such shareholder may write to the Company Secretary in this regard.



ARVIND PORT AND INFRA LIMITED

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Information on Subsidiary, Associate and Joint Venture Companies

During the year under review, the following entity was acquired by your Company:

Sr. No.	Name of Company	Category
1.	Arcadia Logistics Limited (formerly known as Bedi Shipping Limited)	Subsidiary [^]

[^] During the year, your Company acquired 75% of the paid-up equity share capital of Arcadia Logistics Limited through a rights issue on December 3, 2024

Pursuant to the provisions of Section 129, 134 and 136 of the Act read with rules made thereunder and Regulation 33 of the SEBI Listing Regulations, your Company has prepared consolidated financial statements of the Company and a separate statement containing the salient features of financial statement of subsidiary in **Form AOC-1**, which is annexed as **Annexure – B** to this Report.

During the year, the Board of Directors reviewed the affairs of the subsidiary. In accordance with Section 129(3) of Companies Act, 2013, Consolidated Financial Statements of your Company and its subsidiary in accordance with the relevant accounting standards have been prepared which forms part of the Annual Report.

Further, Your Company does not have any Associate Companies and Joint Ventures as on March 31, 2025.

The annual financial statements and related detailed information about the subsidiary companies shall be made available to the shareholders of the holding and subsidiary companies seeking such information on all working days during business hours. The financial statements of the subsidiary companies shall also be kept for inspection by any shareholders during working hours at your Company's registered office and that of the respective subsidiary companies concerned. In accordance with Section 136 of the Act, the audited financial statements, including consolidated financial statements and related information of your Company and audited accounts of each of its subsidiaries, are available on website of your Company at https://arvindportinfra.com/results_of_subsidary_company.html.

Material Subsidiaries

As per the materiality criteria defined under Regulation 16 of the SEBI Listing Regulations, **Arcadia Logistics Limited** (formerly Bedi Shipping Limited) qualifies as a *Material Subsidiary* of your Company based on the audited financials for the financial year ended March 31, 2025.

The minutes of Board meetings of the subsidiary, along with details of significant transactions and arrangements entered into by it, are regularly shared with the Board of Directors of your Company on a quarterly basis. The financial statements of the subsidiary are also presented annually to the Audit Committee of the Company. Disclosures related to loans and advances in the nature of loans made to the subsidiary, as required under Regulation 34 of the SEBI Listing Regulations, are provided in the Notes to the Standalone Financial Statements.

Your Company has adopted a Policy on Determining Material Subsidiaries, in accordance with Regulation 16 of the SEBI Listing Regulations, and the same is available on the Company's website at <https://arvindportinfra.com/policies.html>

Transactions With Related Parties

All Related Party Transactions entered into by your Company during the financial year were in the Ordinary Course of Business and carried out on an Arm's Length Basis, in compliance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

During the year under review, certain material related party transactions (i.e., transactions exceeding 10% of the annual consolidated turnover as per the last audited financial statements) were undertaken with Promoters, Directors, Key Managerial Personnel (KMPs), and other related parties. While these transactions were conducted in compliance with statutory requirements, they may potentially be considered as having a conflict of interest with the Company at large. Accordingly, the disclosure of such transactions, as required under Section 134(3)(h) of the Companies Act, 2013, is provided in Form AOC-2, which forms part of this Report and is annexed as **Annexure – C**.



Your Company has a robust internal framework for monitoring and approving related party transactions. A mechanism is in place to obtain prior omnibus approval from the Audit Committee for recurring transactions that are routine in nature and are foreseen. All such transactions entered under omnibus approval are placed before the Audit Committee and the Board of Directors on a quarterly basis for review and noting.

The details of related party transactions for the Financial Year 2024–25 are disclosed in the notes to the standalone and consolidated financial statements, which form an integral part of this Annual Report

The Company's Policy on Related Party Transactions, as approved by the Board of Directors, is available on the Company's website and can be accessed at <https://arvindportinfra.com/policies.html>

Material Changes and Commitment

During the year under review, your Company acquired 75.21% of the paid-up equity share capital of **Arcadia Logistics Limited** (formerly known as Bedi Shipping Limited), a group entity of the Company. The acquisition was made by way of subscription to 29,99,640 equity shares of ₹10 each at an issue price of ₹51 per share (including a premium of ₹41), aggregating to ₹15,29,81,640. This investment was made pursuant to a rights issue approved and allotted by the Board of Directors of Arcadia Logistics Limited at their meeting held on **December 3, 2024**. As a result, Arcadia Logistics Limited became a subsidiary of the Company with effect from the said date.

Further, the Board of Directors, at their meeting held on September 13, 2024, considered and approved the proposal to change the name of the Company to appropriately reflect its business activities. The proposed name change was subsequently approved by the shareholders through a Special Resolution passed at the Extraordinary General Meeting held on October 8, 2024. Pursuant to the change, the Registrar of Companies, Ahmedabad, issued a fresh Certificate of Incorporation on November 8, 2024, reflecting the new name—**Arvind Port and Infra Limited**. Following the approval of the National Stock Exchange of India Limited (NSE), the name and trading symbol of the Company were changed to **Arvind Port and Infra Limited** and **ARVINDPORT**, respectively, with effect from December 9, 2024.

Apart from the aforementioned, there were no other material changes or commitments affecting the financial position of the Company during the financial year under review or till the date of this Report.

Particulars of Loans, Guarantees, Investments & Security

Details of Loans, Guarantees, Investments and Security covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement.

Public Deposit

Your company has not accepted any deposits from the public. Hence, the directives issued by the Reserve Bank of India (RBI) & the Provision of Section 73 to 76 of the Company Act, 2013 or any other relevant provisions of the Act and the Rules there under are not applicable.

Annual Return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2025 is available on the Company's website on https://arvindportinfra.com/annual_returns.html

Sexual Harassment of Women at Workplace:

In line with its commitment to fostering a safe, respectful, and inclusive work environment, your Company has institutionalized the *Anti-Sexual Harassment Initiative (ASHI)* framework to address and prevent incidents of sexual harassment across all its workplaces. Your Company maintains a strict policy of zero tolerance towards any form of harassment and ensures that all complaints are handled with utmost sensitivity, discretion, and fairness.

Your Company has adopted a *Prevention of Sexual Harassment Policy*, which upholds the principles of gender neutrality and confidentiality. An *Internal Complaints Committee (ICC)* has been duly constituted in accordance with the provisions of the *Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013*, to address complaints, if any, in a timely and effective manner.



ARVIND PORT AND INFRA LIMITED

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Details of complaints during the financial year under review are as follows:

- | | |
|---|-------|
| a) number of complaints of sexual harassment received in the year | - NIL |
| b) number of complaints disposed off during the year | - NA |
| c) number of cases pending for more than ninety days | - NA |

The *Policy on Prevention of Sexual Harassment* as approved by the Board of Directors is available on the Company's website at <https://arvindportinfra.com/policies/Anti%20Sexual%20Harassment%20Policy.pdf>

Compliance to the Provisions Relating to the Maternity Benefits Act, 1961

Your Company is in compliance with the provisions of the Maternity Benefit Act, 1961. However, no maternity benefits were claimed by any employee during the financial year under review.

Risk Management

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The primary objective of this mechanism is to proactively minimize the adverse effects of potential risks through timely identification and mitigation measures. The framework operates on the principles of assessing the probability of occurrence and the impact of each risk. A structured process is followed to periodically identify, evaluate, monitor, and manage both business and non-business risks, ensuring informed decision-making and sustainable operations.

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with rule 8 of the Companies (Accounts) Rules, 2014, as amended has been provided in **Annexure-D** to this Report.

Details of Difference Between Amount of the Valuation Done at the Time of One Time Settlement and the Valuation Done While Taking Loan from the Banks or Financial Institutions Along with the Reasons Thereof

There were no such instances of one-time settlement or differing valuations during the year under review.

Compliance with the Provisions of Secretarial Standard 1 and Secretarial Standard 2

The Company has established appropriate systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and confirms that these systems are adequate and operating effectively. During the year under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India, New Delhi.

Internal Financial Control Systems and Their Adequacy

Though certain business risks are inevitable, all efforts are made to minimize the impact of such risks on the operations of the Company. The Company has instituted adequate internal control mechanisms across the board to ensure that business operations are directed towards attaining the stated organizational objectives with optimum utilization of the resources

In addition to these internal control procedures, the Company has implemented a structured internal audit system independently reviewing and reinforcing these control measures, this internal audit is conducted by a reputed firm of Chartered Accountants and is based on an annual internal audit plan, reviewed in consultation with the statutory auditors and the Audit Committee.

M/s. Sarvesh Gohil & Associates, Chartered Accountants (FRN: 156550W), the statutory auditors of the Company, have audited the financial statements included in this annual report and has issued a report annexed as an **Annexure B** to the



Audit Report of the Company on our internal control over financial reporting as defined in section 143 of Companies Act, 2013.

The Audit Committee reviews reports submitted by management, internal auditors, and statutory auditors. Suggestions for improvements are duly considered, and the Committee monitors corrective actions. The Audit Committee also meets the statutory auditors to ascertain their views on the adequacy of internal control systems and keeps the Board of Directors periodically informed on major observations.

Based on its evaluation (as defined in section 177 of Companies Act 2013), our audit committee has concluded that, as of March 31, 2025, our internal financial controls were adequate and operating effectively.

Corporate Governance

Integrity and transparency are core to our corporate governance practices, ensuring continued trust of our stakeholders. Corporate governance at our Company aims at maximizing shareholder value in a legal, ethical, and sustainable manner. Our Board discharges its fiduciary duties in the broadest sense, and our disclosures aim to reflect global best practices in corporate governance.

As our Company is listed on the EMERGE Platform of the National Stock Exchange of India Limited (NSE), and pursuant to Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46, and Para C, D, and E of Schedule V are not applicable to the Company. Hence, the Corporate Governance Report does not form part of this Board's Report. However, the Company remains committed to upholding high standards of corporate governance.

Corporate Social Responsibility (CSR)

In accordance with Section 135(1) of the Companies Act, 2013, the net profit of the Company as on March 31, 2025, exceeded ₹5.00 crore. However, as per Section 135(9) of the Act, where the expenditure under sub-section (5) is less than ₹50.00 lakh, the functions of the CSR Committee are discharged by the Board of Directors. Accordingly, the Company is not required to constitute a separate CSR Committee. The Board has approved the CSR Policy, which is available on the Company's website at:

<https://arvindportinfra.com/policies/Corporate%20Social%20Responsibility%20Policy.pdf>

For the financial year 2024–25, the Company's CSR obligation amounted to ₹8,92,000/-, being 2% of the average net profit of the preceding three financial years. Against this, the Company contributed ₹18,59,400/- towards activities specified under Schedule VII of the Act, primarily for the purpose of promoting education among children. Further, The Chief Financial Officer of the Company has also certified that CSR spends of the Company for financial year 2024–25 have been utilized for the purpose and in the manner as approved by the Board of the Company.

The CSR initiatives and activities undertaken during the year are aligned with the requirements of Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR Policy Statement and the Annual Report on CSR activities for the year ended March 31, 2025, are provided in **Annexure–E** to this Report.

Management Discussion and Analysis Report

In terms of Regulation 34 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, a review of the performance of the Company for the year under review Management Discussion and Analysis Report is presented in a separate section which is annexed to this Report as **Annexure- F**.

Statutory Auditor and Their Report

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with rules made thereunder, M/s. Sarvesh Gohil & Associates, Chartered Accountant, Jamnagar (FRN: 156550W), were appointed as Statutory Auditors of your Company in the 34th Annual General Meeting held on November 30, 2021 to hold office till the conclusion of the 39th Annual General Meeting (AGM) of the company.

The Notes to the financial statements referred in the Auditors Report are self-explanatory and therefore do not call for any comments under Section 134 of the Companies Act, 2013.



ARVIND PORT AND INFRA LIMITED

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The Auditors' Report is enclosed with the financial statements in this Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

Internal Auditor

Pursuant to Section 138 of Companies Act 2013, the Board of Directors of the Company, in their Board Meeting held on Wednesday, March 12, 2025, the company appointed M/s. P. R. Nakum & Associates, Chartered Accountants (FRN: 0147034W), as Internal Auditor of the Company for the Financial Year 2024-25.

Reporting of Fraud

The Statutory Auditors of the Company have not reported any instance of fraud by the Company or on the Company by its officers or employees under Section 143(12) of the Companies Act, 2013 during the year under review.

Maintenance of Cost Record

The provisions relating to the maintenance of cost records as specified under Section 148(1) of the Companies Act, 2013 are not applicable to your Company, as it does not fall within the prescribed class of companies. Accordingly, your Company is not required to maintain such cost records for the financial year under review.

Significant/Material Orders Passed by the Regulators

No significant or material orders have been passed by any regulators, courts, tribunals, statutory or quasi-judicial authorities during the year, which could impact the going concern status of the Company or its future operations. The details of ongoing litigations, if any, pertaining to taxation and other matters are disclosed in the Auditors' Report and the Financial Statements, which form an integral part of this Annual Report.

Corporate Insolvency Resolution Process Initiated Under the Insolvency and Bankruptcy Code, 2016

During the period under review, no application has been made nor has any proceeding been initiated against your Company under the Insolvency and Bankruptcy Code, 2016.

Secretarial Auditor and Their Report

Pursuant to the provisions of Section 204 of the Act read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed M/s. Mittal V. Kothari & Associates, Practicing Company Secretary, Ahmedabad, as the Secretarial Auditor of the company for the financial year 2024-25. The Secretarial Audit Report is annexed herewith as Annexure-G to this Report.

There have been few common annotations reported by the above Secretarial Auditors in their Report with respect to:

Sr. No.	Compliance Requirement (Regulations/ Circulars / Guidelines Including Specific Clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary	Reply by Management
1.	Disclosure under Regulation 30 read with Part A of Schedule III of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, SEBI Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI Circular No.	Delayed disclosure under Regulation 30 regarding Agreements which are binding and not in normal course of business, revision(s)	It was noted that the Company entered into an agreement on June 27, 2024, for the purchase of a Crane Pontoon Barge (Registration No. JMR-0005/Jamnagar) registered with the Mercantile Marine Department, Jamnagar, which was not in the ordinary course of business. The disclosure under Regulation 30 was	The delay was due to inadvertent oversight and lack of awareness of the specified SEBI Circular requirement. The Company has since strengthened its internal compliance processes, imparted regulatory training to the compliance team, and implemented checks to



	SEBI/HO/CFD/CFD-PoD2/CIR/P/2024/185 dated December 31, 2024.		made to the stock exchange on June 28, 2024. As per the timelines prescribed under the applicable SEBI circulars, such disclosures are required to be made within 12 hours of the occurrence of the event. Since the disclosure was made beyond the stipulated timeline, it resulted in a delay in compliance.	ensure timely disclosures in the future.
2.	Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.	Failure to undertake CSR Expenditure for the FY 2023-24	During FY 2023-24, the Company had a CSR obligation of ₹4,23,115.71. As per the disclosures made in the Annual Report for FY 2023-24, the Company had committed to transfer the said amount to the specified funds under Schedule VII of the Companies Act, 2013, within the extended timeline prescribed under Section 135(6), i.e., by September 30, 2024. However, it was observed that the Company failed to transfer the said amount within the stipulated timeline, resulting in non-compliance with the provisions of Section 135.	The Company could not transfer the unspent CSR obligation of FY 2023-24 within the prescribed timeline due to operational constraints and business contingencies. Nevertheless, the Company has undertaken CSR expenditure during the year and contributed excess amounts in FY 2024-25, thereby offsetting the earlier shortfall. The Board reiterates its continued commitment to CSR obligations and confirms that stricter monitoring mechanisms have been instituted to ensure full compliance going forward.

Website

Your Company maintains a fully functional website at <https://arvindportinfra.com>, designed to provide stakeholders with easy access to all relevant and updated information about the Company. The website includes a comprehensive repository of disclosures and documents, such as financial results, shareholding pattern, details of the Board and its committees, corporate policies and codes, business activities, and other updates related to the Company.

All mandatory disclosures required under the Companies Act, 2013, the Companies (Accounts) Rules, 2014, and Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as well as several non-mandatory but investor-relevant details, have been appropriately placed on the website for public access.

Prevention of Insider Trading

Your Company has adopted a *Code of Conduct for Prevention of Insider Trading* in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code aims to regulate, monitor, and report trading in the Company's securities by Directors and designated persons.

The Code mandates pre-clearance for trades in the Company's securities and prohibits dealing in Company shares by designated persons while in possession of unpublished price sensitive information or during the closure of the trading window. The Board of Directors is responsible for overseeing the implementation and enforcement of this Code.



ARVIND PORT AND INFRA LIMITED

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Industrial Relations

During the financial year under review, the industrial relations at all offices and operational locations of your Company remained cordial and harmonious.

General Disclosure

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules, 2014 and other applicable provisions of the Act and Listing regulations, to the extent the transactions took place on those items during the year. Your directors further state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review;

- (i) Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
- (ii) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS;
- (iii) There is no revision in the Board Report or Financial Statement;
- (iv) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future;

Appreciations & Acknowledgement

Your directors place on records their sincere appreciation for the dedication, commitment, and efforts of employees across all levels, which contributed significantly to the Company's performance during the year under review.

The Board also acknowledges the continued support and cooperation received from suppliers, customers, distributors, business associates, and other stakeholders. Your Company views them as partners in growth and strives to maintain enduring and mutually beneficial relationships.

Your directors further extend their gratitude to all Shareholders, Clients, Vendors, Banks, Government Authorities, Regulatory Bodies, and Stock Exchanges for their continued trust and support.

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

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

Place: Jamnagar
Date: August 18, 2025

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

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



Annexure – A

PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rules made there under:

A. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- a) The ratio of remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager to the median remuneration of employees for the Financial Year and the Percentage increase in their remuneration if any, in the Financial Year:

Sr. No.	Name	Designation	Nature of Payment	Ratio against median employee's remuneration	Percentage Increase
1	Mr. Arvindbhai Kantilal Shah	Chairman cum Managing Director	Remuneration ¹	-	-
2	Mr. Vinit Arvind Shah	Whole-time director	Remuneration ¹	-	-
3	Mr. Piyush Chimanlal Vora	Non-Executive Director	Remuneration ¹	-	-
4	Mrs. Parul Arvindbhai Shah	Non-Executive Director	Remuneration ¹	-	-
5	Mr. Vijaykumar Shamjibhai Dattani	Non-Executive Director Independent Director	Sitting Fees	Not Applicable	Not Applicable
6	Mr. Vipulchandra Sureshchandra Acharya	Non-Executive Director Independent Director	Sitting Fees	Not Applicable	Not Applicable
7	Mr. Hardik Maheshbhai Chavda	Chief Financial Officer	Salary ²	-	-
8	Mr. Hardik Keshavjibhai Kateshiya	Chief Executive Officer	Salary ²	-	-
9	Ms. Richie Dhrumil Vandra	Company Secretary and Compliance Officer	Salary	0.10:1	4.32%

¹ During the financial year 2024-25, remuneration to the Directors was NIL, hence, the ratio of remuneration of such directors to median remuneration of employees and increase / decrease in remuneration are not given.

² During the financial year 2024-25, Salary to the Chief Executive Officer and Chief Financial Officer was NIL, hence, the ratio of remuneration of such Key Managerial Personnel to median remuneration of employees and increase / decrease in remuneration are not given.

Note: We have considered only permanent employees of the Company.

- b) **The percentage increase in the median remuneration of employees in the financial year:**

The median remuneration of the employees in current financial year was increased by 23.53% over the previous financial year due to increase in number of employees.

- c) **The number of permanent employees on the rolls of the Company: 6 (Six) Employees**



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- d) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The Average salary of employee was increased by 13.36% due to increase in number of employees in comparison to previous year, whereas the remuneration of the executive directors was also increased during the year and it was within the limit as approved by the shareholders of the Company.

- e) Affirmation that the remuneration is as per the remuneration policy of the company

The Board of Directors of the Company affirmed that remuneration of all the Key Managerial Personnel of the Company is as per the Remuneration Policy of the Company.

- f) During the financial year, there was no employee employed throughout the financial year or part of the financial year who was in receipt of remuneration in the aggregate of not less than ₹ 8.50 Lacs per month or ₹ 1.02 Crore per financial year.

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

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

Place: Jamnagar
Date: August 18, 2025

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

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



Annexure – B

FORM NO. AOC-1

[Pursuant to First Proviso to Sub-Section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014]

Statement Containing Salient Features of the Financial Statement of Subsidiaries or Associate Companies or Joint Ventures:

PART-A: SUBSIDIARIES

(Information in respect of subsidiary presented with amounts in ₹ Lakhs)

Sr. No.	Particulars	Details of Subsidiaries
1.	Name of the subsidiary	Arcadia Logistics Limited (Formerly Known as Bedi Shipping Limited)
2.	The date since when subsidiary was acquired	December 04, 2024
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01-04-2024 to 31-03-2025
4.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Not Applicable
5.	Share capital	399.95
6.	Reserves & surplus	1,950.90
7.	Total assets	3,456.68
8.	Total Liabilities	1,105.83
9.	Investments	-
10.	Turnover	687.23
11.	Profit before taxation	409.32
12.	Provision for taxation	-
13.	Profit after taxation	306.30
14.	Proposed Dividend	-
15.	% of shareholding	75.21%

Registered office:
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Opp. Town Hall, Jamnagar - 361001,
Gujarat

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

Place: Jamnagar
Date: August 18, 2025

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

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



ARVIND PORT AND INFRA LIMITED

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Annexure – C

FORM NO. AOC-2

Particulars of Contracts/Arrangements Made with Related Parties

(Pursuant to Section 134(3) (h) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Forms for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

A. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into by your Company during the financial year ended on March 31, 2025, which were not at arm's length basis.

B. Details of material contracts or arrangement or transactions at arm's length basis:

Sr. No	Name of Related Parties	Nature of Relation	Nature of Transaction with related parties	Duration of the Contracts/ Arrangements or transactions including the value, if any	Salient terms of the contracts or arrangements including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
1.	Arcadia Shipping and Trading Company	Entity in Which Directors are Interested	sales transactions as the companies mutually decides	FY 2024-25	Amount paid during the year ₹ 394.88 Lakhs	May 20, 2024	NA

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

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

Place: Jamnagar
Date: August 18, 2025

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

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



Annexure – D

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION,
FOREIGN EXCHANGE EARNINGS AND OUTGO**

(Pursuant to Section 134 (3) (m) of the Companies Act, 2013 & and rules made there under)

A. Conservation of Energy –

- i. **The steps taken or impact on conservation of energy:** Your Company ensures that the operations are conducted in the manner whereby optimum utilization and maximum possible saving of energy is achieved.
- ii. **The steps taken by the Company for utilizing alternate sources of energy:** No alternate source has been adopted.
- iii. **The capital investment on energy conservation equipment:** No specific investment has been made in reduction in energy consumption.

B. Technology Absorption –

- i. **The effort made towards technology absorption:** Not Applicable.
- ii. **The benefit derived like product improvement, cost reduction, product development or import substitution:** Not Applicable.
- iii. **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):** Not Applicable.
 - a) **The details of technology imported:** Nil
 - b) **The year of import:** Not Applicable.
 - c) **Whether the technology has been fully absorbed:** Not Applicable.
 - d) **If not fully absorbed, areas where absorption has not taken place, and the reasons thereof:** Not Applicable.
 - e) **The expenditure incurred on Research and Development:** Nil

C. Foreign Exchange Earnings & Expenditure –

Sr. No.	Particulars	F.Y. 2024-25	F.Y. 2023-24
i.	Foreign Exchange Earnings	NIL	NIL
ii.	Details of Foreign Exchange Expenditure:	NIL	NIL

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

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

Place: Jamnagar
Date: August 20, 2025

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

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



ARVIND PORT AND INFRA LIMITED

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Annexure – E

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY

[Pursuant to clause (o) of Sub-Section 3 of Section 134 of the Act, Section 135 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended]

1. A Brief outline of the Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR Policy and Projects or programmes:

The Company believes that its longevity and success are rooted in operating in harmony with the community and society at large. Corporate Social Responsibility (CSR) is viewed as a way of conducting business responsibly, and the Company is committed to carrying out its operations in a socially responsible and sustainable manner. The objective of the CSR Policy is to integrate good corporate governance, sustainable wealth creation, corporate philanthropy, and advocacy for community development. All CSR projects undertaken by the Company are in line with the broad framework prescribed under Schedule VII of the Companies Act, 2013. The CSR Policy of the Company, formulated in compliance with the provisions of the Act, is available on the Company's website at <https://arvindportinfra.com/policies/Corporate%20Social%20Responsibility%20Policy.pdf>

2. The Composition of CSR Committee as at March 31, 2025:

As per Section 135(9) of the Companies Act, 2013, if the amount required to be spent by a company under sub-section (5) is ₹ 50 lakh or less in a financial year, the requirement to constitute a Corporate Social Responsibility (CSR) Committee under sub-section (1) shall not apply. In such cases, the CSR functions prescribed under this section shall be carried out by the Board of Directors Accordingly, the company is not required to constitute a CSR Committee.

3. Web Link of the Website of the Company for ~~Composition of CSR Committee, CSR Policy and CSR Projects~~ Approved by the Board:

<https://arvindportinfra.com/policies/Corporate%20Social%20Responsibility%20Policy.pdf>

4. Details of Impact Assessment of CSR Projects Carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, If Applicable.

Not Applicable for the financial year under review.

5.

a) Average net profit of the Company for last three financial years	₹4,45,76,000/-
b) Two percent of average net profit of the company as per sub-section (5) of section 135	₹ 8,92,000/-
c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years.	Nil
d) Amount required to be set-off for the financial year, if any.	Nil
e) Total CSR obligation for the financial year (5(b)+5(c)-5(d))	₹ 8,92,000/-

6.

a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)	₹ 8,92,000/-
b) Amount spent in administrative overheads.	Nil
c) Amount spent on Impact Assessment, if applicable	Nil
d) Total amount spent for the Financial Year (6(a)+6(b)+6(c))	₹ 8,92,000/-
e) CSR amount spent or unspent for the financial year:	



Total Amount Spent for the Financial Year (In ₹)	Amount Unspent (for FY 2024-25) (in ₹)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135 (5)		
	Amount	Date of Transfer	Name of Fund	Amount	Date of Transfer
₹18,59,400/-	NIL*				

f) Excess amount for set-off, if any:

Sr. No.	Particulars	Amount (in ₹)
(1)	(2)	(3)
i.	Two percent of average net profit of the company as per sub-section (5) of section 135	₹8,92,000/-
ii.	Total amount spent for the Financial Year	₹18,59,400/-
iii.	Excess amount spent for the Financial Year ((ii)-(i))	₹9,67,400/-
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
v.	Amount available for set off in succeeding Financial Years ((iii)-(iv))	₹9,67,400/-

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years*:

1	2	3	4	5	6		7	8
Sr. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1.	2023-24	-	₹ 4,23,000*	-	Not transferred*		₹ 4,23,000*	The Company could not transfer the unspent CSR obligation of FY 2023-24 within the prescribed timeline due to operational constraints and business contingencies. Nevertheless, the Company has undertaken CSR expenditure during the year and contributed excess amounts in FY 2024-25, thereby offsetting the earlier shortfall.



ARVIND PORT AND INFRA LIMITED

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8. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Not Applicable

Sr. No.	Short particulars of the property or asset(s)	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
	[including complete address and location of the property]						
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
Not Applicable							

9. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per Section 135(5) (During the year i.e. FY 2024-25): Not Applicable

**Note: During the financial year 2023-24, the Company was unable to fully meet its CSR obligation. In accordance with the provisions of Section 135 of the Companies Act, 2013, the unspent CSR amount was required to be transferred to the specified funds under Schedule VII within six months from the end of the financial year, i.e., on or before September 30, 2024. However, due to operational constraints and business contingencies, the Company could not transfer the said amount within the prescribed timeline, which resulted in a failure to comply with the CSR provisions for FY 2023-24. Notwithstanding this, the Company has undertaken CSR expenditure during the year and has further contributed excess amounts towards CSR activities in the subsequent year, thereby compensating for the earlier shortfall. The Board assures its continued commitment to CSR initiatives and confirms that necessary measures are being put in place to ensure strict compliance with the CSR requirements going forward.*

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

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

Place: Jamnagar
Date: August 18, 2025

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

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



MANAGEMENT AND DISCUSSION ANALYSIS REPORT

Economic Overview

Global Economy

The global economy is at a critical juncture. Signs of stabilization were emerging through much of 2024, after a prolonged and challenging period of unprecedented shocks. Inflation, down from multidecade highs, followed a gradual though bumpy decline toward central bank targets. Labor markets normalized, with unemployment and vacancy rates returning to pre-pandemic levels. However, major policy shifts are resetting the global trade system and giving rise to uncertainty that is once again testing the resilience of the global economy. Since February 2024, the United States has announced multiple waves of tariffs against trading partners, some of which have invoked countermeasures.

Global economic growth is expected to reach 3.3% in 2025 and remain at the same level in 2026, as per the IMF's *World Economic Outlook Update* released in January 2025. These projections reflect an improved performance outlook for the United States—driven by resilient domestic demand—alongside steady activity in several major emerging market and developing economies. The 2025 growth estimate is unchanged from the IMF's October 2024 forecast.

Despite this stable projection, the growth outlook for 2025–26 remains below the historical average of 3.7% recorded between 2000 and 2019. This continued moderation in global growth reflects the impact of tight monetary policies aimed at anchoring inflation, reduced fiscal support amid elevated public debt levels, and persistent productivity challenges. Inflation is easing across most regions, supported by the resolution of supply-side bottlenecks and the lagged effects of earlier monetary tightening. Global headline inflation is projected to decline to 4.2% in 2025 and to 3.5% in 2026, although the pace of disinflation may vary by region, with tariff-related price pressures posing a risk in advanced economies.

Source: *IMF World Economic Outlook Update – January 2025*

Indian Economy Outlook

India's economy continues to grow at a steady and confident pace, standing out as the fastest-growing major economy in the world. Gross Domestic Product (GDP) is a measure of size and health of the economy. It is the total value of all the goods and services produced within a country. In 2024–25, real GDP growth was estimated at 6.5 per cent, and the Reserve Bank of India expects the same rate to continue in 2025–26. This performance comes at a time when the global economy faces uncertainty, making India's steady momentum all the more significant. Inflation in India has eased sharply, offering relief to both households and businesses. In May 2025, the year-on-year inflation rate based on the Consumer Price Index (CPI) stood at 2.82 per cent. This marks the lowest level since February 2019.

India's capital markets are booming, and the confidence is visible. They have become a powerful engine for economic growth by turning household savings into investments. Despite global tensions and domestic uncertainties, the stock market maintained strong performance by December 2024. It outperformed many other emerging economies, showing how investors, both local and global, trust India's growth story.

Retail participation has risen sharply. The number of retail investors jumped from 4.9 crore in 2019 to 13.2 crore by the end of 2024. This increase shows a growing public interest in equity markets and a belief in the country's long-term potential. More people now see the stock market as a way to build wealth, not just for large companies but for ordinary citizens too.

Source: *PIB Press Release – Indian Economy and Markets Overview*



ARVIND PORT AND INFRA LIMITED

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Industry Structure and Developments

Shipping and Related Services

The barge transportation market, a key component of shipping and related services, is expected to continue its upward trajectory, fueled by the sustained growth of international trade. As per a report by Research and Markets, the market is projected to expand from USD 135.99 billion in 2024 to USD 142.62 billion in 2025, registering a compound annual growth rate (CAGR) of 4.9%. This growth is attributed to ongoing infrastructure enhancements, increasing demand for bulk cargo movement, environmental benefits of inland water transport, and the drive for supply chain efficiency. Barges, known for their cost-effectiveness and capacity to transport heavy goods over long distances, are becoming an essential mode of logistics worldwide. It is important to note that while these figures represent forecasted short-term growth, the broader potential of the sector depends on continued investment in maritime infrastructure and policy support for sustainable freight solutions.

Source: Research and Markets – Barge Transportation Market Report

Hotel Business

The tourism and hospitality sector—including hotels, restaurants, and travel services—is widely recognized as a key driver of socioeconomic development and a significant source of foreign exchange earnings. India, being one of the world's leading travel destinations, has witnessed this sector evolve into a major contributor to the services economy, supported by ongoing infrastructure development and policy initiatives. According to the India Brand Equity Foundation (IBEF), the industry is expected to grow steadily over the coming decades. While the Government of India has set an ambitious long-term target for the hospitality sector to directly contribute INR 2,60,52,000 crore (USD 3 trillion) to GDP by 2047 under its “Amrit Kaal” vision, near-term projections are more conservative; for instance, the World Travel & Tourism Council (WTTC) estimates the sector could reach over USD 512 billion by 2028. This illustrates a clear distinction between the aspirational long-term target and realistic medium-term forecasts, both of which highlight the sector's growth potential.

Source: India Brand Equity Foundation (IBEF) – Tourism and Hospitality Industry

Government Initiatives

Shipping and Related Services

India has long possessed a vast network of navigable inland waterways, yet inland water transport (IWT) has remained significantly underutilized, accounting for only around 2% of the total freight movement in the country. To unlock this untapped potential, the Government of India has undertaken major initiatives to promote barge-based cargo movement. The flagship Jal Marg Vikas Project (JMVP), implemented by the Inland Waterways Authority of India (IWAI), focuses on enhancing the navigability of National Waterway-1 (NW-1), a 1,390 km stretch along the Ganga-Bhagirathi-Hooghly River system between Varanasi and Haldia. Supported by a World Bank loan, the project includes construction of multi-modal terminals, navigational locks, fairway development, and river information systems to facilitate smooth cargo movement. As a result of these efforts, cargo traffic on NW-1 has seen steady growth, crossing 13.17 million metric tonnes in FY 2022–23 and continuing to rise. To further incentivize usage of IWT, the government launched the Jalvahak Scheme in December 2024, offering up to 35% reimbursement of operating costs for long-haul cargo movements exceeding 300 km on specified national waterways, including through the Indo-Bangladesh Protocol route. This scheme aims to significantly boost the modal share of IWT to 5% by 2030 and 10–12% by 2047, aligning with India's broader Maritime Amrit Kaal Vision 2047. These initiatives not only promote sustainable logistics but also reduce congestion and carbon emissions associated with road and rail transport.

Source: PIB India – Jal Marg Vikas Project, PIB – Jalvahak Scheme Launch, Maritime Amrit Kaal Vision 2047 – IBEF, IWAI Annual Report 2022-23 – Cargo data

Hotel Business (Tourism & Hospitality)

Under the Union Budget 2025-26, the Government of India has significantly ramped up support for the tourism and hospitality sector, recognizing its role in job creation, state-level development, and economic growth. A total allocation of ₹2,541.06 crore has been made to the Ministry of Tourism—covering infrastructure development, destination



marketing, skill training, and visa facilitation. Of this, ₹60 crore is earmarked specifically for hospitality-related skilling, including training through Institutes of Hospitality Management. The budget also outlines the development of 50 top tourist destinations in collaboration with state governments under a “challenge route mode”, backed by ₹3,295.8 crore in interest-free state capital assistance, and continued implementation of Swadesh Darshan 2.0 with ₹793.2 crore spread over 34 approved projects. To further boost tourism infrastructure, hotels in these designated destinations have been

granted infrastructure industry status, unlocking access to priority financing and external commercial borrowings (ECBs). Streamlined e-visa facilities, visa fee waivers for select tourist groups, promotion of religious and medical tourism under “Heal in India”, and access to MUDRA loans for homestays are also part of the broader push to expand inclusive and sustainable tourism. Additionally, under notable thematic circuits like the Buddhist and heritage routes, projects such as the Bodhi Gaya Meditation Centre (₹165.4 crore) and the Akhanda Godavari Cultural Hub (₹94.4 crore) have been launched under Swadesh Darshan 2.0 and PRASAD schemes. These initiatives illustrate an integrated approach—combining state partnership, skill development, infrastructure status, and targeted financing—to strengthen tourism's role in India's growth trajectory.

Source: IBEF – Tourism and Hospitality Industry Report, PIB India – Union Budget 2025–26 Highlights, Ministry of Tourism – Annual Report and Swadesh Darshan 2.0 Updates

Our Business

Your Company has been a trusted name in marine logistics and infrastructure support services since its incorporation in 1987. Starting with a modest foundation as a Shipping and Forwarding Agent, the Company has gradually transformed into a multi-vertical enterprise with operations spanning across maritime logistics and hospitality.

Over the decades, your Company has continuously evolved, responding proactively to shifts in industry dynamics and emerging business opportunities. Today, the Company stands as a forward-looking, professionally managed enterprise with a balanced mix of traditional strength and strategic diversification.

Shipping and Related Services

Shipping and barge chartering services form the cornerstone of the Company's operations. With decades of experience and a keen understanding of maritime logistics, the Company offers end-to-end solutions in the domain of barge chartering for commercial and industrial purposes.



Our barge chartering services are primarily availed by construction and infrastructure companies engaged in large-scale projects requiring efficient transport of heavy construction materials—such as sand, cement, steel, aggregates—and heavy equipment across inland and coastal waterways. We also facilitate the movement of personnel to and from sites that are accessible only via water, offering clients a cost-effective and operationally feasible alternative to conventional land-based logistics.

To support the growth of this vertical, the Company has invested in a growing fleet of barges, including:

- “Arcadia Sumeru” acquired in FY 2021
- “KB-26” and “KB-32” acquired in FY 2022
- “KB-28” and “Arcadia Minica” acquired in FY 2023

These assets significantly enhance our cargo-carrying capacity and ensure service continuity, flexibility, and reliability to our clientele. With a strong operational base in Gujarat and proximity to key maritime routes, we continue to build long-standing relationships with government agencies, EPC contractors, and private clients.

Looking ahead, your Company plans to expand its barge fleet and operational scale further to tap into the growing opportunities in inland water transport, coastal shipping, and port-linked infrastructure development.



ARVIND PORT AND INFRA LIMITED

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Hotel Business (Tourism & Hospitality)

In alignment with its long-term diversification strategy and to leverage regional growth opportunities, Your Company has expanded into the hospitality sector, which now functions as a dedicated business vertical.

The foray began with Hotel Millennium Plaza, a property that generated stable rental income for many years and later became part of the Company's operational hospitality portfolio. In recent years, this vertical has been further strengthened with the commissioning of Hotel 999, located in the vicinity of Jamnagar—an area with increasing commercial and industrial activity, supported by major oil & gas, refinery, and infrastructure projects.

Our hotels cater to a wide range of clientele, including corporate travelers, industrial contractors, and tourists. Equipped with modern amenities and a customer-centric service approach, these properties offer quality accommodation and related hospitality services, contributing meaningfully to the Company's revenue mix.

The hospitality business now operates as a dedicated vertical, complementing the Company's shipping operations by providing an additional and stable revenue stream. Going forward, the Company is exploring opportunities to develop or acquire more hospitality assets in strategic locations across Gujarat and potentially in other states, subject to market feasibility and capital availability.

Your Company's dual-sector presence in Shipping and Hospitality positions it uniquely to benefit from both industrial infrastructure growth and service sector demand. This diversification provides strategic resilience, enabling Your Company to mitigate sector-specific risks while leveraging synergistic opportunities.

With a commitment to excellence, strong promoter backing, and an experienced management team, Your Company remains focused on sustainable growth, enhanced stakeholder value, and disciplined execution of its long-term strategic vision.

Segment-Wise or Product-Wise Performance

Following is an overview of our business verticals:

Shipping and Related Services

Under this vertical, our company charters out barges to customers tailored for their needs. We provide services such as stevedoring, cargo handling, ship agency work, dredging, underwater trenching, underwater rock breaking, port constructions, port maintenance and other marine works to various port construction companies, our company primarily is a provider of barge rental services, offering a reliable and cost-effective solution for transporting cargo via inland waterways.

Our work orders for barges are inclusive of transportation charges for towing the barges to the location, as specified by the clients. The tenure for work contract depends on the requirements of the clients, ranging from six months to eighteen months. Once the tenure for a work contract is over, the barges are towed back to the original location to park in the yard. Alternatively, it is parked in the yard of nearby vicinity, depending upon the schedule of the next work contract. Barges are low maintenance equipment; we carry out maintenance activities on the barge during the period when the barges are parked in the yard.





Hotel Business (Tourism & Hospitality)

Under our Hospitality business vertical, our portfolio of hotels consists of 2 hotels namely “Hotel Millennium Plaza” and “Hotel 999”, situated in Jamnagar City of Gujarat. “Hotel Millennium Plaza” has 72 rooms and Hotel “Hotel 999” has 72 rooms. “Hotel Millennium Plaza” near Jamnagar, Gujarat is operated by our company since year 2021. It is spread over an area of 5882.17 Square meters The accommodation consists of 72 guest rooms ensuring comfort and luxury. “Hotel 999” is yet to commence its commercial operations.

The hotels are located within the nearby vicinity of Jamnagar-Khambhadiya highway. This area consists of one of the largest Petroleum refineries in India, fetching us better visibility and customer footfalls. The majority of the revenue, under this vertical, is derived from walk-in guests. We manage the stay and hospitality related operations of both the hotels, for which the company has dedicated staff on its payroll, whereas the food and restaurant operations are outsourced to third party contractors

Segment Wise Revenue Bifurcation

The revenue generated by your Company from its core business segments is summarized below:

Sr. No.	Particulars	Half year Ended			Year Ended	
		31.03.2025	30.09.2024	31.03.2024	31.03.2025	31.03.2024
		Audited	Unaudited	Audited	Audited	Audited
1	Barge hire	762.56	637.73	640.43	1,400.29	1,201.27
2	Hotel	238.13	150.07	168.20	388.20	213.85
3	Unallocated	1.20	0.11	0.18	1.31	0.18
Total		1,001.89	787.91	808.81	1,789.79	1,415.30

Opportunities and Threats

Your Company operates within the dynamic and evolving landscape of **the shipping and hospitality industries**. These sectors, while offering strong potential for growth and innovation, also encounter a range of external challenges that influence operational performance and strategic direction.

Opportunities

- **Technological Advancements**

The increasing adoption of automation, artificial intelligence, Internet of Things (IoT), and data analytics is transforming operational models. These technologies are enhancing safety, improving fleet efficiency, and optimizing cost structures in the shipping business, while enabling seamless guest experiences and operational efficiencies in hospitality.

- **Strategic Business Diversification**

Expanding into new geographical markets, introducing integrated logistics services, and offering tailored customer solutions are enabling the Company to strengthen its revenue streams. In hospitality, the development of regionally targeted offerings and digital booking platforms enhances market reach.

- **Growth in E-commerce and Logistics Demand**

The continued expansion of e-commerce has resulted in increased demand for timely, reliable, and cost-effective shipping and logistics services, particularly in last-mile delivery and regional distribution.

- **Rise in Domestic Tourism**

The growth of domestic travel, supported by improved infrastructure and government-led tourism initiatives, is creating opportunities for hospitality expansion, especially in Tier II and III cities and industrial clusters



ARVIND PORT AND INFRA LIMITED

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- **Focus on Sustainability and Eco-Friendly Practices**

The growing emphasis on sustainability, both regulatory and consumer-driven, has led to the adoption of cleaner fuels, energy-efficient operations, and environmentally conscious construction practices. This provides scope for long-term cost savings and improved brand reputation in both core verticals.

Threats and Challenges

- **Escalating Operational Costs**

Volatility in fuel prices, increased manpower costs, and heightened maintenance expenses are putting pressure on profit margins in both business verticals.

- **Supply Chain and Global Disruptions**

Disruptions caused by geopolitical tensions, trade restrictions, or natural calamities can impact timely availability of materials, crew movement, and guest supplies, thereby affecting service delivery and profitability.

- **Cybersecurity and Data Protection Risks**

With increasing digitization, the risk of cyber threats, data breaches, and system downtime has risen. This poses a significant threat to operational continuity, customer trust, and regulatory compliance.

- **Market Competition and Price Pressure**

The entry of new market players and expansion by existing companies in both the shipping and hospitality domains has intensified competition, leading to pricing pressures and the need for continuous innovation.

- **Impact of Climate Change and Environmental Factors**

Unpredictable weather patterns, sea-level rise, and extreme climate events can disrupt marine operations, delay charters, and adversely impact hotel occupancy and operations.

Financial Performance and Review of Operations

Particulars	(₹ in Lakh)		
	Standalone		Consolidated
	2024-25	2023-24	2024-25
Revenue From Operations	1788.48	1415.12	2,412.76
Other Income	1.31	0.18	2.06
Total Income	1789.79	1415.30	2,414.82
Less: Total Expenses before Depreciation, Finance Cost and Tax	426.49	308.12	409.75
Profit before Depreciation, Finance Cost and Tax	1363.30	1107.18	2,005.07
Less: Depreciation and Amortisation Expense	366.64	259.30	524.06
Less: Finance Cost	64.95	137.04	139.97
Profit Before Exceptional & Extra-Ordinary Item & Tax	931.72	710.84	1,341.04
Add: Exceptional Items	-	-	-
Profit Before Extra-Ordinary Item & Tax	931.72	710.84	1,341.04
Less: Current Tax	144.44	130.18	214.75
Less: Deferred tax Liability (Asset)	78.57	54.10	111.28
Profit after Tax	708.70	526.56	1,015.00

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



Outlook

Your Company, established in 1987, began its journey as a shipping and forwarding services provider and has since evolved into a diversified enterprise with a strong presence in both **barge chartering** and **hospitality**. This transformation has been driven by deep industry insight, adaptability, and an opportunity-focused business strategy.

The **barge chartering** division primarily caters to construction and infrastructure companies, providing tailored solutions for the efficient transportation of heavy equipment, construction materials, and personnel to and from project sites accessible via inland and coastal waterways. This segment has witnessed steady growth, in line with the Government of India's increased investment in infrastructure and emphasis on inland waterway development as a sustainable transport alternative.

Simultaneously, the **hospitality segment** is anchored by strategically located hotels in and around **Jamnagar, Gujarat**, serving both business and leisure travelers. The segment benefits from Jamnagar's status as a major industrial and commercial hub, the resurgence of domestic tourism post-pandemic, and the rise in intra-state corporate travel.

The macroeconomic outlook remains positive across both sectors. India's ongoing infrastructure build-out and the growing focus on multimodal logistics, including barge-based cargo movement, offer strong long-term growth prospects for our shipping business. Meanwhile, the hospitality sector is witnessing a robust recovery, supported by rising disposable incomes, improved regional connectivity, and increasing preference for domestic travel experiences.

Looking ahead, your Company remains committed to consolidating and expanding its market position through:

- **Continued investment** in barge fleet expansion and hotel infrastructure upgrades,
- **Enhancement of human capital** through training and operational excellence,
- **Exploration of strategic partnerships, alliances, or acquisitions** to diversify service offerings,
- **Implementation of technology-driven efficiencies** across both verticals.

Our integrated approach, leveraging operational synergies between both sectors, provides a strong foundation for long-term value creation. While we remain optimistic about growth, your Company continues to actively monitor potential external risks including fuel price volatility, climate-related disruptions, and regulatory changes. Proactive measures have been instituted to strengthen our internal controls, disaster preparedness, and risk management frameworks.

Your Company is well-positioned to capitalize on the evolving landscape, with a dual-sector focus that enhances resilience and underpins sustainable performance in the years to come.

Internal Financial Control Systems and Their Adequacy

Your Company has instituted a robust and comprehensive framework of internal financial controls that is commensurate with the nature, scale, and complexity of its operations. This framework is designed to provide reasonable assurance regarding the reliability of financial reporting, the safeguarding of assets, the prevention and detection of frauds and errors, and the compliance with applicable laws, regulations, and internal policies.

The internal financial control systems are integrated with the Company's business processes and are continuously monitored and upgraded in line with changing business needs and evolving regulatory requirements. These controls ensure orderly and efficient conduct of operations, including adherence to management policies, accurate recording of transactions, and timely preparation of reliable financial statements.

The Company's internal auditors, appointed by the Board, carry out periodic assessments of key controls and processes across various functions. Their findings and recommendations are reported to the Audit Committee, which actively oversees the implementation of corrective measures and improvements.

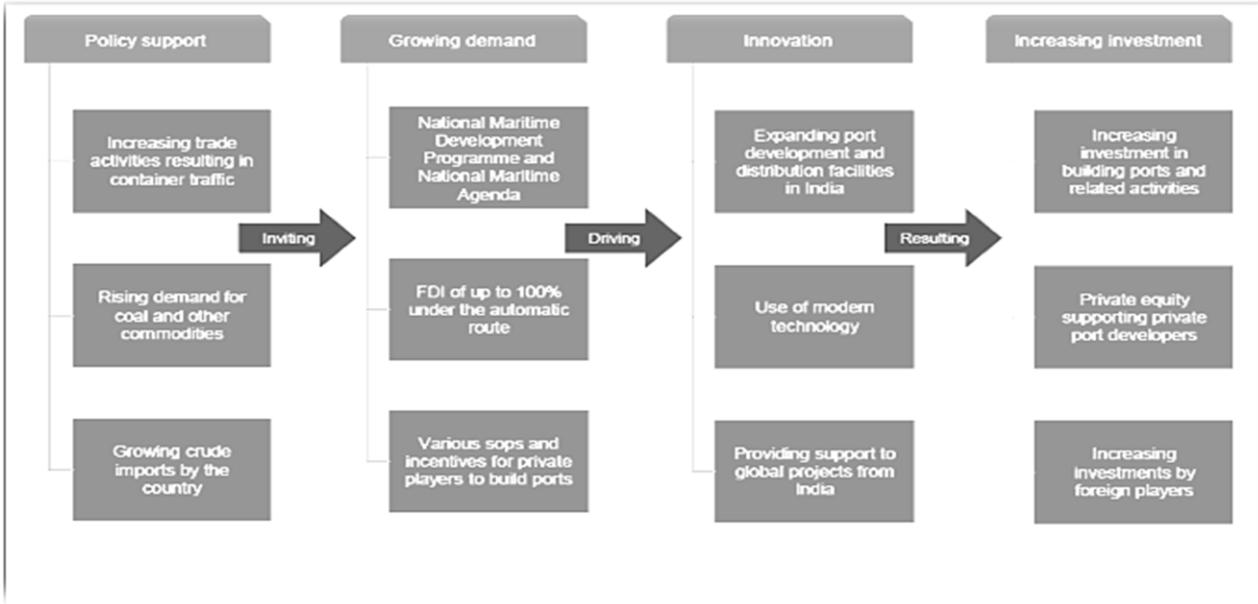
Further, the Audit Committee reviews the adequacy and effectiveness of the internal control environment and the risk management systems at regular intervals, ensuring that identified gaps, if any, are addressed promptly and effectively. Your Company continues to strengthen its internal financial control mechanisms through adoption of best practices, use of technology, and periodic training of employees, thereby reinforcing accountability and transparency across all levels of operations.



ARVIND PORT AND INFRA LIMITED

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Based on the internal audit evaluations and reviews carried out by the management and the Audit Committee during the year under review, no significant deficiencies or material weaknesses in the design or operation of internal financial controls were observed. The Board is of the opinion that the Company has in place adequate internal financial controls with reference to its financial statements.



Material Developments in Human Resources / Industrial Relations

Your Company strongly believes that its employees are its most valuable asset and the cornerstone of its sustained growth. A key focus area continues to be the development of a performance-oriented, competency-driven culture built on the pillars of accountability, transparency, and continuous improvement.

During the year under review, your Company undertook several human resource initiatives aimed at enhancing organizational effectiveness and workforce capability. These included structured training programs, both in-house and external, designed to strengthen domain expertise, develop leadership skills, and promote cross-functional efficiency. Employees at all levels were encouraged to participate in workshops and sessions aligned with industry trends, regulatory changes, and operational best practices.

The Company has also implemented employee engagement measures that foster a collaborative and motivated work environment. Regular performance reviews, open communication channels, and recognitions of high-performing employees are among the many steps taken to cultivate a high-performance culture and ensure alignment with business objectives.

As on March 31, 2025, the Company had a total of six (6) full-time employees. Despite operating with a lean workforce, the Company continues to maintain operational agility and functional accountability through streamlined systems and clear role definitions.

Industrial relations during the financial year remained cordial and harmonious. The management remains committed to maintaining a positive and productive work environment built on mutual respect and cooperation.

Going forward, the Company aims to further strengthen its human capital through strategic talent acquisition, upskilling initiatives, and succession planning to support its growth aspirations.

**Key Financial Ratios**

Ratio	Figures as at 31.03.2025	Figures as at 31.03.2024	% Change From Last Year	Explanation for Change in Ratio (for more than 25% in comparison with last year)
Current Ratio (in times)	3.99	1.00	298.97	Current ratio has improved drastically on account of pay off of liabilities and increase in current assets which is due to increase in Net Profit & issue of fresh capital that reduced the liabilities of the company.
Debt-Equity Ratio (in times)	0.00	0.42	-99.34	DE ratio of the company has improved on account of (i) issue of fresh public equity through Preferential issue & increase in net profit resulting in shareholder's equity (ii) reduction in debt due to payment of term loan, pay off of other liability resulting in decrease in debt.
Debt Service Coverage Ratio (in times)	(13.32)	(0.24)	5547.97	Debt service coverage ratio has improved from 0.24 in previous year to -13.32 in the current period on account of increase in fund available for repayment of Term Loan because of increase in Net Profit as well as Cash profit.
Return on Equity Ratio (in times)	0.13	0.28	-52.72	Though the Net Profit of the company has exhibited positive trend, the return on equity has decreased on account of increase in shareholder's fund, as in current year company has made preferential issue and issued convertible warrants resulting into higher shareholders equity.
Inventory Turnover Ratio (in times)	-	-	-	-
Trade Receivables Turnover Ratio (in times)	2.10	3.33	-36.93	Trade receivable turnover ratio has decreased for the current period, as sales has increased more in comparison to receivables, as receivables are not recovered within credit limits hence ratio varies.
Trade Payables Turnover Ratio (in times)	1.44	1.67	-13.94	Trade payable turnover ratio has reduced due to increase in turnover resulting in increase in consumables and also due to availability of credit from supplier to the company.
Net Capital Turnover Ratio (in %)	0.31	0.51	-38.65	The Net capital turnover ratio has slightly decreased. Though the turnover has increased during the year, the capital employed has also increased due to increase in capital by public issue of equity share capital resulting in decrease in Net capital turnover ratio.
Net Profit Ratio (in %)	39.63	37.21	6.50	Net Profit ratio of the company for the current period has Increased mainly on account of increase in in sales and decrease in finance cost
Return on Capital Employed (in %)	0.18	0.31	-42.94	Though the earnings before interest & tax have improved, ROC has decreased on account of increase in capital. The capital



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				base of the company has increased by issue of public offer of equity shares.
Return on Investment	-	-	-	-

Cautionary Statement

This report contains forward-looking statements that reflect your Company's current views and future expectations in accordance with applicable laws and regulations. These statements relate to the Company's strategic objectives, business prospects, plans, projections, estimates, and anticipated financial performance. They are based on certain assumptions and expectations of future events which are inherently subject to risks and uncertainties.

Such forward-looking statements involve known and unknown risks, uncertainties, and other factors—both external and internal—that could cause actual results, performance, or achievements to differ materially from those expressed or

implied in these statements. These may include, but are not limited to, changes in regulatory environment, economic developments, market conditions, interest rates, raw material prices, exchange rate fluctuations, or other factors beyond the Company's control.

Your Company does not undertake any obligation to publicly update or revise any forward-looking statements in light of future events, developments, or new information, except as may be required by applicable law. Readers are advised not to place undue reliance on these statements and to exercise caution in interpreting them.

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

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

Place: Jamnagar
Date: August 18, 2025


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

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



SECRETARIAL AUDIT REPORT

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED March 31, 2025
[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Arvind Port & Infra Limited
(CIN: L61200GJ1987PLC009944)
701 to 702, Fifth Floor, City Point, Nr. Town Hall,
Jamnagar, Kalavad- 361001, Gujarat, India.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Arvind Port & Infra Limited. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that, in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and any amendments thereof (hereinafter collectively referred to as the "the Act") and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder including amendment thereof;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder including amendment thereof;
- (iv) Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and circulars/ guidelines/Amendments issued there under;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/ guidelines/Amendments issued there under;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and circulars/ guidelines/Amendments issued there under;
 - d) The SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('SEBI LODR') and circulars/ guidelines/Amendments issued there under;
 - e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (vi) Revised Secretarial Standards issued by the Institute of Company Secretaries of India.



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I further report that, as the Company is primarily engaged in the chartering business and the hotel and hospitality sector, I have relied on the representations made by the Company and its officers regarding the systems in place, as confirmed by the management.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with following Acts, Laws and Regulations applicable specifically to the Company:

1. Handling of Cargo in Customs Area Regulations, 2009
2. The Indian Carriage of Goods by Sea Act, 1925
3. Fatal Accidents Act, 1855
4. Inland Vessel Act, 1917
5. The Coasting Vessels Act, 1838
6. The Merchant Shipping Act, 1958
7. Merchant Shipping Bill, 2020
8. The Food Safety and Standards Act, 2006
9. Registration of Tourist Trade Act
10. Prevention of Food Adulteration Act, 1954

I have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for compliances of the said laws.

During the year under review, the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above read with circulars, notifications and amended rules, regulations, standards etc. issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India and such regulatory authorities for such acts, rules, regulations, standards etc. as may be applicable, from time to time issued for compliances, have been complied by the Company above except:

Sr. No.	Compliance Requirement (Regulations/ Circulars / Guidelines Including Specific Clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Disclosure under Regulation 30 read with Part A of Schedule III of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, SEBI Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD2/CIR/P/2024/185 dated December 31, 2024.	Delayed disclosure under Regulation 30 regarding Agreements which are binding and not in normal course of business, revision(s)	It was noted that the Company entered into an agreement on June 27, 2024, for the purchase of a Crane Pontoon Barge (Registration No. JMR-0005/Jamnagar) registered with the Mercantile Marine Department, Jamnagar, which was not in the ordinary course of business. The disclosure under Regulation 30 was made to the stock exchange on June 28, 2024. As per the timelines prescribed under the applicable SEBI circulars, such disclosures are required to be made within 12 hours of the occurrence of the event. Since the disclosure was made beyond the stipulated timeline, it resulted in a delay in compliance.
2.	Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.	Failure to undertake CSR Expenditure for the FY 2023-24	During FY 2023-24, the Company had a CSR obligation of ₹4,23,115.71. As per the disclosures made in the Annual Report for FY 2023-24, the Company had committed to transfer the said amount to the specified funds under Schedule VII of the Companies Act, 2013, within the extended timeline prescribed under Section 135(6), i.e., by September 30, 2024. However, it was observed that the Company failed to transfer the said amount within the stipulated timeline, resulting in non-compliance with the provisions of Section 135.



I further report that –

- Few ROC forms have been filed delayed with additional fees by the company for the financial year 2024-25.
- Further, during the year under review, the Company initially utilised the software provided by Purva Share Registry India Pvt. Ltd. for maintaining System Driven Disclosures (SDD) under the SEBI (Prohibition of Insider Trading) Regulations, 2015. Owing to technical issues, the software became corrupted, resulting in data loss. Consequently, on January 17, 2025, the Company migrated to the software of Orion Legal Supplies and re-entered the available data for the period from October 1, 2024 to January 16, 2025. The SDD report for the half-year ended September 30, 2024, as generated from the earlier system, was retained and relied upon. For the second half of the financial year, a software audit was conducted for entries up to March 31, 2025. I have relied on the certification from the management that the entries re-entered in the new software were originally made in a timely manner in the previous system. Based on my verification, I am of the opinion that the SDD mechanism can be maintained and utilised more efficiently and effectively to meet the intended spirit of compliance under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

During the Period under review, provisions of the following Acts, Rules, Regulations, Guidelines, Standards, are not applicable to the Company:

- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021,
- The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021,
- Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021,
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018,
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - the Company is not registered as Registrar to an Issue & Share Transfer Agent. However, the Company has appointed Skyline Financial Services Private Limited as Registrar & Share Transfer Agent as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings;

I further report that –

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. There were no changes in the composition of the Board of Directors during the year under review.

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Since none of the members have communicated dissenting views in the matters / agenda proposed from time to time for consideration of the Board and Committees thereof, during the year under the report, hence were not required to be captured and recorded as part of the minutes.

I further report that-

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

1. The Authorised Share Capital of the Company was increased from ₹12,50,00,000 (Rupees Twelve Crore Fifty Lakh Only), divided into 1,25,00,000 (One Crore Twenty-Five Lakh) equity shares of ₹10 (Rupees Ten Only) each, to ₹22,00,00,000 (Rupees Twenty-Two Crore Only), divided into 2,20,00,000 (Two Crore Twenty Lakh) equity shares of ₹10 (Rupees Ten Only) each, pursuant to an Ordinary Resolution passed by the shareholders at the Extraordinary General Meeting (“EGM”) held on October 8, 2024.



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- The Board of Directors, in its meeting held on September 13, 2024, approved the issuance of 49,27,500 equity shares. Subsequently, pursuant to the Special Resolution passed by the shareholders at the EGM held on October 8, 2024, the Board, at its meeting held on October 21, 2024, allotted 49,27,500 (Forty-Nine Lakh Twenty-Seven Thousand Five Hundred) equity shares of face value ₹10 (Rupees Ten Only) each at an issue price of ₹69 (Rupees Sixty-Nine Only) per share (including a premium of ₹59 per share), aggregating to ₹33,99,97,500 (Rupees Thirty-Three Crore Ninety-Nine Lakh Ninety-Seven Thousand Five Hundred Only) for cash consideration.
- At the EGM held on October 8, 2024, the shareholders passed a Special Resolution authorising the Company to create, issue, offer, and allot up to 39,75,000 (Thirty-Nine Lakh Seventy-Five Thousand) convertible warrants, each convertible into one fully paid-up equity share of ₹10 (Rupees Ten Only) at a price of ₹69 (Rupees Sixty-Nine Only) per warrant (comprising ₹10 face value and ₹59 premium). The warrants are convertible, at the option of the warrant holder, in one or more tranches within eighteen (18) months from the date of allotment, subject to payment of the 75% balance amount due on the warrants. The total consideration for the said warrants will not exceed ₹27,42,75,000 (Rupees Twenty-Seven Crore Forty-Two Lakh Seventy-Five Thousand Only) on a preferential basis to promoters/promoter group/public category shareholders.
- The Company received a written notice from Mr. Arvindbhai Kantilal Shah and M/s. Infinity Interiors Private Limited for the conversion of 7,33,000 warrants into equity shares, out of the 3345000 warrants allotted to them earlier. Against this, the Company received 75% of the issue price (₹51.75/- per warrant, being 75% of ₹ 69/- per warrant), amounting to ₹ 3,79,32,750/-. Accordingly, the Board of Directors, at their meeting held on March 15, 2025, approved the allotment of 7,33,000 equity shares of ₹10 each upon conversion of the corresponding number of warrants.
- The Company acquired 75.21% of the paid-up equity share capital of Arcadia Logistics Limited (formerly known as Bedi Shipping Limited), a group entity, by subscribing to 29,99,640 equity shares of ₹10 each at an issue price of ₹51 per share (including a premium of ₹41), aggregating to ₹15,29,81,640 (Rupees Fifteen Crore Twenty-Nine Lakh Eighty-One Thousand Six Hundred Forty Only). This investment was made pursuant to a rights issue approved and allotted by the Board of Directors of Arcadia Logistics Limited at its meeting held on December 3, 2024. Consequently, Arcadia Logistics Limited became a subsidiary of the Company with effect from the said date.
- The Board, at its meeting held on September 13, 2024, approved a proposal to change the name of the Company to better reflect its business activities. The proposal was subsequently approved by the shareholders through a Special Resolution passed at the EGM held on October 8, 2024. Pursuant to the change, the Registrar of Companies, Ahmedabad, issued a fresh Certificate of Incorporation on November 8, 2024, reflecting the new name Arvind Port and Infra Limited. The National Stock Exchange of India Limited (NSE) thereafter approved the change, and with effect from December 9, 2024, the name and trading symbol of the Company were changed to Arvind Port and Infra Limited and ARVINDPORT, respectively.

For, Mittal V. Kothari & Associates
Practicing Company Secretary

Sd/-

Mittal V. Kothari
Sole Proprietor

ACS No.: A46731 COP No.: 17202
UDIN: A046731G001028096

Date: August 18, 2025
Place: Ahmedabad

Note: This Report is to be read with my letter of above date which is annexed as Annexure I and forms an integral part of this report.

**Annexure I**

To,
The Members,
Arvind Port & Infra Limited
(CIN: L61200GJ1987PLC009944)
701 to 702, Fifth Floor, City Point, Nr. Town Hall,
Jamnagar, Kalavad- 361001, Gujarat, India.

My Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done based on the records and documents provided to me, on test basis, to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, Mittal V. Kothari & Associates
Practicing Company Secretary

Sd/-
Mittal V. Kothari
Sole Proprietor
ACS No.: A46731 COP No.: 17202
UDIN: A046731G001028096

Date: August 18, 2025
Place: Ahmedabad



ARVIND PORT AND INFRA LIMITED

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INDEPENDENT AUDITOR'S REPORT

AUDIT REPORT

To the Share Holders of
Arvind Port and Infra Limited
(Formerly Known as Arvind and Company Shipping Agencies Limited)

Report on the Consolidated Financial Statements

Opinion:

We have audited the accompanying financial statements of Arvind Port and Infra Limited, (Formerly known as Arvind and Company Shipping Agencies Limited) (herein after referred to as “the Holding company”) and its subsidiary Arcadia Logistics Limited (herein after referred to as subsidiary company and the holding and subsidiary company together referred as “the group”) which comprise the Consolidated Balance Sheet as at **31st March, 2025**, and the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the ‘Act’) in the manner so required and give a true and fair view in conformity with the accounting standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. There are no Key Audit Matters Reportable as per SA 701 issued by ICAI

Information Other than the Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, but does not include the financial statements and our auditor’s report thereon. These reports are expected to be made available to us after the date of our auditor’s report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.



When we read the other information included in the above reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.

Management's Responsibility for the Financial Statements

Management is responsible for the matters stated in section 134(5) of the Companies Act, 2013("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including accounting standards referred to in section 133 of the Act, as applicable.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements, or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



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- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "Annexure A", a statement on the matter specified in the paragraph 3 and 4 of the Order is applicable to us.
2. As required under provisions of section 143(3) of the Companies Act, 2013, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet and Statement of Profit and Loss dealt with this report are in agreement with the books of account.
 - d. In our opinion, the aforesaid Financial Statement complies with the Accounting Standards specified under Section 133 of Act, read with relevant rule issued thereunder.
 - e. On the basis of written representations received from the directors as on March 31, 2025, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the company and operating effectiveness of such controls, referred to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g. With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - (a) The Company does not have any pending litigations as at 31st March 2025 on its financial position in its financial statement,
 - (b) The Company did not have any long-term and derivative contracts as at March 31, 2025.
 - (c) There has been no delay in transferring amounts, require to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2025.



- h.
- a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
 - b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on the audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement
- i. The Group Company has not paid or declared any dividends during the year and hence, the provisions of Section 123 of the Act are not applicable to the Company.
- j. Based on our examination, which included test checks, the company has used accounting software for maintaining books of account for the financial ended march 31, 2025 which has a feature of recording audit trail (audit log) facility and the same has operated throughout the year for all related transaction recorded in the software. Further during the course of our audit, we did not come across any instance of the audit trail feature being tampered with.
- As provision to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reposting under Rule 11(g) of the Companies (Audit & Auditors) Rules,2014 on preservation of audit trail as per the statutory requirements for record retention has been fulfilled for the financial year ended March 31, 2025.
- k. With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of section 197(16) of the act, as amended: in our opinion and to the best of our information and according to the explanations given to us. No remuneration has been paid by the company to its directors during the year.

For M/s. Sarvesh Gohil & Associates,
Chartered Accountants

Sd/-
Krupa Solanki
Partner
M. No. 168290

Place: Jamnagar
Date: May 29, 2025

FRN: 0156550W
UDIN: 25168290BMIEGW7177



ARVIND PORT AND INFRA LIMITED

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Annexure “A” to the Auditors’ Report

In terms of the information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state as under:

- (xxi) In our opinion and according to the information and explanation given to us, the companies (Auditor Report) Order 2020 of the holding company did not include any unfavorable answers or qualifications or adverse remarks for following subsidiary.

Name	CIN	Relation
Arcadia Logistics Limited (Formerly Known as Bedi Shipping Limited)	U35110GJ1990PLC014586	Subsidiary

For M/s. Sarvesh Gohil & Associates,
Chartered Accountants

Sd/-
Krupa Solanki
Partner
M. No. 168290

Place: Jamnagar
Date: May 29, 2025

FRN: 0156550W
UDIN: 25168290BMIEGW7177



Annexure “B” to Auditor’s Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

Opinion

We have audited the internal financial controls over financial reporting of **Arvind Port and Infra Limited**, (Formerly known as Arvind and Company Shipping Agencies Limited) ('the holding Company') and its subsidiary (together referred to as the group) as of 31st March, 2025 in conjunction with our audit of the consolidated financial statements of the group Company for the year ended on that date.

In our opinion, the group of Company have, in all material respects, an adequate internal financial controls with reference to the consolidated Financial Statements and such internal financial controls were operating effectively as at 31 March, 2025 based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“the Guidance Note”).

Management’s Responsibility for Internal Financial Controls

The management of the group companies are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the group of Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:



ARVIND PORT AND INFRA LIMITED

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(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statement.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For M/s. Sarvesh Gohil & Associates,
Chartered Accountants**

**Sd/-
Krupa Solanki
Partner
M. No. 168290**

**Place: Jamnagar
Date: May 29, 2025**

**FRN: 0156550W
UDIN: 25168290BMIEGW7177**



ARVIND PORT AND INFRA LIMITED

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CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2025

(₹ In Lakhs)

Particulars	Note No.	As At 31 st March 2025*	As At 31 st March 2024
I. EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share capital	2	1,779.83	-
(b) Reserves and surplus	3	6,205.16	-
(c) Money Received Against Share Warrant	4	81.05	-
(d) Minority Interest	5	583.73	-
2 Non-Current Liabilities			
(a) Long-term Borrowings	6	728.23	-
(b) Deferred Tax Liabilities		333.47	-
(c) Long-term Provisions		-	-
(d) Other Long-term Liabilities		-	-
2 Current Liabilities			
(a) Short-term borrowings	7	73.17	-
(b) Trade payables	8		
- Due to Micro and Small Enterprises			
- Due to Others		224.77	-
(c) Other Current Liabilities	9	21.84	-
(d) Short Term Provisions	10	238.60	-
TOTAL		10,269.81	
II. ASSETS			
1 Non-Current Assets			
(a) Property, Plant and Equipment			
(i) Tangible assets	11	7,096.17	-
(ii) Intangible Assets			
(iii) Work In Progress		92.53	-
(iv) Intangible Assets under development			
(b) Non-Current Investment	12	933.96	-
(c) Long-term Loans and Advances	13	20.45	-
(d) Other Non-Current Assets		-	-
2 Current Assets			
(a) Current Investments			
(b) Inventories			
(c) Trade Receivables	14	1,560.22	-
(d) Cash and cash equivalents	15	292.43	-
(e) Short-term Loans and advances	16	274.09	-
(f) Other Current Assets			
TOTAL		10,269.86	

Accounting Policies & Notes on Accounts

1

As per our Report on Even date attached

Note: * The Consolidated Financial Statement have become applicable to the Company from the F.Y. 2024-25 Hence the Figures for FY 2023-24 are Not Applicable

For Sarvesh Gohil & Associates

Chartered Accountant

Sd/-

Krupa Solanki

Partner

M. No. 168290

FRN No. 0156550W

UDIN: 25168290BMIEGW7177

Place: Jamnagar

Date: May 29, 2025

For Arvind Port and Infra Limited

Sd/-

Arvind K. Shah

DIN:00094647

Chairman Cum Managing Director

Sd/-

Hardik Kateshiya

CEO

Sd/-

Vinit A. Shah

DIN:00094898

Whole Time Director

Sd/-

Sd/-

Hardik M Chavda

CFO

Richie D Vandra

CS





CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST, MARCH 2025

(₹ In Lakhs)

Particulars		Note No.	For the year ended 31 March 2025*	For the year ended 31 March 2024
I.	Revenue from operations	17	2,412.75	-
II	Other Income	18	2.06	-
III.	Total Income		2,414.81	-
IV	Expenses:			
	Employee Benefit Expenses	19	30.97	-
	Finance Costs	20	139.97	-
	Depreciation & Amortization	21	524.06	-
	Other expenses	22	378.77	-
	Total expenses		1,073.77	-
V	Profit before Exceptional Item		1,341.04	-
VI	Exceptional item		-	-
VII	Profit before extraordinary items and tax (V - VI)		-	-
VIII	Extraordinary items		-	-
IX	Profit before tax		1,341.04	-
X	Tax expense:			
	(1) Current tax		214.75	-
	(2) Deferred tax		111.28	-
	(3) MAT Credit Entitlement		-	-
XI	Profit (Loss) for the period		1,015.00	-
XII	Earnings per equity share:			
	(1) Basic		7.03	-
	(2) Diluted		7.03	-

Accounting Policies & Notes on Accounts
As per our Report on Even date attached

1

Note: * The Consolidated Financial Statement have become applicable to the Company from the F.Y. 2024-25 Hence the Figures for FY 2023-24 are Not Applicable

For Sarvesh Gohil & Associates
Chartered Accountant
Sd/-

Krupa Solanki
Partner
M. No. 168290
FRN No. 0156550W
UDIN: 25168290BMIEGW7177
Place: Jamnagar
Date: May 29, 2025

For Arvind Port and Infra Limited

Sd/-
Arvind K. Shah
DIN:00094647
Chairman Cum Managing Director

Sd/-
Vinit A. Shah
DIN:00094898
Whole Time Director

Sd/-
Hardik Kateshiya
CEO

Sd/-
Hardik M Chavda
CFO

Sd/-
Richie D Vandra
CS



ARVIND PORT AND INFRA LIMITED

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CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2025

(₹ In Lakhs)

Sr. No.	Particulars	F.Y. 2024-2025*		F.Y. 2023-2024	
		Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)
A.	Cash flow from Operating Activities	-	-	-	-
	Net Profit Before tax as per Statement of Profit & Loss		1,341.04		-
	Adjustments for:				
	Depreciation & Amortisation Exp.	524.06		-	-
	Finance Cost	139.97		-	-
	Income Tax Write off Reserves & Surplus	(18.60)	645.43	-	-
	Operating Profit before working capital changes		1,986.47		-
	Changes in Working Capital				
	Trade receivable	(961.35)		-	
	Other Loans and advances receivable	50.62		-	
	Trade Payables	(96.51)		-	
	Other Current Liabilities and other assets	(56.78)		-	
	Short term Provisions	90.77		-	-
			(973.24)		-
	Net Cash Flow from Operation		1,013.23		-
	Tax Paid		214.75		-
	Net Cash Flow from Operating Activities (A)		798.47		-
B.	Cash flow from investing Activities	-	-		
	Purchase of Fixed Assets	(2,563.50)		-	
	Movement in Loan & Advances	(1,611.61)		-	
	Dividend Income			-	
			(4,175.12)		-
	Net Cash Flow from Investing Activities (B)		(4,175.12)		-
C.	Cash Flow from Financing Activities	-	-		
	Proceeds From Issue of shares capital	2,172.13		-	
	Proceeds From Issue of shares capital (Security Premium)	3,707.27		-	
	Proceeds From long Term Borrowing (Net)	(1,725.42)		-	-
	Proceeds From Short Term Borrowing (Net)	(375.00)		-	



Corporate Overview

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	Interest Paid	(139.97)		-	
	Dividend paid (Including DDT)		3,639.00		-
	Net Cash Flow from Financing Activities (C)		3,639.00		-
D.	Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)		262.36		-
E.	Opening Cash & Cash Equivalents		30.09		-
F.	Cash and cash equivalents at the end of the period		292.45		-
G.	Cash And Cash Equivalents Comprise:				
	Cash		7.86		-
	Bank Balance:				
	Current Account		284.59		-
	Deposit Account				
	Total		292.45	-	-

Note: * The Consolidated Financial Statement have become applicable to the Company from the F.Y. 2024-25 Hence the Figures for FY 2023-24 are Not Applicable.

For Sarvesh Gohil & Associates

Chartered Accountant

Sd/-

Krupa Solanki

Partner

M. No. 168290

FRN No. 0156550W

UDIN: 25168290BMIEGW7177

Place: Jamnagar

Date: May 29, 2025

For Arvind Port and Infra Limited

Sd/-

Arvind K. Shah

DIN:00094647

Chairman Cum Managing Director

Sd/-

Hardik Kateshiya

CEO

Sd/-

Hardik M Chavda

CFO

Sd/-

Vinit A. Shah

DIN:00094898

Whole Time Director

Sd/-

Richie D Vandra

CS



Notes Forming Part of the Consolidated Financial Statements

Note: - 1 Significant accounting policies:

1.0 Corporate Information

Arvind Port and Infra Limited (Formerly known as Arvind and Company Shipping Agencies Limited) (The holding company) is a Limited Company, incorporated under the provisions of Companies Act, 2013 and having CIN: **L61200GJ1987PLC009944**. The Company is mainly engaged in business of Chartering barges, Hotels & Hospitality. The Registered office of the Company is situated 701TO 702, 5th Floor, City Point, Opp. Town Hall, Jamnagar, 361001.

Arcadia Logistics Limited (Formerly known as Bedi Shipping Limited) (the subsidiary company) is a Limited Company, incorporated under the provisions of Companies Act, 2013 and having CIN: U35110GJ1990PLC014586. The Company is mainly engaged in the operations of ships in all its aspect, to operate, own, purchase, acquire, build, run, hire, lease and maintain ships of all kinds including barges, boats, launches and other water vessels for conveyance and transport of passengers, merchandise, cargo and goods of every description. The Registered office of the Company is situated at 5th Floor, City Point, Opp. Town Hall, Jamnagar GJ 361001.

1.1 Basis of preparation of financial statements

a. Accounting Convention: -

These financial statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles in India ("Indian GAAP"). Indian GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with the Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the Historical Cost Convention. and the Companies (Accounting Standards) Amendment Rules 2016 and the relevant provisions of the Companies Act, 2013.

b. Use of Estimates and Judgments

The preparation of financial statement in conformity with accounting standard requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affects the application of accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of financial statement and reported amounts of revenue and expenses during the period. Accounting estimates could change from period to period. Actual result could differ from those estimates. As soon as the Management is aware of the changes, appropriate changes in estimates are made. The effects of such changes are reflected in the period in which such changes are made and, if material, their effects are disclosed in the notes to financial statement.

c. Current and Non - Current Classification

An asset or a liability is classified as Current when it satisfies any of the following criteria:

- i. It is expected to be realized / settled, or is intended for sales or consumptions, in the Company's Normal Operating Cycle.
- ii. It is held primarily for the purpose of being traded.
- iii. It is expected to be realized / due to be settled within twelve months after the end of reporting date;
- iv. The Company does not have an unconditional right to defer the settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as non-current.



ARVIND PORT AND INFRA LIMITED

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For the purpose of Current / Non - Current classification of assets and liabilities, the Company has ascertained its operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of the assets or liabilities for processing and their realization in Cash and Cash Equivalents.

1.2 Basis of Preparation

a) Presentation and Disclosure of Consolidated Financial Statements

These Consolidated financial statements have been prepared as per "Schedule - III" notified under the Companies Act, 2013. The Company has also reclassified / regrouped / restated the previous year figures in accordance with the requirements applicable in the current year.

b) Property, Plant & Equipment and Intangible Assets: -

- i. The company has adopted Cost Model to measure the gross carrying amount of fixed assets.
- ii. Tangible Fixed assets are stated at cost of acquisition less accumulated depreciation. Cost includes the purchase price and all other attributable costs incurred for bringing the asset to its working condition for intended use.
- iii. Intangible assets are stated at the consideration paid for acquisition and customization thereof less accumulated amortization.
- iv. Cost of fixed assets not ready for use before the balance sheet date is disclosed as Capital Work in Progress.
- v. Cost of Intangible Assets not ready for use before the balance sheet date is disclosed as Intangible Assets under Development.

c) Depreciation / Amortization: -

Depreciation has been provided under Written Down Value Method at the rates prescribed under schedule II of the Companies Act, 2013 on single shift and Pro Rata Basis to result in a more appropriate preparation or presentation of the financial statements.

In respect of assets added/sold during the year, pro-rata depreciation has been provided at the rates prescribed under Schedule II.

Intangible assets being Software are amortized over a period of its useful life on a straight-line basis, commencing from date the assets are available to the company for its use.

d) Impairment of Assets: -

An asset is treated as impaired when the carrying cost of an asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior period is reversed if there has been a change in the estimate of the recoverable amount.

e) Investments: -

- Long term investments are stated at cost. Provision for diminution in the value of long-term investment is made only if such decline is other than temporary.
- Current investments are stated at lower of cost or market value. The determination of carrying amount of such investment is done on the basis of specific identification.

f) Government Grants and Subsidies: -

The Company is entitled to receive any subsidy from the Government authorities or any other authorities in respect of manufacturing or other facilities are dealt as follows:





- Grants in the nature of subsidies which are non – refundable are credited to the respective accounts to which the grants relate, on accrual basis, where there is reasonable assurance that the Company will comply with all the necessary conditions attached to them.
- Grants in the nature of Subsidy which are Refundable are shown as Liabilities in the Balance Sheet at the Reporting date.

g) Valuation of Inventory: -

- Company is engaged in the service business of renting of immovable property. Hence, there is no inventory.

h) Revenue Recognition: -

Revenue is recognized when it is probable that economic benefit associated with the transaction flows to the Company in ordinary course of its activities and the amount of revenue can be measured reliably, regardless of when the payment is being made. Revenue is measured at the fair value of consideration received or receivable, taking into the account contractually defined terms of payments, net of its returns, trade discounts and volume rebates allowed.

Revenue includes only the gross inflows of economic benefits, including the excise duty, received and receivable by the Company, on its own account. Amount collected on behalf of third parties such as sales tax, value added tax and goods and service tax (GST) are excluded from the Revenue.

Sale of goods is recognized at the point of dispatch of goods to customers, sales are exclusive of Sales tax, Vat, GST and Freight Charges if any. The revenue and expenditure are accounted on a going concern basis.

Sale of Services is recognized as and when the services are completely rendered as per the terms with the clients. Income from other sources is recognized as and when the right to receive the same is established.

Interest Income is Recognized on a time proportion basis taking into account the amount outstanding and the rate applicable i.e. on the basis of matching concept.

Dividend from investments in shares / units is recognized when the right to receive arises other items of Income are accounted as and when the right to receive arises.

i) Borrowing Cost: -

Borrowing Cost includes the interest, commitments charges on bank borrowings, amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs that are directly attributable to the acquisition or construction of qualifying property, plants and equipment's are capitalized as a part of cost of that property, plants and equipment's. The amount of borrowing costs eligible for capitalization is determined in accordance with the Accounting Standards – 16 "Borrowing Costs". Other Borrowing Costs are recognized as expenses in the period in which they are incurred.

In accordance with the Accounting Standard – 16, exchange differences arising from foreign currency borrowings to the extent that they are regarded as adjustments to interest costs are recognized as Borrowing Costs, and are capitalized as a part of cost of such property, plants and equipment's if they are directly attributable to their acquisition or charged to the Consolidated Statement or Profit and Loss.

j) Related Party Disclosure:-

The Disclosures of Transaction with the related parties as defined in the related parties as defined in the Accounting Standard are given in notes of accounts.

k) Earnings Per Share: -



ARVIND PORT AND INFRA LIMITED

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The Company reports the basic and diluted Earnings per Share (EPS) in accordance with Accounting Standard 20, "Earnings per Share". Basic EPS is computed by dividing the Net Profit or Loss attributable to the Equity Shareholders for the year by the weighted average number of equities shares outstanding during the year. Diluted EPS is computed by dividing the Net Profit or Loss attributable to the Equity Shareholders for the year by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all potential Equity Shares, except where the results are Anti - Dilutive.

The weighted average number of Equity Shares outstanding during the period is adjusted for events such a Bonus Issue, Bonus elements in right issue, share splits, and reverse share split (consolidation of shares) that have changed the number of Equity Shares outstanding, without a corresponding change in resources.

l) Taxes on Income :-

1. Current Tax: -

Provision for current tax is made after taken into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

2. Deferred Taxes:-

Deferred Income Tax is provided using the liability method on all temporary difference at the balance sheet date between the tax basis of assets and liabilities and their carrying amount for financial reporting purposes.

- I. Deferred Tax Assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available in the future against which this item can be utilized.
- II. Deferred Tax Assets and liabilities are measured at the tax rates that are expected to apply to the period when the assets are realized or the liability is settled, based on tax rates (and the tax) that have been enacted or enacted subsequent to the balance sheet date.

m) Segment Reporting :-

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of the relationship to the operating activities of the segment. Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities"

n) Discontinuing Operations :-

During the year the company has not discontinued any of its operations.

o) Provisions Contingent liabilities and contingent assets:-

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as Contingent Liability.

A disclosure for a Contingent Liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.



Possible obligation that arises from the past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation is reported as Contingent Liability. In the rare cases, when a liability cannot be measured reliably, it is classified as Contingent Liability. The Company does not recognize a Contingent Liability but disclosed its existence in the Consolidated financial statements.

p) Event after Reporting Date:-

Where events occurring after the Balance Sheet date provide evidence of condition that existed at the end of reporting period, the impact of such events is adjusted within the Consolidated financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.





ARVIND PORT AND INFRA LIMITED

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NOTE 2 Share Capital

(₹ In Lakhs)

Share Capital	As at 31 March 2025		As at 31 March 2024	
	Number	Amt. ₹	Number	Amt. ₹
Authorized				
Equity Shares of Rs 10 each	22,000,000.00	2,200.00	-	-
Issued				
Equity Shares of Rs 10 each	17,798,300.00	1,779.83	-	-
Subscribed & paid up				
Equity Shares of Rs 10 each fully paid	17,798,300.00	1,779.83	-	-
Total	17,798,300.00	1,779.83	-	-

Note 2.1: Reconciliation of Number of Shares

(₹ In Lakhs)

Particulars	Equity Shares		Equity Shares	
	Number	Amt. Rs.	Number	Amt. Rs.
Shares outstanding at the beginning of the year	12,137,800.00	1,213.78	-	-
Shares Issued during the year (Pref Share)	4,927,500.00	492.75	-	-
Shares Issued during the year (Share Warrant)	733,000.00	73.30	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	17,798,300.00	1,779.83	-	-

Note 2.2: Details of Shares held by shareholders holding more than 5% of the aggregate shares in the co.

Name of Shareholder	As at 31 March 2025		As at 31 March 2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Arvind K Shah	6,697,200.00	37.63	-	-
Parul A Shah	450,600.00	2.53	-	-
Chintan A Shah	1,096,460.00	6.16	-	-
Vinit A Shah	1,126,500.00	6.33	-	-

Note 2.3: Share held by promoters

Name of Shareholder	As at 31 March 2025		As at 31 March 2024		% Change during the year
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	
Arvind K Shah	6,697,200.00	37.63	-	-	-
Parul A Shah	450,600.00	2.53	-	-	-
Chintan A Shah	1,096,460.00	6.16	-	-	-
Vinit A Shah	1,126,500.00	6.33	-	-	-
Hetal Vinit Shah	7,510.00	0.04	-	-	-
Neha Aditya Saraf	7,510.00	0.04	-	-	-
Ramila Navin Gandhi	7,510.00	0.04	-	-	-
Ranjanben Upendra Dholakia	7,510.00	0.04	-	-	-
Total	9,400,800.00	52.82	-	-	-



**Note 3: Reserve And Surplus**

(₹ In Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
a. Securities Premium Account		
Opening Balance	929.04	-
Add: Securities Premium Credited on Share Right issue	-	-
Add: Securities Premium Credited on Share Public Issue	-	-
Add: Securities Premium Credited on Share warrant	910.67	-
Add: Securities Premium Credited on Share Pref Issue	3,339.70	-
Less: Premium Utilized for various reasons		
For Bonus Share Issue	0.00	-
For Capital Issue Expenses	0.00	-
For Pref Issue Expense	(110.63)	-
Share warrant converted in to Shares	(432.47)	-
Closing Balance	4,636.30	-
b. Surplus		
Opening balance	642.27	-
(+) Net Profit/ (Net Loss) For the current year	708.70	-
(+) Net Profit share of Subsidiary company	74.15	-
(+) Cost of Control (Subsidiary)	162.33	-
(-) Earlier Year Income Tax Written off	(18.60)	-
(-) For Bonus Share Issue	-	-
Closing Balance	1,568.86	-
Total	6,205.16	-

Note 4: Share Warrant

(₹ In Lakhs)

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number	Amt. Rs.	Number	Amt. Rs.
Share Warrant outstanding at the beginning of the year	-	-	-	-
Share Warrants Issued during the year	3,975,000.00	154.35	-	-
Share Warrants converted to Share Capital during the year	733,000.00	(73.30)	-	-
Share Warrant outstanding at the closing of the year	3,242,000.00	81.05	-	-

Note 5: Minority Interest

(₹ In Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Opening balance		
Share Capital	99.15	-
Add: Opening Balance of Reserves & Surplus	104.00	-
Add: Reserves & Surplus till 3rd December	51.18	-
Add: Reserves & Surplus after 3rd December	25.71	-
Add: Share of Security Premium	304.88	-
Add: Adjustment in Reserves	(1.19)	-
Total	583.73	-



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Note 6: Long Term Borrowings

(₹ In Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Secured		
(a) Term loans		
From Banks		
Nawanagar Bank Loan A/c No. 0034	-	-
The Nawanagar Co-Operative Bank Ltd.-588	318.82	-
Commercial Co-Op Bank A/c No. 004	-	-
Bank of Baroda A/c 715606000001095	-	-
Bank of Baroda A/c 71560600000890	-	-
Bank of Baroda A/c 71560600000896	-	-
Unsecured		
(a) Loans & Advances from Directors/ Promoters/ Promoter Group/ Associates/ Relatives of Director/ Group Company	409.41	-
(b) Loans & Advances from Others	-	-
Total	409.41	-
Total	728.23	-

Note 7: Short Term Borrowings

(₹ In Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Secured		
(a) Term loans		
From Banks		
(i) Current maturities of Long-Term Debt		
Nawanagar Bank Loan A/c No. 0034	-	-
The Nawanagar Co-Operative Bank Ltd.-556	0.00	-
The Nawanagar Co-Operative Bank Ltd.-588	51.56	-
Commercial Co-Op Bank A/c No. 004	-	-
Bank of Baroda A/c 715606000001095	-	-
Bank of Baroda A/c 71560600000890	-	-
Bank of Baroda A/c 71560600000896	-	-
Sub Total (a)	51.57	-
Unsecured		
(a) Loans & Advances from Directors/ Promoters/ Promoter Group/ Associates/ Relatives of Director/ Group Company	21.60	-
(b) Loans and advances from Others	-	-
Sub Total (b)	21.60	-
In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (a) & (b)		
1. Period of default		
2. Amount		
Total (a) + (b)	73.17	-

Note 8: Trade Payable

(₹ In Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
(a) Micro, Small and Medium Enterprise		
(b) Others	224.77	-
Total	224.77	-



**Note 9: Other Current Liabilities**

(₹ In Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
(a) Statutory Remittance		
(i) TDS Payable	19.83	-
(b) Other Payable		
(i) Advanced from Customer	0.12	-
(ii) L&T Rent Deposit	1.89	-
Total	21.84	-

Note 10: Short Term Provisions

(₹ In Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Others (Specify nature)		
(i) Audit Fees	4.00	-
(ii) Salary Payable	1.70	-
(iii) Provision For Taxation	214.75	-
(iv) GST Payable	18.15	-
Total	238.60	-



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Note 11: Fixed Assets

(₹ In Lakhs)

Fixed Assets	Gross Block				Accumulated Depreciation					Net Block		
	Balance as at 1 April 2024	Additions	Disposal/ (Adjustment)	Balance as at 31st March 2025	Balance as at 1 April 2024	Amount Charged to Reserves/Profit & Loss a/c	Depreciation charge for the year	Deductions/ Adjustments	Balance as at 31st March 2025	Balance as at 31st March 2024	Balance as at 1 April 2024	
a Tangible Assets												
Land	5.56	-	-	5.56	0.02	-	-	-	0.02	5.53	-	
Building	617.73	-	-	617.73	85.57	-	25.91	-	111.49	506.24	-	
Plant & Machinery	17.65	-	-	17.65	4.71	-	2.34	-	7.05	10.59	-	
Furniture & Fixtures	51.59	12.13	-	63.72	17.22	-	13.64	-	30.86	32.86	-	
Computer	0.43	3.32	-	3.75	0.13	-	0.82	-	0.95	2.80	-	
Barges	4,840.36	2,733.06	-	7,573.42	693.94	-	462.82	-	1,156.77	6,416.65	-	
Heavy Vehicle	-	140.00	-	140.00	-	-	18.52	-	18.52	121.48	-	
b Work-In-Progress												
WIP Office Equipment's	-	-	-	-	-	-	-	-	-	-	-	
WIP Building - Hotel	-	92.53	-	92.53	-	-	-	-	-	92.53	-	
WIP Barge Construction	417.52	-	417.52	-	-	-	-	-	-	-	-	
Total	5,950.84	2,981.04	417.52	8,514.35	801.59	-	524.06	-	1,325.65	7,188.70	-	

**Note 12: Long-Term Investments**

(₹ In Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
BSL Shares Investment	-	-
CoCo Bank Share Investment	0.05	-
Nawanagar Bank Share Investment	0.01	-
Other Long-term Advances	933.89	-
Total	933.96	-

Note 13: Long Term Loans and Advances

(₹ In Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
(Unsecured and Considered Good)		
a. Security Deposits	20.45	-
Total	20.45	-

Note 14: Trade Receivables

(₹ In Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
(Unsecured and Considered Good)		
Sundry Debtors	1,560.22	-
Total	1,560.22	-

Note 15: Cash And Cash Equivalents

(₹ In Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
a. Balances with banks		
Bank of Baroda A/c 1519	0.49	-
The Commercial Co-operative Bank Ltd	0.19	-
ICICI Bank 4409	46.20	-
ICICI Bank 215	0.75	-
Bank of Baroda A/c 1555	1.89	-
Kotak Bank- Hotel	0.01	-
Axix Bank -7475	-	-
Bank Balance of Subsidiary Company	235.05	-
b. Cash on hand	7.85	-
Total	292.44	-

Note 16: Short Term Loans and Advances

(₹ In Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
(Unsecured and Considered Good)		
a. Balance with Government Authorities	68.25	-
b. Others (specify nature)		
Advance to Employees	10.88	-
Advanced Against Hotel Property	57.43	-
Advanced Against Barges	34.37	-
Other Advances	100.58	-
Prepaid Expenses	2.57	-
Total	274.09	-



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Note 17: Revenue From Operations

(₹ In Lakhs)

Particular	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of Services	2,412.75	-
Total	2,412.75	-

Note 17.1: Particular of Sale of Services

(₹ In Lakhs)

Particular	For the year ended 31 March 2025	For the year ended 31 March 2024
Barge Hire Income	1,793.55	-
Equipment Hire Charges	231.00	-
Hotel Rent/Food Income	355.21	-
Godown/Office Rent Income	32.99	-
Total	2,412.75	-

Note 18: Other Income

(₹ In Lakhs)

Particular	For the year ended 31 March 2025	For the year ended 31 March 2024
Other Income		
Dividend Income	0.00	-
Kasar	0.27	-
Vending Machine Income	1.04	-
Income of Subsidiary	0.75	-
Total	2.06	-

Note 19: Employee Benefits Expenses

(₹ In Lakhs)

Particular	For the year ended 31 March 2025	For the year ended 31 March 2024
(a) Salaries and Wages	30.15	-
(b) Contributions to Provident Fund	0.82	-
Total	30.97	-

Note 20: Finance Cost

(₹ In Lakhs)

Finance Cost	For the year ended 31 March 2025	For the year ended 31 March 2024
(a) Interest expense: -		
(i) Term Loan Interest	137.60	-
(ii) Interest Expenses on TDS	0.87	-
(b) Other borrowing costs	1.50	-
Total	139.97	-

Note 21: Depreciation and Amortisation

(₹ In Lakhs)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation Exp	524.06	-
Total	524.06	-



**Note 22: Other Expenses**

(₹ In Lakhs)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Operating Expenses		
Rent Expenses - Hotel and Office	11.10	-
Barge Expenses - Repairing & Maint.	64.30	-
Barge Hire Expense	223.61	-
Administration Expenses		-
Payment To auditor	3.50	-
Legal & Professional	10.72	-
Electricity Expense	14.71	-
Rates & Taxes	5.30	-
Insurance Expense	9.91	-
Misc Expense	15.48	-
Travelling Expense	2.94	-
Hotel Millennium Plaza Expenses	44.96	-
Subsidiary Company Other Expense	35.21	-
Total	441.73	-

Note 22.1: Payment To Auditors

(₹ In Lakhs)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
a. auditor	1.50	-
b. for taxation matters	1.50	-
c. for company law matters	0.50	-
d. for management services	-	-
e. for other services	-	-
f. for reimbursement of expenses	-	-
Total	3.50	-

**Notes Forming Part of the Consolidated Financial Statements**

23. The previous year's figures have been reworked, regrouped, and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current annual financial statements and are to be read in relation to the amounts and other disclosures relating to the current financial year.
24. Credit and Debit balances of unsecured loans, sundry creditors, sundry Debtors, loans and Advances are subject to confirmation and therefore the effect of the same on profit could not be ascertained.
25. Balances of Trade Payables, Trade Receivable and Loans and Advances are subject to confirmations and reconciliation if any, by the respective parties
26. Statement of Management
- (i) The current assets, loans and advances are good and recoverable and are approximately of the values, if realized in the ordinary courses of business unless and to the extent stated otherwise in the Accounts. Provision for all known liabilities is adequate and not in excess of amount reasonably necessary.
- (ii) Balance Sheet, Statement of Profit and Loss read together with Notes to the accounts thereon, are drawn up so as to disclose the information required under the Companies Act, 2013 as well as give a true and fair view of the statement of affairs of the Company as at the end of the year and results of the Company for the year under review.
27. Deferred tax Assets and Liabilities are as under: -
Components of which are as under: -

Particulars	(Rs. In lakhs)	
	Amount (Rs.) 31-3-2025	Amount (Rs.) 31-3-2024
Deferred Tax Asset/(Liability)		-
Temporary Difference in Block of Assets	(1,324.97)	(588.02)
Net Differed Tax Asset (Liability)	(333.47)	(147.99)

Note: The consolidated Financial Statement become applicable to the company from the FY 2024-2025, Hence the figures are taken on standalone basis for the FY 2023-24

28. Earnings Per Share

Particulars	(Amount. in lakhs)	
	Year Ended on 31 st March, 2025	Year Ended on 31 st March, 2024
Profit / (Loss) after tax attributable to Equity Shareholders (A)	1,015.00	526.56
Weighted Number of Equity Share outstanding During the year (B) (In Nos.)	1,44,37,931.51	1,03,38,552
Basic Earnings Per Share for each Share of Rs.10/- (A) / (B)	7.03	5.09

Note: The consolidated Financial Statement become applicable to the company from the FY 2024-2025, Hence the figures are taken on standalone basis for the FY 2023-24

29. Foreign Currency Transactions: -
Earning in Foreign Currency: - NIL
Expenditure in Foreign Currency: - NIL

30. Related Parties Transaction: -



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As per Accounting Standard 18, issued by the Chartered Accountants of India, The Disclosures of Transaction with the related parties as defined in the related parties as defined in the Accounting Standard are given below:

(a) List of related parties with whom transactions have taken place and relationships:

Name of The Party	Relation
Arvind Kantilal Shah	Director
Vinit A Shah	Director
Chintan A Shah	Director
Parul A Shah	Director
Anart Foods Private Limited	Entity In Which Directors are interested
CAS Ventures Private Limited	Entity In Which Directors are interested
Bedi Shipping Limited	Entity In Which Directors are interested
Integrated Proteins Limited	Entity In Which Directors are interested
Dhichada Cargo Weighers and Petroleums Private Limited	Entity In Which Directors are interested
Shantilal Multiport Infrastructure Private Limited	Entity In Which Directors are interested
Ashapura Arcadia Logistic Private Limited	Entity In Which Directors are interested
Valram Construction Private Limited	Entity In Which Directors are interested
M/s. Arvind and Company	Entity In Which Directors are interested
Mr. Arvind Kantilal Shah HUF	Entity In Which Directors are interested
Mr. Vinit Arvind Shah HUF	Entity In Which Directors are interested
Chintan Arvind Shah HUF	Entity In Which Directors are interested
M/s. VS Marine	Entity In Which Directors are interested
Arcadia Engineering	Entity In Which Directors are interested
Arcadia Shipping and Trading Company	Entity In Which Directors are interested
Magnum Builders	Entity In Which Directors are interested
Silverleaf Constructions LLP	Entity In Which Directors are interested
ACS Ventures LLP	Entity In Which Directors are interested
AVM Marine LLP	Entity In Which Directors are interested
Arcadia Libra LLP	Entity In Which Directors are interested
Richie Mukesh Kothari	CS

(b) Transaction during the current financial year with related parties: -

Name	Relation	Nature of Transactions	(₹ In Lakhs) 2024-25
Arcadia Shipping and Trading Company	Entity In Which Directors are interested	Sales	39,488,227.00
Arcadia Shipping and Trading Company	Entity In Which Directors are interested	Godown Rent-Income	2,421,900.00
Arcadia Logistics Limited (Bedi Shipping)	Entity In Which Directors are interested- Subsidiary	Expense (Barge Hire)	6,295,484.00
CAS Ventures Private Limited	Entity In Which Directors are interested	Sales	
Vinit A Shah	Director	Expense (Barge Hire)	4,346,000.00
Parul Shah	Director	Expense (Barge Hire)	16,741,666.00
Richie Mukesh Kothari	CS	Salary	180,000.00
Arcadia Shipping and Trading Company	Entity In Which Directors are interested	Loan Accepted	2,270,000.00
Arvind K Shah	Director	Loan Accepted	
Vinit A Shah	Director	Loan Repaid	
Arcadia Shipping and Trading Company	Entity In Which Directors are interested	Loan Repaid	104,050,000.00
Arvind K Shah	Director	Loan Repaid	



Vipul Chandra Acharya	Independent Director	Sitting Fees	45,000.00
Vijaybhai Dattani	Independent Director	Sitting Fees	45,000.00

31. Notes forming part of accounts in relation to Micro and small enterprise Based on information available with the company, on the status of the suppliers being Micro or small enterprises, on which the auditors have relied, the disclosure requirements of Schedule III to the Companies Act, 2013 with regard to the payments made/due to Micro and small Enterprises are given below:

Sr. No.	Particulars	Year Ended on 31 st March 2025		Year Ended on 31 st March 2024	
		Principal	Interest	Principal	Interest
I.					
II.	Amount due as at the date of Balance sheet	Nil	Nil	Nil	Nil
III.	Amount paid beyond the appointed date during the year	Nil	Nil	Nil	Nil
IV.	Amount of interest due and payable for the period of delay in making payments of principal during the year beyond the appointed date	Nil	Nil	Nil	Nil
V.	The amount of interest accrued and remaining unpaid as at the date of Balance sheet	Nil	Nil	Nil	Nil

The company has initiated the process of obtaining the confirmation from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) but has not received the same in totality. The above information is compiled based on the extent of responses received by the company from its suppliers.

32. As per Accounting Standard 15 “Employee Benefits”, the disclosures as defined in the Accounting Standard are given below:

Contribution to Defined Contribution Plans, recognized as expenses for the year is as under:

(Amt. in lakhs)

	2024-25	2023-24
Employer’s Contribution to Provident Fund	0.82	0.79

33. **Title deeds of immovable property.**

As per Clause (i) (C) of Annexure A of CARO.

34. **Revaluation of property, plants, and equipment’s.**

The Company has not revalued its Property, Plant and Equipment for the current year.

35. **Loans or Advances in the nature of loans.**

No Loans or Advances are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.

36. **Capital Work in Progress (CWIP)**

There has been Capital work in progress for the current year of the company is for Modification in Hotel Building during the year as follows:



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(₹ In Lakhs)

Sr No.	Particular	Amount In CWIP For a Period Of				
		Less than 1 year	1-2 years	2-3 years	More than 3	Total
1	Projects in progress	92.53	-	-	-	-
2	Projects temporarily	-	-	-	-	-
	Total	92.53	-	-	-	-

37. Intangible assets under development:

There are no Intangible assets under development in the current year.

38. Details of Benami property held.

The company does not hold any benami property under the Benami Transaction (prohibition) act, 1988 and the rules there made under. Hence any proceeding has not been initiated or pending against the company for holding any benami property under the Benami Transaction (prohibition) act, 1988 and rules made there under.

39. Borrowings from bank or financial institution on the basis of current assets.

There is no overdraft facility or CC and hence there is no loan which is sanctioned based on the current assets.

40. Willful Defaulter.

The company has not been declared as wilful defaulter by any bank or financial institution or government or government authority during the year reporting period.

41. Relationship with struck off companies.

The company does not have transaction with the struck off under section 248 of companies act, 2013 or section 560 of companies act 1956.

42. Registration of charges or satisfaction with Registrar of companies.

The company does not have any charges or satisfaction, which is yet to be registered with ROC beyond the statutory period.

43. Compliance with number of layers of companies.

The company is in compliance with the number of layers prescribed under clause (87) of section 2 of company's act read with companies (restriction on number of layers) Rules, 2017.

44. Compliance with approved scheme of Arrangements.

The Company does not have made any arrangements in terms of section 230 to 237 of companies act 2013, and hence there is no deviation to be disclosed.

45. Utilization of borrowed funds and share premium.

As on March 31, 2025 there is no unutilized amount in respect of any issue of securities and long-term borrowing from banks and financial institutions. The borrowed funds have been utilized for the specific purpose for which the funds were raised.

**46. Corporate social responsibility (CSR).**

The section 135 (Corporate social responsibility) of the Companies Act, 2013 is applicable to the company and will be deposited in the fund as per schedule VII of companies act 2013, within 6 months from the end of financial year.

Average net profit of the Company for last three financial years: ₹ 445.76 Lakhs

Prescribed CSR Expenditure (two percent of the amount as in above): ₹ 8.92 Lakhs

Surplus arising out of CSR projects/ programs/ activities of the previous financial years: NIL

Amount required to be set off for the financial year: NIL

Amount unspent, if any: Nil

Details of CSR amount spent or unspent for the financial year:

a. Gross Amount as per the limits of section 135 of the companies Act, 2013: ₹ 8.92 lakhs

b. Amount spent and paid during the year ended 31st March, 2025: ₹ 18.59 lakhs

Particular	For the year ended
	March 31, 2025
(i) Amount required to be spent by the company during the year	8.92
(ii) Amount of expenditure incurred	18.59
(a) Construction / Acquisition of asset	-
(b) On purposes other than (a) above	-
(iii) (Excess) / shortfall at the end of the year	(9.67)
(iv) Total of previous years shortfall	4.23
Total amount contributed during the year	14.16
(v) Reason for shortfall:	N.A.
(vi) Nature of CSR activities	Promoting education among children
(vii) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	N.A.
(viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year	N.A.

47. Details of crypto currency and virtual currency.

Company has not traded or invested in crypto currency or virtual currency during the financial year.

48.

A. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

B. No funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate



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Beneficiaries”) by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

49. Contingent Liability:

Particulars	As at March 2025	As at March 2024
a) Contingent liabilities		
a. Claims against the company not acknowledged as debts	-	-
b. Guarantees	-	-
c. Other Money for which the company is contingently liable	26.23	-
b) Commitments	-	-

Note: Contingent liability arisen on account of disagreement between Company and Income tax Officer for the rate of Income tax accepted by company for the financial year 2023-24.

**Note 50: Trade Payables**

(₹ In Lakhs)

Particulars	As at 31st March, 2025						As at 31st March, 2024					
	Outstanding for following periods from due date of payment						Outstanding for following periods from due date of payment					
	Unbilled dues	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total	Unbilled dues	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	-	-	-	-	-	-	-	-	-	-	-	-
Others	-	189.60	16.22	17.50	1.45	224.77	-	-	-	-	-	-
Dispute dues-MSME	-	-	-	-	-	-	-	-	-	-	-	-
Dispute dues	-	-	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-	-	-
Total	-	189.60	16.22	17.50	1.45	224.77	-	-	-	-	-	-

Note 51: Trade Receivables

(₹ In Lakhs)

Particulars	As at 31st March, 2025							As at 31st March, 2024						
	Outstanding for following periods from due date of payment							Outstanding for following periods from due date of payment						
	Unbilled dues	Less than 6 Months	6 Months 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total	Unbilled due	Less than 6 Months	6 Months 1 Year	1-2 Years	2-3 Years	More Than 3 Years	Total
Undisputed Trade Receivables- Considered Goods	-	1,011.95	356.43	173.23	-	18.61	1,560.22	-	-	-	-	-	-	-
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL	Rs. -	Rs. 1,011.95	Rs. 356.43	Rs. 173.23	Rs. -	Rs. 18.61	1,560.22	-	-	-	-	-	-	-



ARVIND PORT AND INFRA LIMITED

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INDEPENDENT AUDITOR'S REPORT

Audit Report

To the Share Holders of
Arvind Port and Infra Limited
(Formerly Known as Arvind and Company Shipping Agencies Limited)

Report on the Financial Statements

Opinion:

We have audited the accompanying financial statements of **ARVIND PORT AND INFRA LIMITED**, (Formerly known as Arvind and Company Shipping Agencies Limited) having **CIN: L61200GJ1987PLC009944** which comprise the Balance Sheet as at **31st March, 2025**, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

There are no Key Audit Matters Reportable as per SA 701 issued by ICAI

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of our auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information included in the above reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.

Management's Responsibility for the Financial Statements

Management is responsible for the matters stated in section 134(5) of the Companies Act, 2013("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows





of the Company in accordance with the accounting principles generally accepted in India including accounting standards referred to in section 133 of the Act, as applicable.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements, or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements



ARVIND PORT AND INFRA LIMITED

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1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "Annexure A", a statement on the matter specified in the paragraph 3 and 4 of the Order is applicable to us.
2. As required under provisions of section 143(3) of the Companies Act, 2013, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief where necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet and Statement of Profit and Loss dealt with this report are in agreement with the books of account.
 - d. In our opinion, the aforesaid Financial Statement complies with the Accounting Standards specified under Section 133 of Act, read with relevant rule issued thereunder.
 - e. On the basis of written representations received from the directors as on March 31, 2025, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the company and operating effectiveness of such controls, referred to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g. With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - (a) The Company does not have any pending litigations as at 31st March 2025 on its financial position in its financial statement,
 - (b) The Company did not have any long-term and derivative contracts as at March 31, 2025.
 - (c) There has been no delay in transferring amounts, require to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2025.
 - h. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(C) Based on the audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement
 - i. The Company has not paid any dividends during the year and hence, the provisions of Section 123 of the Act are not applicable to the Company.
 - j. Based on our examination, which included test checks, the company has used accounting software for maintaining books of account for the financial ended march 31, 2025 which has a feature of recording audit trail (audit log) facility and the same has operated throughout the year for all related transaction recorded in the software. Further during the course of our audit, we did not come across any instance of the audit trail feature being tampered with.

As provision to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reposting under Rule 11(g) of the Companies (Audit & Auditors) Rules,2014 on preservation of audit trail as per the statutory requirements for record retention has been fulfilled for the financial year ended March 31, 2025.



- k. With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of section 197(16) of the act, as amended: in our opinion and to the best of our information and according to the explanations given to us. No remuneration has been paid by the company to its directors during the year.

**For M/s. Sarvesh Gohil & Associates,
Chartered Accountants**

**Sd/-
Krupa Solanki
Partner
M. No. 168290**

**Place: Jamnagar
Date: May 29, 2025**

**FRN: 0156550W
UDIN: 25168290BMIEGV4031**



ARVIND PORT AND INFRA LIMITED

Annual Report 2024-25

Annexure “A” to the Auditors’ Report

In terms of the information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state as under:

(i) In respect of Its Property Plant & Equipment:

- a)
 - The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment (“PPE”) and relevant details of right of use assets.
 - The Company have maintained records showing full particulars of intangible assets, which, in our opinion, are proper.
- b) The Company has a regular program of physical verification of its PPE by which PPE are verified in a phased manner over a period of three years. In accordance with this program, certain PPE were verified during the year.

In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its PPE. No material discrepancies were noticed on such verification.
- c) As per Information and explanation provided to us and based on our examination of the property tax receipts and registered sale deed / transfer deed/ conveyance deed provided to us we report that, title deeds of all immovable properties of land & building, disclosed in the Financial Statements included in Property, Plant and Equipment, are held in the name of the company as at Balance sheet date.
- d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) In respect of Its Inventories:

- a. Company is engaged in the service business of renting of immovable property. Hence, there is no inventory.
- b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits (Overdraft Facility) in excess of Five Crore Rupees on the basis of security of current assets. Hence this clause is not applicable to us.

(iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of Clause 3 (iii)(a), (iii)(b), (iii)(c), (iii)(d), (iii)(e) and (iii)(f) of the said order are not applicable to the company.

(iv) In our opinion and according to the information and explanations given to us, the Company has not provided any loans and advances under section 185 and 186 of the Companies Act, 2013.

(v) The company has not accepted any deposits from the public within the meaning of sections 73 to 76 or any relevant provisions of the 2013 act and the rules framed there under to the extent notified.

(vi) The Central government has not prescribed the maintenance of cost records by the company under section 148(1) of the companies Act, 2013 for any of its products.

(vii) In respect of Statutory Dues:

- a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income Tax, Duty of Customs, GST, Cess and any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31.03.25 for a period of more than six months from the date they became payable.



- b) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, GST and cess which have not been deposited on account of any dispute.
- (viii) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company does not have any transaction, which were not recorded in the books of accounts and which have been surrendered or disclosed as income during the current reporting period in the tax assessments under the Income Tax Act, 1961.
- (ix)
- a) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings to financial institutions, banks, government and dues to debenture holders or in the payment of interest thereon to any lender during the reporting period.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority during the reporting period.
- c) According to the information and explanations given to us by the management, the Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.
- d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.
- e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the company, we report that the company has not taken any funds during the year from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, if any and hence reporting under clause 3(ix)(e) of The Companies (Auditor's Report) Order, 2020 is not applicable.
- f) According to the information and explanations given to us and audit procedures performed by us, we report that the company has not raised any loan during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, if any and hence reporting under clause 3(ix)(f) of The Companies (Auditor's Report) Order, 2020 is not applicable.
- (x)
- a) The Company has not made Initial Public offer and Further Public Offer during the year.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, Company has made preferential public allotment dated October 21, 2024 of 49,27,500 shares of Rs. 10/- Each for cash at a price of Rs. 69/- per share including a share premium of Rs. 59/- per share. The Company has utilized proceeds from preferential issue for the object it is issued, amount aggregating to Rs. 33.99 Crore.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, also issued Convertible Warrants as on October 21, 2024 of Rs. 39,75,000 warrants convertible in to equity shares @ Rs. 10/- each for cash at a price of Rs. 69/- per share including a share premium of Rs. 59/- per share. Out of above-mentioned warrants 7,33,000 warrants are converted in equity share capital on 15th March, 2025.
- Object of above raising funds is repayment of borrowings of the Company, meeting future funding requirements, Purchase of barges, working capital, acquisition of subsidiary/associate/joint venture and other general corporate purposes of the Company. the same is utilized for the mentioned object of the issue.
- (xi)
- a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of audit.
- b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) According to the information and explanations given to us, no complaint has been received by the company from whistle blower during the year.



ARVIND PORT AND INFRA LIMITED

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- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- (xiv) (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
(b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) According to the information and explanations given to us and in our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi)(a), (b) and (c) of the Order is not applicable to the Company.

According to the information and explanations given to us, the Group does not have any Core Investment Company (CIC) as part of the Group as per the definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence the reporting under clause (xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred any cash losses in the financial year and also in the immediately preceding financial year.
- (xviii) There is no resignation of statutory auditors during the year and hence this clause is not applicable to company.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xx) In our opinion and as per information and explanation given to us, the Company is required to spend the required amount towards Corporate Social Responsibility (CSR) and therefore there are no unspent CSR amount for the year.
- (xxi) Clause (xxi) of the order is not applicable in the report on the standalone financial statements of the Company.

For M/s. Sarvesh Gohil & Associates,
Chartered Accountants

Sd/-
Krupa Solanki
Partner
M. No. 168290

Place: Jamnagar
Date: May 29, 2025

FRN: 0156550W
UDIN: 25168290BMIEGV4031



Annexure “B” to Auditor’s Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

Opinion

We have audited the internal financial controls over financial reporting of **ARVIND PORT AND INFRA LIMITED**, (Formerly known as Arvind and Company Shipping Agencies Limited) ('the Company') as of 31st March, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to the Standalone Financial Statements and such internal financial controls were operating effectively as at 31 March, 2025 based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“the Guidance Note”).

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statement.

Inherent Limitations of Internal Financial Controls Over Financial Reporting



ARVIND PORT AND INFRA LIMITED

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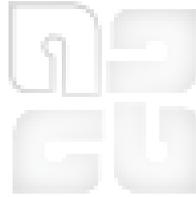
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For M/s. Sarvesh Gohil & Associates,
Chartered Accountants

Sd/-
Krupa Solanki
Partner
M. No. 168290

Place: Jamnagar
Date: May 29, 2025

FRN: 0156550W
UDIN: 25168290BMIEGV4031





ARVIND PORT AND INFRA LIMITED

ANNUAL REPORT 2024-25

STANDALONE BALANCE SHEET AS AT 31st MARCH, 2025

Particulars	Note No.	As At 31st March 2025	As At 31st March 2024
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	1,779.83	1,213.78
(b) Reserves and surplus	3	5,968.68	1,571.31
(c) Money Received Against Share Warrant	4	81.05	-
2 Non-current liabilities			
(a) Long-term Borrowings	5	-	775.10
(b) Deferred Tax Liabilities		226.56	147.99
(c) Long-term Provisions		-	-
(d) Other Long-term Liabilities		-	-
2 Current liabilities			
(a) Short-term borrowings	6	21.60	396.60
(b) Trade payables	7		
- Due to Micro and Small Enterprises			
- Due to Others		204.39	238.66
(c) Other Current Liabilities	8	19.51	2.79
(d) Short Term Provisions	9	147.94	132.55
TOTAL		8,449.57	4,478.80
II. ASSETS			
1 Non-current assets			
(a) Property, Plant and Equipment			
(i) Tangible assets	10	5,236.02	3,276.97
(ii) Intangible Assets			
(iii) Capital Work in Progress		92.53	412.72
(iv) Intangible Assets under development			
(b) Non-Current Investment	11	1,530.70	0.88
(c) Long-term Loans and Advances	12	20.45	17.54
(d) Deferred Tax Assets		-	-
(e) Other Non-Current Assets		-	-
2 Current assets			
(a) Current Investments		-	-
(b) Inventories		-	-
(c) Trade Receivables	13	1,258.71	442.03
(d) Cash and cash equivalents	14	54.30	23.71
(e) Short-term Loans and advances	15	256.87	304.95
(f) Other Current Assets		-	-
TOTAL		8,449.57	4,478.80

Accounting Policies & Notes on Accounts

1

As per our Report on Even date attached

(₹ In Lakhs)

For, Sarvesh Gohil & Associates
Chartered Accountant

For Arvind Port and Infra Limited

Sd/-
Krupa Solanki
Partner
M. No. 168290
FRN No. 0156550W
UDIN: 25168290BMIEGV4031
Place: Jamnagar
Date: May 29, 2025

Sd/-
Arvind K. Shah
DIN:00094647
Chairman Cum Managing Director

Sd/-
Vinit A. Shah
DIN:00094898
Whole Time Director

Sd/-
Hardik Kateshiya
CEO

Sd/-
Hardik M Chavda
CFO

Sd/-
Richie D Vandra
CS



STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2025

(₹ In Lakhs)

Particulars		Note No.	For the year ended 31 March 2025	For the year ended 31 March 2024
I.	Revenue from operations	16	1,788.48	1,415.12
II	Other Income	17	1.31	0.18
III	Total Income		1,789.79	1,415.30
IV	Expenses:			
	Employee Benefit Expenses	18	19.97	10.10
	Finance Costs	19	64.95	137.04
	Depreciation & Amortization	20	366.64	259.30
	Other expenses	21	406.52	298.02
	Total expenses		858.08	704.46
V	Profit before exceptional and extraordinary items and tax		931.72	710.84
VI	Exceptional item		-	-
VII	Profit before extraordinary items and tax (V - VI)		-	-
VIII	Extraordinary items		-	-
IX	Profit before tax		931.72	710.84
X	Tax expense:			
	(1) Current tax		144.44	130.18
	(2) Deferred tax		78.57	54.10
	(3) MAT Credit Entitlement		-	-
XI	Profit (Loss) for the period		708.70	526.56
XII	Earnings per equity share:			
	(1) Basic		4.91	5.09
	(2) Diluted		4.91	5.09
Accounting Policies & Notes on Accounts		1		
As per our Report on Even date attached				

For, Sarvesh Gohil & Associates
Chartered Accountant

Sd/-
Krupa Solanki
Partner
M. No. 168290
FRN No. 0156550W
UDIN: 25168290BMIEGV4031
Place: Jamnagar
Date: May 29, 2025

For Arvind Port and Infra Limited

Sd/-
Arvind K. Shah
DIN:00094647
Chairman Cum Managing Director

Sd/-
Vinit A. Shah
DIN:00094898
Whole Time Director

Sd/-
Hardik Kateshiya
CEO

Sd/-
Hardik M Chavda
CFO

Sd/-
Richie D Vandra
CS



ARVIND PORT AND INFRA LIMITED

ANNUAL REPORT 2024-25

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2025

(₹ In Lakhs)

Sr. No.	Particulars	F.Y. 2024-2025		F.Y. 2023-2024	
		Amount (In ₹)	Amount (In ₹)	Amount (In ₹)	Amount (In ₹)
A.	Cash flow from Operating Activities				
	Net Profit Before tax as per Statement of Profit & Loss		931.72		710.84
	Adjustments for:				
	Depreciation & Amortisation Exp.	366.64		259.30	-
	Finance Cost	64.95		137.04	
	Income Tax Write off Reserves & Surplus	(18.60)	412.99	(7.47)	388.88
	Operating Profit before working capital changes		1,344.71		1,099.72
	Changes in Working Capital				
	Trade receivable	(816.69)		(35.36)	
	Other Loans and advances receivable	48.09		(72.69)	
	Trade Payables	-		181.37	
	Other Current Liabilities and other assets	16.73		2.47	
	Short term Provisions	15.39		44.55	-
			(770.76)		120.35
	Net Cash Flow from Operation		573.95		1,220.07
	Tax Paid		144.44		130.18
	Net Cash Flow from Operating Activities (A)		429.51		1,089.88
B.	Cash flow from investing Activities				
	Purchase of Fixed Assets	(2,005.49)		(1,208.95)	
	Movement in Loan & Advances	(1,532.73)		(14.74)	
	Dividend Income			-	
			(3,538.22)		(1,223.69)
	Net Cash Flow from Investing Activities (B)		(3,538.22)		(1,223.69)
C.	Cash Flow from Financing Activities				
	Proceeds From Issue of shares capital	647.10		327.78	
	Proceeds From Issue of shares capital (Security Premium)	3,707.27		1,022.83	
	Proceeds From long Term Borrowing (Net)	(775.10)		(277.97)	-





	Proceeds From Short Term Borrowing (Net)	(375.00)		(782.52)	
	Interest Paid	(64.95)		(137.04)	
	Dividend paid (Including DDT)		3,139.31		153.07
	Net Cash Flow from Financing Activities (C)		3,139.31		153.07
D.	Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)		30.59		19.27
E.	Opening Cash & Cash Equivalents		23.71		4.44
F.	Cash and cash equivalents at the end of the period		54.30		23.71
G.	Cash And Cash Equivalents Comprise:				
	Cash		4.76		2.71
	Bank Balance:				
	Current Account		49.54		20.99
	Deposit Account				
	TOTAL		54.30		23.71

For, Sarvesh Gohil & Associates
Chartered Accountant

Sd/-
Krupa Solanki
Partner
M. No. 168290
FRN No. 0156550W
UDIN: 25168290BMIEGV4031
Place: Jamnagar
Date: May 29, 2025

For Arvind Port and Infra Limited

Sd/-
Arvind K. Shah
DIN:00094647
Chairman Cum Managing Director

Sd/-
Hardik Kateshiya
CEO

Sd/-
Hardik M Chavda
CFO

Sd/-
Vinit A. Shah
DIN:00094898
Whole Time Director

Sd/-
Richie D Vandra
CS



ARVIND PORT AND INFRA LIMITED

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Note: - 1 Significant accounting policies:

1.0 Corporate Information

Arvind Port and Infra Limited (Formerly known as Arvind and Company Shipping Agencies Limited) is a Limited Company, incorporated under the provisions of Companies Act, 2013 and having **CIN: L61200GJ1987PLC009944**. The Company is mainly engaged in business of Chartering barges, Hotels & Hospitality. The Registered office of the Company is situated 701TO 702, 5th Floor, City Point, Opp. Town Hall, Jamnagar, 361001.

1.1 Basis of preparation of financial statements

a. Accounting Convention:

These financial statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles in India ("Indian GAAP"). Indian GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with the Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the Historical Cost Convention, and the Companies (Accounting Standards) Amendment Rules 2016 and the relevant provisions of the Companies Act, 2013.

b. Use of Estimates and Judgments

The preparation of financial statement in conformity with accounting standard requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affects the application of accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of financial statement and reported amounts of revenue and expenses during the period. Accounting estimates could change from period to period. Actual result could differ from those estimates. As soon as the Management is aware of the changes, appropriate changes in estimates are made. The effects of such changes are reflected in the period in which such changes are made and, if material, their effects are disclosed in the notes to financial statement.

c. Current and Non - Current Classification

An asset or a liability is classified as Current when it satisfies any of the following criteria:

- i. It is expected to be realized / settled, or is intended for sales or consumptions, in the Company's Normal Operating Cycle;
- ii. It is held primarily for the purpose of being traded
- iii. It is expected to be realized / due to be settled within twelve months after the end of reporting date;
- iv. The Company does not have an unconditional right to defer the settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as non-current.

For the purpose of Current / Non - Current classification of assets and liabilities, the Company has ascertained its operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of the assets or liabilities for processing and their realization in Cash and Cash Equivalents.

1.2 Basis of Preparation

a) Presentation and Disclosure of Standalone Financial Statements

These standalone financial statements have been prepared as per "Schedule - III" notified under the Companies Act, 2013. The Company has also reclassified / regrouped / restated the previous year figures in accordance with the requirements applicable in the current year.

**b) Property, Plant & Equipment and Intangible Assets: -**

- i. The company has adopted Cost Model to measure the gross carrying amount of fixed assets.
- ii. Tangible Fixed assets are stated at cost of acquisition less accumulated depreciation. Cost includes the purchase price and all other attributable costs incurred for bringing the asset to its working condition for intended use.
- iii. Intangible assets are stated at the consideration paid for acquisition and customization thereof less accumulated amortization.
- iv. Cost of fixed assets not ready for use before the balance sheet date is disclosed as Capital Work in Progress.
- v. Cost of Intangible Assets not ready for use before the balance sheet date is disclosed as Intangible Assets under Development.

c) Depreciation / Amortization: -

Depreciation has been provided under Written Down Value Method at the rates prescribed under schedule II of the Companies Act, 2013 on single shift and Pro Rata Basis to result in a more appropriate preparation or presentation of the financial statements.

In respect of assets added/sold during the year, pro-rata depreciation has been provided at the rates prescribed under Schedule II.

Intangible assets being Software are amortized over a period of its useful life on a straight-line basis, commencing from date the assets are available to the company for its use.

d) Impairment of Assets: -

An asset is treated as impaired when the carrying cost of an asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior period is reversed if there has been a change in the estimate of the recoverable amount.

e) Investments: -

- Long term investments are stated at cost. Provision for diminution in the value of long-term investment is made only if such decline is other than temporary.
- Current investments are stated at lower of cost or market value. The determination of carrying amount of such investment is done on the basis of specific identification.

f) Government Grants and Subsidies: -

The Company is entitled to receive any subsidy from the Government authorities or any other authorities in respect of manufacturing or other facilities are dealt as follows:

- Grants in the nature of subsidies which are non – refundable are credited to the respective accounts to which the grants relate, on accrual basis, where there is reasonable assurance that the Company will comply with all the necessary conditions attached to them.
- Grants in the nature of Subsidy which are Refundable are shown as Liabilities in the Balance Sheet at the Reporting date.

g) Valuation of Inventory: -

- Company is engaged in the service business of renting of immovable property. Hence, there is no inventory.



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h) Revenue Recognition: -

Revenue is recognized when it is probable that economic benefit associated with the transaction flows to the Company in ordinary course of its activities and the amount of revenue can be measured reliably, regardless of when the payment is being made. Revenue is measured at the fair value of consideration received or receivable, taking into the account contractually defined terms of payments, net of its returns, trade discounts and volume rebates allowed.

Revenue includes only the gross inflows of economic benefits, including the excise duty, received and receivable by the Company, on its own account. Amount collected on behalf of third parties such as sales tax, value added tax and goods and service tax (GST) are excluded from the Revenue.

Sale of goods is recognized at the point of dispatch of goods to customers, sales are exclusive of Sales tax, Vat, GST and Freight Charges if any. The revenue and expenditure are accounted on a going concern basis.

Sale of Services is recognized as and when the services are completely rendered as per the terms with the clients. Income from other sources is recognized as and when the right to receive the same is established.

Interest Income is Recognized on a time proportion basis taking into account the amount outstanding and the rate applicable i.e. on the basis of matching concept.

Dividend from investments in shares / units is recognized when the right to receive arises other items of Income are accounted as and when the right to receive arises.

i) Borrowing Cost: -

Borrowing Cost includes the interest, commitments charges on bank borrowings, amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs that are directly attributable to the acquisition or construction of qualifying property, plants and equipment's are capitalized as a part of cost of that property, plants and equipment's. The amount of borrowing costs eligible for capitalization is determined in accordance with the Accounting Standards – 16 "Borrowing Costs". Other Borrowing Costs are recognized as expenses in the period in which they are incurred.

In accordance with the Accounting Standard – 16, exchange differences arising from foreign currency borrowings to the extent that they are regarded as adjustments to interest costs are recognized as Borrowing Costs, and are capitalized as a part of cost of such property, plants and equipment's if they are directly attributable to their acquisition or charged to the Standalone Statement or Profit and Loss.

j) Related Party Disclosure: -

The Disclosures of Transaction with the related parties as defined in the related parties as defined in the Accounting Standard are given in notes of accounts.

k) Earnings Per Share: -

The Company reports the basic and diluted Earnings per Share (EPS) in accordance with Accounting Standard 20, "Earnings per Share". Basic EPS is computed by dividing the Net Profit or Loss attributable to the Equity Shareholders for the year by the weighted average number of equities shares outstanding during the year. Diluted EPS is computed by dividing the Net Profit or Loss attributable to the Equity Shareholders for the year by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all potential Equity Shares, except where the results are Anti - Dilutive.

The weighted average number of Equity Shares outstanding during the period is adjusted for events such a Bonus Issue, Bonus elements in right issue, share splits, and reverse share split (consolidation of shares) that have changed the number of Equity Shares outstanding, without a corresponding change in resources.

l) Taxes on Income: -

1. Current Tax: -



Provision for current tax is made after taken into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

2. Deferred Taxes: -

Deferred Income Tax is provided using the liability method on all temporary difference at the balance sheet date between the tax basis of assets and liabilities and their carrying amount for financial reporting purposes.

- I. Deferred Tax Assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available in the future against which these items can be utilized.
- II. Deferred Tax Assets and liabilities are measured at the tax rates that are expected to apply to the period when the assets are realized or the liability is settled, based on tax rates (and the tax) that have been enacted or enacted subsequent to the balance sheet date.

m) Segment Reporting: -

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of the relationship to the operating activities of the segment. Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under “unallocated revenue / expenses / assets / liabilities”

n) Discontinuing Operations: -

During the year the company has not discontinued any of its operations.

o) Provisions Contingent liabilities and contingent assets: -

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as Contingent Liability.

A disclosure for a Contingent Liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Possible obligation that arises from the past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation is reported as Contingent Liability. In the rare cases, when a liability cannot be measured reliably, it is classified as Contingent Liability. The Company does not recognize a Contingent Liability but disclosed its existence in the standalone financial statements.

p) Event after Reporting Date: -

Where events occurring after the Balance Sheet date provide evidence of condition that existed at the end of reporting period, the impact of such events is adjusted within the standalone financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.



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Note 2: Share Capital

(₹ In Lakhs)

Share Capital	As at 31 st March 2025		As at 31 st March 2024	
	Number	Amt. ₹	Number	Amt. ₹
Authorised				
Equity Shares of ₹10 each	2,20,00,000	2,200.00	1,25,00,000	1,250.00
Issued				
Equity Shares of ₹10 each	1,77,98,300	1,779.83	1,21,37,800	1,213.78
Subscribed & paid up				
Equity Shares of ₹10 each fully paid	1,77,98,300	1,779.83	1,21,37,800	1,213.78
Total	1,77,98,300	1,779.83	1,21,37,800	1,213.78

Note 2.1: Reconciliation of Number of Shares

Particulars	Equity Shares		Equity Shares	
	Number	Amt. ₹	Number	Amt. ₹
Shares outstanding at the beginning of the year	1,21,37,800	1,213.78	10,000	1
Shares Issued during the year (Pref Share)	49,27,500	492.75	-	-
Shares Issued during the year (Share Warrant)	7,33,000	73.30	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	1,77,98,300	1,779.83	1,21,37,800	12,13,78,000

Note 2.2: Details of Shares held by shareholders holding more than 5% of the aggregate shares in the co.

Name of Shareholder	As at 31 st March 2025		As at 31 st March 2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Arvind K Shah	66,97,200	37.63	61,58,200	50.74
Parul A Shah	4,50,600	2.53	4,50,600	3.71
Chintan A Shah	10,96,460	6.16	10,96,460	9.03
Vinit A Shah	11,26,500	6.33	11,26,500	9.28

Note 2.3: Share held by promoters

Name of Shareholder	As at 31 st March 2025		As at 31 st March 2024		% Change during the year
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	
Arvind K Shah	66,97,200.00	37.63	61,58,200.00	50.74	-25.83
Parul A Shah	4,50,600.00	2.53	4,50,600.00	3.71	-31.80
Chintan A Shah	10,96,460.00	6.16	10,96,460.00	9.03	-31.80
Vinit A Shah	11,26,500.00	6.33	11,26,500.00	9.28	-31.80
Hetal Vinit Shah	7,510.00	0.04	7,510.00	0.06	-31.80
Neha Aditya Saraf	7,510.00	0.04	7,510.00	0.06	-31.80
Ramila Navin Gandhi	7,510.00	0.04	7,510.00	0.06	-31.80
Ranjanben Upendra Dholakia	7,510.00	0.04	7,510.00	0.06	-31.80
Total	94,00,800.00	52.82	88,61,800.00	73.01	

Note 3: Reserve and Surplus

(₹ In Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
a. Securities Premium Account		
Opening Balance	929.04	-
Add: Securities Premium Credited on Share Right issue	-	93.80
Add: Securities Premium Credited on Share Public Issue	-	1,146.60
Add: Securities Premium Credited on Share warrant	910.67	-
Add: Securities Premium Credited on Share Pref Issue	3,339.70	-
Less: Premium Utilised for various reasons		
For Bonus Share Issue	-	(93.80)
For Capital Issue Expenses	-	(217.56)
For Pref Issue Expense	(110.63)	-
Share warrant converted in to Shares	(432.47)	-
Closing Balance	4,636.30	929.04
b. Surplus		
Opening balance	642.28	914.39
(+) Net Profit/ (Net Loss) For the current year	708.70	526.56
(-) Earlier Year Income Tax Written off	(18.60)	(7.47)
(-) For Bonus Share Issue	-	(791.20)



Closing Balance	1,332.38	642.28
Total	5,968.68	1,571.31

Note 4: Share Warrant

(₹ In Lakhs)

Particulars	As at 31 st March 2025		As at 31 st March 2024	
	Number	Amt. ₹	Number	Amt. ₹
Share Warrant outstanding at the beginning of the year	-	-	-	-
Share Warrants Issued during the year	39,75,000	154.35	-	-
Share Warrants converted to Share Capital during the year	7,33,000	-73.30	-	-
Share Warrant outstanding at the closing of the year	32,42,000	81.05	-	-

Note 5: Long Term Borrowings

(₹ In Lakhs)

Particulars	As at 31 st March 2025	As at 31 st March 2024
Secured		
(a) Term loans		
From Banks		
Nawanagar Bank Loan A/c No. 0034	-	259.98
Commercial Co-Op Bank A/c No. 004	-	232.08
Bank of Baroda A/c 715606000001095	-	147.22
Bank of Baroda A/c 71560600000890	-	26.10
Bank of Baroda A/c 71560600000896	-	109.73
Total	-	775.10

Note 6: Short Term Borrowings

(₹ In Lakhs)

Particulars	As at 31 st March 2025	As at 31 st March 2024
Secured		
(a) Term loans		
From Banks		
(i) Current maturities of Long-Term Debt		
Nawanagar Bank Loan A/c No. 0034	-	75.68
Commercial Co-Op Bank A/c No. 004	-	76.27
Bank of Baroda A/c 715606000001095	-	68.04
Bank of Baroda A/c 71560600000890	-	20.80
Bank of Baroda A/c 71560600000896	-	59.85
Sub Total (a)	-	300.64
Unsecured		
(a) Loans & Advances from Directors/ Promoters/ Promoter Group/ Associates/ Relatives of Director/ Group Company	21.60	95.96
(b) Loans and advances from Others		
Sub Total (b)	21.60	95.96
In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (a) & (b)		
1. Period of default		
2. Amount		
Total (a) + (b)	21.60	396.60

Note 6.1: Bank of Baroda: Term Loan Facilities:

- (i) Term Loan: for 3 Nos. (three) Barges from Bank of Baroda are primarily secured by Hypothecation of (1) Crane Pontoon Barge - KB-32 registered as MAR-2396-D (2) Brage namely Crane Pontoon - Arcadia Sumeru Registered as JMR-0013-Jamnagar and (3) Crane Pontoon KB-26 registered as JMR-0018/Jamnagar.
- (ii) The above said Term loan is further secured by equitable mortgage of immoveable properties namely : (1) Extension of Registered equitable mortgage of residential-commercial land and building at Plot no. 13, Plot no. 14, and Plot no. 15, at RS No. 162, bearing new RS No. 140 and RS no. 163/1 paiki, bearing new RS No. 1 12, of Village Moti Khavdi, Khambhalia-Higway, Ta and Dist - Jamangar, Guajrat, admeasuring total land area of 5884.17 square meters (Plot no. 13: 1200+ Plot no. 14: 1 136.41 and Plot no. 15: 3547.76 square meters) and construction of 3732.87 square meters in the name of the applicant Company , M/S Arvind and Company Shipping Agencies Private Limited. (2) Extension of Registered equitable mortgage of residential plots of Plot no 01 to 10 (total 10 plots) RS No. 347 (Old RS No. 180/paiki 2) of village Naghedi converted into non-agriculture for residential purpose, situated at Adinath Park-4, Village Naghedi of Taluk and District Jamnagar admeasuring Sq mtrs 1833.60 standing in the name of Mr. Arvindbhai Kantilal Shah.

THE NAVANAGAR CO-OPERATIVE BANK LTD



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(i) The Term Loan facility of ₹ 435.00 lacs availed from The Navanagar Co-Operative Bank Ltd., Jamnagar is primarily secured by Hypothecation of Barge "MINICA" registered as MAR-2400-D

(ii) The said Term Loan facility is further collaterally secured by creation of registered mortgaged charged on property described as Non-Agricultural Plots No. 1 to 14 of VRINDAVAN PARK" admeasuring 13150.37 Sq. Mtrs. situated at Revenue Survey No. 3/paiki/2/paiki/1 /paiki-2 of Village: Vibhapar of Taluka & District Jamnagar standing in the name of Mr. Vinit Arvind Shah

(iii) The said facility is further secured by personal guarantee of: (1) Mr. Arvind Kantilal Shah, (2) Mr. Piyush Chimanlal Vora and (3) Mr. Vinit Arvind Shah.

THE COMMERCIAL CO-OPERATIVE BANK LTD, JAMNAGAR

(i) The Term Loan facility of ₹ 400.00 lacs availed from The Commercial Co-Operative Bank Ltd.; Jamnagar is primarily secured by Hypothecation of Barge "KB-28" registered as JMR-0016/JAMNAGAR.

(ii) The said Term Loan facility is further collaterally secured by creation of registered mortgaged charged on property described as (1) Non-Agricultural Plots No. 1 to 19 Industrial purpose admeasuring 23747 Sq. Mtrs. situated at Revenue Survey No. 35 of Village: Dhichada of Taluka & District Jamnagar standing in the name of Mr. Vinit Arvind Shah (2) N.A. Plot No. 1 - 949 Sq. Mtrs. and Plot No. 2 - 1075 Sq. Mtrs. on which Godown construction - 400 Sq. Mtrs. situated at Revenue Survey No. 5 Paiki of Village Dhichada of Tal. & Dist. Jamnagar standing in the name of Mr. Vinit Arvind Shah (3) Non - Agriculture Plot No. 4 & 5 for Residence & Commercial Complex admeasuring 1874.37 Sq. Mtrs. on which construction is done & known as "CAPITAL POINT - 6" located at Revenue Survey No. 162 & 163 paiki of Moti Khavdi of District Jamnagar standing in the name of Mr. Vinit Arvind Shah. (4) N. A. Plot no. 1 & 2 now amalgamated as Plot no. 1 - 2438.50 Sq. Mtrs. for commercial purpose situated at Revenue Survey No. 5 paiki of Village: Dhichada of Taluka & District Jamnagar standing in the name of Parulben Arvind Shah. (5) N. A. Plot No. 4 & 5 - 2413 Sq. Mtrs. for commercial purpose situated at Revenue Survey No. 5 Paiki of Village: Dhichada of Taluka & District Jamnagar standing in the name of Arvind Kantilal Shah (6) Non - Agriculture Plot No. 4 & 5 for Residence & Commercial Complex admeasuring 1874.37 Sq. Mtrs. on which construction is done & known as "CAPITAL POINT - 6" located at Revenue Survey No. 162 & 163 paiki of Moti Khavdi of District Jamnagar standing in the name of Arvind Kantilal Shah. (7) Non - Agriculture Plot No. 4 & 5 for Residence & Commercial Complex admeasuring 1874.37 Sq. Mtrs. on which construction is done & known as "CAPITAL POINT - 3" located at Revenue Survey No. 162 & 163 paiki of Moti Khavdi of District Jamnagar standing in the name of Arvind Kantilal Shah.

(iii) The said facility is further secured by personal guarantee of namely (1) Mr. Arvind Kantilal Shah, (2) Parulben Arvind Shah. And (3) Mr. Vinit Arvind Shah.

Note 7: Trade Payables

Particulars	(₹ In Lakhs)	
	As at 31 st March 2025	As at 31 st March 2024
(a) Micro, Small and Medium Enterprise		
(b) Others	204.39	238.66
Total	204.39	238.66

Note 8: Other Current Liabilities

Particulars	(₹ In Lakhs)	
	As at 31 st March 2025	As at 31 st March 2024
(a) Statutory Remittance		
(i) TDS Payable	17.50	2.79
(ii) Insurance Payable		
(b) Other Payable		
(i) Advanced from Customer	0.12	-
(ii) L&T Rent Deposit	1.89	
Total	19.51	2.79

Note 9: Short Term Provisions

Particulars	(₹ In Lakhs)	
	As at 31 st March 2025	As at 31 st March 2024
Others (Specify nature)		
(i) Audit Fees	3.50	2.37
(iii) Provision For Taxation	144.44	130.18
Total	147.94	132.55



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Note 10: Fixed Assets

(₹ In Lakhs)

Fixed Assets	Gross Block				Accumulated Depreciation					Net Block		
	Balance as at 1 April 2024	Additions	Disposal/ (Adjustment)	Balance as at 31st March 2025	Balance as at 1 April 2024	Amount Charged to Reserves/Profit & Loss a/c	Depreciation charge for the year	Deductions/ Adjustments	Balance as at 31st March 2025	Balance as at 31st March 2025	Balance as at 1 April 2024	
a Tangible Assets												
Land	0.47	-	-	0.47	0.02	-	-	-	0.02	0.45	0.45	
Building	617.73	-	-	617.73	85.57	-	25.91	-	111.49	506.24	532.16	
Plant & Machinery	17.65	-	-	17.65	4.71	-	2.34	-	7.05	10.59	12.94	
Furniture & Fixtures	49.14	7.99	-	57.13	17.08	-	11.32	-	28.40	28.73	32.06	
Computer	0.14	3.32	-	3.46	0.13	-	0.64	-	0.77	2.69	0.02	
Barges	3,204.87	2,174.38	-	5,379.25	505.52	-	307.90	-	813.43	4,565.83	2,699.35	
Heavy Vehicle	-	140.00	-	140.00	-	-	18.52	-	18.52	121.48	-	
b Work-In-Progress												
WIP Office Equipments	-	-	-	-	-	-	-	-	-	-	-	
WIP Building - Hotel	-	92.53	-	92.53	-	-	-	-	-	92.53	-	
WIP Barge Construction	412.72	-	412.72	-	-	-	-	-	-	-	412.72	
Total	4,302.72	2,418.22	412.72	6,308.22	613.03	-	366.64	-	979.67	5,328.55	3,689.69	



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Note 11: Long-Term Investments

(₹ In Lakhs)

Particulars	As at 31 st March 2025	As at 31 st March 2024
Arcadia Logistics Limited Shares Investment	1,530.64	0.82
CoCo Bank Share Investment	0.05	0.05
Nawanagar Bank Share Investment	0.01	0.01
Total	1,530.70	0.88

Note 12: Long Term Loans and Advances

(₹ In Lakhs)

Particulars	As at 31 st March 2025	As at 31 st March 2024
(Unsecured and Considered Good)		
a. Security Deposits	20.45	17.54
Total	20.45	17.54

Note 13: Trade Receivables

(₹ In Lakhs)

Particulars	As at 31 st March 2025	As at 31 st March 2024
(Unsecured and Considered Good)		
Sundry Debtors	1,258.71	442.03
Total	1,258.71	442.03

Note 14: Cash and Cash Equivalents

(₹ In Lakhs)

Particulars	As at 31 st March 2025	As at 31 st March 2024
a. Balances with banks		
Bank of Baroda A/c 1519	0.49	- 2.69
The Commercial Co-operative Bank Ltd	0.19	0.09
ICICI Bank 4409	46.20	
ICICI Bank 215	0.75	
Bank of Baroda A/c 1555	1.89	1.22
Kotak Bank- Hotel	0.01	
Axis Bank -7475		22.38
b. Cash on hand	4.75	2.71
Total	54.29	23.71

Note 15: Short Term Loans and Advances

(₹ In Lakhs)

Particulars	As at 31 st March 2025	As at 31 st March 2024
(Unsecured and Considered Good)		
a. Balance with Government Authorities	53.60	80.54
b. Others (specify nature)		
Advance to Employees	10.88	10.48
Advanced Against Hotel Property	57.43	39.35
Advanced Against Barges	34.37	174.48
Other Advances	100.58	0.11
Total	256.87	304.95

Note 16: Revenue From Operations

(₹ In Lakhs)

Particular	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Sale of Services	1,788.48	1,415.12
Total	1,788.48	1,415.12

Note 16.1: Particular of Sale of Services

(₹ In Lakhs)

Particular	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Barge Hire Income	1,169.29	1,201.27
Equipment Hire Charges	231.00	-
Hotel Rent/Food Income	355.21	184.08
Godown/Office Rent Income	32.99	29.77



Total	1,788.48	1,415.12
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Note 17: Other Income

(₹ In Lakhs)

Particular	For the year ended 31st March 2025	For the year ended 31st March 2024
Other Income		
Dividend Income	0.00	0.00
Kasar	0.27	0.18
Vending Machine Income	1.04	-
Total	1.31	0.18

Note 18: Employee Benefits Expenses

(₹ In Lakhs)

Particular	For the year ended 31st March 2025	For the year ended 31st March 2024
(a) Salaries and Wages	19.15	9.30
(b) Contributions to Provident Fund	0.82	0.79
Total	19.97	10.10

Note 19: Finance Cost

(₹ In Lakhs)

Finance Cost	For the year ended 31 March, 2025	For the year ended 31 March, 2024
(a) Interest expense:		
(i) Term Loan Interest	62.58	120.42
(ii) Interest Expenses on TDS	0.87	1.23
(b) Other borrowing costs	1.50	15.39
Total	64.95	137.04

Note 20: Depreciation and Amortization

(₹ In Lakhs)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Depreciation Exp	366.64	259.30
Total	366.64	259.30

Note 21: Other Expenses:

(₹ In Lakhs)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Operating Expenses		
Rent Expenses - Hotel and Office	11.10	-
Barge Expenses - Repairing & Maint.	64.30	34.12
Barge Hire Expense	223.61	203.37
Administration Expenses		
Payment To auditor	3.50	1.00
Legal & Professional	10.72	5.81
Electricity Expense	14.71	11.64
Rates & Taxes	5.30	10.35
Insurance Expense	9.91	0.25
Misc Expense	15.48	12.24
Travelling Expense	2.94	-
Hotel Millennium Plaza Expenses	44.96	19.25
Total	406.52	298.02

Note 21.1: Payment to Auditors as:

(₹ In Lakhs)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
a. auditor	1.50	0.50
b. for taxation matters	1.50	0.25
c. for company law matters	0.50	0.25
d. for management services	-	-
e. for other services	-	-
f. for reimbursement of expenses	-	-
Total	3.50	1.00



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Notes Forming Part of the Financial Statements

22. The previous year's figures have been reworked, regrouped, and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current annual financial statements and are to be read in relation to the amounts and other disclosures relating to the current financial year.
23. Credit and Debit balances of unsecured loans, sundry creditors, sundry Debtors, loans and Advances are subject to confirmation and therefore the effect of the same on profit could not be ascertained.
24. Balances of Trade Payables, Trade Receivable and Loans and Advances are subject to confirmations and reconciliation if any, by the respective parties
25. Statement of Management
- (i) The current assets, loans and advances are good and recoverable and are approximately of the values, if realized in the ordinary courses of business unless and to the extent stated otherwise in the Accounts. Provision for all known liabilities is adequate and not in excess of amount reasonably necessary.
- (ii) Balance Sheet, Statement of Profit and Loss read together with Notes to the accounts thereon, are drawn up so as to disclose the information required under the Companies Act, 2013 as well as give a true and fair view of the statement of affairs of the Company as at the end of the year and results of the Company for the year under review.
26. Deferred tax Assets and Liabilities are as under:

Components of which are as under:

(₹ In Lakhs)

Particulars	Amount (₹) 31-3-2025	Amount (₹) 31-3-2024
Deferred Tax Asset/(Liability)	-	-
Temporary Difference in Block of Assets	(900.20)	(588.02)
Net Differed Tax Asset (Liability)	(226.56)	(147.99)

27. Earnings Per Share

Particulars	Year Ended on 31 st March, 2025	Year Ended on 31 st March, 2024
Profit / (Loss) after tax attributable to Equity Shareholders (A)	708.70	526.56
Weighted Number of Equity Share outstanding During the year (B) (In Nos.)	1,44,37,931.51	1,03,38,552
Basic Earnings Per Share for each Share of ₹ 10/- (A) / (B)	4.91	5.09

28. Foreign Currency Transactions:
Earning in Foreign Currency: NIL
Expenditure in Foreign Currency: NIL

29. Related Parties Transaction:

As per Accounting Standard 18, issued by the Chartered Accountants of India, The Disclosures of Transaction with the related parties as defined in the related parties as defined in the Accounting Standard are given below:

(a) List of related parties with whom transactions have taken place and relationships: -

Name of Related Parties	Relationship
Arvind Kantilal Shah	Chairman cum Managing director
Vinit Arvind Shah	Whole-time director
Piyush Chimanlal Vora	Non-Executive Director
Parul Arvind Shah	Non-Executive Director
Vipulchandra Acharya	Independent Director
Vijaybhai Dattani	Independent Director
Anart Foods Private Limited	Entity In Which Directors are Interested
CAS Ventures Private Limited	Entity In Which Directors are Interested
Bedi Shipping Limited	Entity In Which Directors are Interested
Integrated Proteins Limited	Entity In Which Directors are Interested
Dhichada Cargo Weighers and Petroleums Private Limited	Entity In Which Directors are Interested
Shantilal Multiport Infrastructure Private Limited	Entity In Which Directors are Interested
Ashapura Arcadia Logistic Private Limited	Entity In Which Directors are Interested
Valram Construction Private Limited	Entity In Which Directors are Interested
M/s. Arvind and Company	Entity In Which Directors are Interested
Mr. Arvind Kantilal Shah HUF	Entity In Which Directors are Interested
Mr. Vinit Arvind Shah HUF	Entity In Which Directors are Interested
Chintan Arvind Shah HUF	Entity In Which Directors are Interested
M/s. VS Marine	Entity In Which Directors are Interested
Arcadia Engineering	Entity In Which Directors are Interested



Arcadia Shipping and Trading Company	Entity In Which Directors are Interested
Magnum Builders	Entity In Which Directors are Interested
Silverleaf Constructions LLP	Entity In Which Directors are Interested
ACS Ventures LLP	Entity In Which Directors are Interested
AVM Marine LLP	Entity In Which Directors are Interested
Arcadia Libra LLP	Entity In Which Directors are Interested
Richie Dhrumil Vandra	CS
Hardik Kashetiya	CEO
Hardik M Chavda	CFO

(b) Transaction during the current financial year with related parties: -

(₹ In Lakhs)

Name	Relation	Nature of Transactions	2024-25	2023-24
Arcadia Shipping and Trading Company	Entity In Which Directors are Interested	Sales	394.88	598.12
Arcadia Shipping and Trading Company	Entity In Which Directors are Interested	Godown Rent-Income	24.22	28.72
Arcadia Logistics Limited (Bedi Shipping)	Entity In Which Directors are Interested- Subsidiary	Expense (Barge Hire)	62.95	-
CAS Ventures Private Limited	Entity In Which Directors are Interested	Sales	-	106.05
Vinit A Shah	Director	Expense (Barge Hire)	43.46	160.23
Parul Shah	Director	Expense (Barge Hire)	117.19	43.14
Richie Mukesh Kothari	CS	Salary	1.80	1.01
Arcadia Shipping and Trading Company	Entity In Which Directors are Interested	Loan Accepted	22.70	506.50
Arvind K Shah	Director	Loan Accepted	-	487.83
Vinit A Shah	Director	Loan Repaid	-	5.00
Arcadia Shipping and Trading Company	Entity In Which Directors are Interested	Loan Repaid	1,040.50	911.91
Arvind K Shah	Director	Loan Repaid	-	870.87
Vipul Chandra Acharya	Independent Director	Sitting Fees	0.45	0.20
Vijaybhai Dattani	Independent Director	Sitting Fees	0.45	0.20
Arcadia Logistics Limited (Bedi Shipping Limited)	Entity In Which Directors are Interested	Investment	1,529.82	-

30. Notes forming part of accounts in relation to Micro and small enterprise Based on information available with the company, on the status of the suppliers being Micro or small enterprises, on which the auditors have relied, the disclosure requirements of Schedule III to the Companies Act, 2013 with regard to the payments made/due to Micro and small Enterprises are given below:

Sr. No.	Particulars	Year Ended on 31 st March 2025		Year Ended on 31 st March 2024	
		Principal	Interest	Principal	Interest
I.					
II.	Amount due as at the date of Balance sheet	Nil	Nil	Nil	Nil
III.	Amount paid beyond the appointed date during the year	Nil	Nil	Nil	Nil
IV.	Amount of interest due and payable for the period of delay in making payments of principal during the year beyond the appointed date	Nil	Nil	Nil	Nil
V.	The amount of interest accrued and remaining unpaid as at the date of Balance sheet	Nil	Nil	Nil	Nil

The company has initiated the process of obtaining the confirmation from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) but has not received the same in totality. The above information is compiled based on the extent of responses received by the company from its suppliers.

31. As per Accounting Standard 15 "Employee Benefits", the disclosures as defined in the Accounting Standard are given below:

Contribution to Defined Contribution Plans, recognized as expenses for the year is as under:

	2024-25	2023-24
Employer's Contribution to Provident Fund	0.82	0.79

32. Tittle deeds of immovable property.

As per Clause (i) (C) of Annexure A of CARO.



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33. Revaluation of property, plants, and equipment's.

The Company has not revalued its Property, Plant and Equipment for the current year.

34. Loans or Advances in the nature of loans.

No Loans or Advances are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.

35. Capital Work in Progress (CWIP)

There has been Capital work in progress for the current year of the company is for Modification in Hotel Building during the year as follows:

Sr No.	Particular	Amount in CWIP for a period of				Total
		Less than 1 year	1-2 years	2-3 years	More than 3	
1	Projects in progress	92.53	-	-	-	-
2	Projects temporarily	-	-	-	-	-
	Total	92.53	-	-	-	-

(₹ In Lakhs)

36. Intangible assets under development:

There are no Intangible assets under development in the current year.

37. Details of Benami property held.

The company does not hold any benami property under the Benami Transaction (prohibition) act, 1988 and the rules there made under. Hence any proceeding has not been initiated or pending against the company for holding any benami property under the Benami Transaction (prohibition) act, 1988 and rules made there under.

38. Borrowings from bank or financial institution on the basis of current assets.

There is no overdraft facility or CC and hence there is no loan which is sanctioned based on the current assets.

39. Willful Defaulter.

The company has not been declared as wilful defaulter by any bank or financial institution or government or government authority during the year reporting period.

40. Relationship with struck off companies.

The company does not have transaction with the struck off under section 248 of companies act, 2013 or section 560 of companies act 1956.

41. Registration of charges or satisfaction with Registrar of companies.

The company does not have any charges or satisfaction, which is yet to be registered with ROC beyond the statutory period.

42. Compliance with number of layers of companies.

The company is in compliance with the number of layers prescribed under clause (87) of section 2 of company's act read with companies (restriction on number of layers) Rules, 2017.

43. Compliance with approved scheme of Arrangements.

The Company does not have made any arrangements in terms of section 230 to 237 of companies act 2013, and hence there is no deviation to be disclosed.

44. Utilization of borrowed funds and share premium.

As on March 31, 2025 there is no unutilized amount in respect of any issue of securities and long-term borrowing from banks and financial institutions. The borrowed funds have been utilized for the specific purpose for which the funds were raised.

45. Corporate social responsibility (CSR).

The section 135 (Corporate social responsibility) of the Companies Act, 2013 is applicable to the company and will be deposited in the fund as per schedule VII of companies act 2013, within 6 months from the end of financial year.

Average net profit of the Company for last three financial years: ₹ 445.76 Lakhs



Prescribed CSR Expenditure (two percent of the amount as in above): ₹ 8.92 Lakhs

Surplus arising out of CSR projects/ programs/ activities of the previous financial years: NIL

Amount required to be set off for the financial year: NIL

Amount unspent, if any: NIL

Details of CSR amount spent or unspent for the financial year:

a. Gross Amount as per the limits of section 135 of the companies Act, 2013: ₹ 8.92 lakhs

b. Amount spent and paid during the year ended 31st March, 2025: ₹ 18.59 lakhs

(₹ In Lakhs)

Particular	For the year ended March 31, 2025	For the year ended March 31, 2024
(i) Amount required to be spent by the company during the year	8.92	4.23
(ii) Amount of expenditure incurred	18.59	-
(a) Construction / Acquisition of asset	-	-
(b) On purposes other than (a) above	-	-
(iii) (Excess) / shortfall at the end of the year	(9.67)	4.23
(iv) Total of previous years shortfall	4.23	-
Total amount contributed during the year	14.16	-
(v) Reason for shortfall:	N.A.	The Company could not transfer the unspent CSR obligation of FY 2023-24 within the prescribed timeline due to operational constraints and business contingencies.
(vi) Nature of CSR activities	Promoting education among children	-
(vii) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	N.A.	N.A.
(viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year	N.A.	N.A.

46. Details of crypto currency and virtual currency.

Company has not traded or invested in crypto currency or virtual currency during the financial year.

47.

A. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

B. No funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

48. Contingent Liabilities and Commitments

Particulars	As at 31 st March 2025	As at 31 st March 2024
a) Contingent liabilities		
a. Claims against the company not acknowledged as debts	-	-
b. Guarantees	-	-
c. Other Money for which the company is contingently liable	26.23	-
b) Commitments	-	-

Note: Contingent liability arisen on account of disagreement between Company and Income tax Officer for the rate of Income tax accepted by company for the financial year 2023-24.

48. Segment Information (As-17)



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The Company is mainly engaged in two segments of 1. Hiring of ships, barges, launches, boats, docks, propelled vehicles, water-vessel and transport machines & 2. Providing hotel services & services of renting immovable properties. There are no identical Geographical Segment of the company as there are no major differences in the factors affecting the segment of the market.

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Segment Revenue		
Hiring of Barges	1,400.29	1,201.27
Hotel Operation / Renting of Immovable Properties	388.20	213.85
Unallocated	1.31	0.18
Total	1,789.79	1,415.30
Segment Expenses		
Hiring of Barges	701.56	612.97
Hotel Operation / Renting of Immovable Properties	136.98	80.69
Unallocated	19.54	10.79
Total	858.08	704.46
Segment Results		
Hiring of Barges	698.73	588.29
Hotel Operation / Renting of Immovable Properties	251.21	133.16
Unallocated	(18.23)	(10.61)
Operating Profit	931.72	710.84
Indirect Income		
Income Tax & Deferred Tax Expense/(Income)	223.01	184.29
Net Profit	708.70	526.56
Segment Assets		
Hiring of Barges	7,412.77	3,637.83
Hotel Operation / Renting of Immovable Properties	1,026.01	757.34
Unallocated	10.79	83.62
Total	8,449.57	4,478.80
Segment Liabilities		
Hiring of Barges	182.62	1,292.41
Hotel Operation / Renting of Immovable Properties	21.76	22.00
Unallocated	415.62	379.29
Total	620.01	1,693.70
Segment Net Worth		
Hiring of Barges	7,230.14	2,345.42
Hotel Operation / Renting of Immovable Properties	1,004.24	735.34
Unallocated	(404.82)	(295.67)
Total	7,829.56	2,785.09

Note: Figures are regrouped and re arranged as required

Note 49: Trade Payables

(₹ In Lakhs)

Particulars	As at 31 st March, 2025						As at 31 st March, 2024					
	Outstanding for following periods from due date of payment						Outstanding for following periods from due date of payment					
	Unbilled dues	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total	Unbilled dues	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	-	-	-	-	-	-	-	-	-	-	-	-
Others	-	183.49	3.40	17.50	-	204.39	-	211.78	26.43	0.45	-	238.66
Dispute dues-MSME	-	-	-	-	-	-	-	-	-	-	-	-
Dispute dues	-	-	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-	-	-
Total	-	183.49	3.40	17.50	-	204.39	-	211.78	26.43	0.45	-	238.66

Note 50: Trade Receivables

(₹ In Lakhs)

Particulars	As at 31 st March, 2025							As at 31 st March, 2024						
	Outstanding for following periods from due date of payment							Outstanding for following periods from due date of payment						
	Unbilled dues	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total	Unbilled dues	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total



Undisputed Trade Receivables - Considered Goods	-	1,100.91	23.98	126.21	-	7.61	1,258.71	-	394.27	40.15	-	-	7.61	442.03
Undisputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disputed Trade Receivables - Considered Goods	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL	-	1,100.91	23.98	126.21	-	7.61	1,258.71	-	394.27	40.15	-	-	7.61	442.03

Note No. 51: Key Financial Ratios:

(₹ In Lakhs)

Particulars	Current Reporting Period	Previous Reporting Period	% of Change	Reasons
Current ratio	3.99	1.00	298.97	Current ratio has improved drastically on account of pay off of liabilities and increase in current assets which is due to increase in Net Profit & issue of fresh capital that reduced the liabilities of the company.
Current Assets	1,569.88	770.69		
Current Liabilities	393.45	770.61		
Debt Equity Ratio	0.00	0.42	-99.34	DE ratio of the company has improved on account of (i) issue of fresh public equity through Preferential issue & increase in net profit resulting in shareholder's equity (ii) reduction in debt due to payment of term loan, pay off of other liability resulting in decrease in debt.
Debt	21.60	1,171.71		
Shareholder's Equity	7,748.51	2,785.09		
Debt Service coverage ratio	(13.32)	(0.24)	5547.97	Debt service coverage ratio has improved from 0.24 in previous year to -13.32 in the current period on account of increase in fund available for repayment of Term Loan because of increase in Net Profit as well as Cash profit.
Net Profit/(Loss) before tax	708.70	526.56		
Add: Finance Cost	64.95	137.04		
Add: Depreciation	366.64	259.30		
Less: Capital Exp.	2,005.49	1,208.95		
EBITDA-CAPEX	-865.20	-286.05		
Debt Service (Interest + Principal)	64.95	1,212.79		
Return on Equity Ratio	0.13	0.28	-52.72	Though the Net Profit of the company has exhibited positive trend, the return on equity has decreased on account of increase in shareholder's fund, as in current year company has made preferential issue and issued convertible warrants resulting into higher shareholders equity.
Net Profit	708.70	526.56		
Average Shareholder's Equity	5,266.80	1,850.24		
Trade Receivables turnover ratio	2.10	3.33	-36.93	Trade receivable turnover ratio has decreased for the current period, as sales has increased more in comparison to receivables, as receivables are not recovered within credit limits hence ratio varies.
Net Sales	1,788.48	1,415.12		
Avg. Trade Receivables	850.37	424.35		
Trade payables turnover ratio	1.44	1.67	-13.94	Trade payable turnover ratio has reduced due to increase in turnover resulting in increase in
Total Purchases (Fuel Cost + Other Expenses)	318.97	247.58		



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Avg. Trade Payables	221.53	147.98		consumables and also due to availability of credit from supplier to the company.
Net capital turnover ratio	0.31	0.51	-38.65	The Net capital turnover ratio has slightly decreased. Though the turnover has increased during the year, the capital employed has also increased due to increase in capital by public issue of equity share capital resulting in decrease in Net capital turnover ratio.
Sales	1,788.48	1,415.12		
Avg. Capital Employed	5,694.88	2,764.33		
Net profit ratio	39.63	37.21	6.50	Net Profit ratio of the company for the current period has Increased mainly on account of increase in in sales and decrease in finance cost
Net profit	708.70	526.56		
Sales	1,788.48	1,415.12		
Return on Capital employed	0.18	0.31	-42.94	Though the earnings before interest & tax have improved, ROC has decreased on account of increase in capital. The capital base of the company has increased by issue of public offer of equity shares.
Net Profit/(Loss) before tax	931.72	710.84		
Add: Finance Cost	64.95	137.04		
Earnings before interest and tax	996.66	847.89		
Avg. Capital Employed	5,694.88	2,764.33		





ARVIND PORT AND INFRA LIMITED

(FORMERLY KNOWN AS ARVIND AND COMPANY SHIPPING AGENCIES LIMITED & ARVIND AND COMPANY SHIPPING AGENCIES PRIVATE LIMITED)

CIN:L61200GJ1987PLC009944

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