



Arvind & Company Shipping Agencies Limited
(Formerly Arvind & Company Shipping
Agencies Private Limited)

701 to 702, Fifth Floor, City Point, Nr. Town Hall, Jamnagar-361001, Kalavad, Gujarat, India.

Ph: +91 288 2551901 **Fax:** +91 288 2552566

Email: info@arvindshipping.com

Website: arvindshipping.com

CIN: L61200GJ1987PLC009944

Date: September 16, 2024

To,
Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra East, Mumbai-400051

Respected Sir/Ma'am

Sub: Submission of Notice of Extra Ordinary General Meeting of the company.

Ref.: Arvind and Company Shipping Agencies Limited (Symbol: ACSAL, ISIN: INE0P4T01013).

Pursuant to Regulation 30 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Notice of Extra-ordinary General Meeting dated September 13, 2024 ("the Notice") together with the Explanatory statement seeking approval of the members of the Company for resolution as set out in the notice, in respect of Extra Ordinary General Meeting of the Members of Arvind and Company Shipping Agencies Limited ("the company") to be held on Tuesday, October 08, 2024 at 12:00 noon through Video Conference (VC) or Other Audio Visual Means (OAVM).

The Notice is being sent only through electronic mode to the members whose names appear in the Register of Members/ List of Beneficial owners as received from National Securities Depository Limited and whose email id is registered with the Company/Depositories, as on Friday, September 06, 2024.

The Company has engaged the services of National Securities Depository Limited ("NSDL"), for providing remote e-voting facility to all members. The e-voting facility will be available during the following period:

Commencement of e-voting: 9:00 A.M. (IST) on Saturday, October 05, 2024

End of e-voting: 5:00 P.M. (IST) on Monday, October 07, 2024

The Notice is also available on the Company's website at www.arvindshipping.com.

Thanking you,

Yours faithfully,

For, Arvind and Company Shipping Agencies Limited

Arvindbhai Kantilal Shah
Chairman cum Managing Director
DIN: 00094647

Place: Jamnagar
Encl: Notice of EOGM



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NOTICE OF EXTRA ORDINARY GENERAL MEETING
(Pursuant to Section 101 of the Companies Act, 2013 read with Companies
(Management & Administration) Rules, 2014

To,
The Member(s)

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of Arvind and Company Shipping Agencies Limited will be held on Tuesday, October 08, 2024 at 12:00 Noon through video conference ("VC") or Other Audio Visual Means (OAVM), to transact the following business:

SPECIAL BUSINESS

ITEM NO. 1

TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION:

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of Concerned Registrar of Companies, and such other approvals as may be required in this regard, the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from the existing Rs. 12,50,00,000/- (Rupees Twelve Crore Fifty Lakh Only) divided into 1,25,00,000 (One Crore Twenty-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 22,00,00,000/- (Rupees Twenty-Two Crores Only) divided into 2,20,00,000 (Two Crore Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

"V. The Authorised Share Capital of the Company is Rs. 22,00,00,000/- (Rupees Twenty-Two Crores Only) divided into 2,20,00,000 (Two Crore Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board of the Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deems necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company."



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ITEM NO. 2

TO ISSUE OF EQUITY SHARES OF THE COMPANY ON A PREFERENTIAL BASIS:

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 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘SEBI ICDR Regulations’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the ‘SEBI Listing Regulations’), the listing agreement entered into by the Company with National Stock Exchange of India Limited (‘Stock Exchange’) on which the Equity Shares having face value of Rs. 10/- each of the Company (‘Equity Shares’) are listed and traded and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (‘SEBI’) and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as ‘Applicable Regulatory Authorities’) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions, sanctions, which the board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorized to accept, the consent and approval of the members of the Company (‘Members’) be and is hereby accorded to the Board to create, issue, offer and allot up to 49,27,500 (Forty-Nine Lakh Twenty-Seven Thousand Five Hundred Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid up, on a preferential basis (‘Preferential Issue’), to the Proposed allottees belonging to persons other than the promoters & promoter group, as stated herein below, at an issue price of Rs. 69.00 per equity Shares (including premium of Rs. 59.00 per equity Shares), being issue price determined as on the relevant date in accordance with the SEBI (ICDR) Regulations and Valuation Report of Registered Valuer or such other higher price, in such manner, in one or more tranches and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard:

Sr. No.	Name of Proposed Allottees	Category	No of Equity shares proposed to be issued	PAN
1.	SHRI BAJRANG COMMODITY	Non Promoter	207000	AACFJ0698K
2.	RENU BANSAL	Non Promoter	200000	AARPB1109J
3.	SWATI GOEL	Non Promoter	177000	AMUPJ7776Q



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4.	GUNJAN GOYAL	Non Promoter	177000	AOJJP6543A
5.	RAJESH BANSAL	Non Promoter	160000	AAHPB8484E
6.	PITAM GOEL HUF	Non Promoter	155000	AAOHP3497E
7.	NAVIN MAHAVIRPRASAD DALMIA	Non Promoter	153000	ABCPD5128M
8.	GROWFAST SECURITIES AND CREDIT PRIVATE LIMITED	Non Promoter	145000	AAACG4593M
9.	WOW INVESTMENTS	Non Promoter	144000	AADFW9841L
10.	TUSHAR AGGARWAL	Non Promoter	115000	AJBPA6833D
11.	BADAMI INVESTMENTS	Non Promoter	115000	AAIFB5278P
12.	NVS CORPORATE CONSULTANCY SERVICES PVT. LTD.	Non Promoter	110000	AABCN1322N
13.	DIPAK RAHEJA	Non Promoter	108000	AHXPR1047E
14.	AARSON INVESTMENTS	Non Promoter	108000	ACCFA8830C
15.	SUNIL SPONGE PRIVATE LIMITED	Non Promoter	108000	AAHCS7999A
16.	ARTHVEDA INVESTMENT	Non Promoter	108000	ACEFA7267M
17.	BHAJEE PORTFOLIO PRIVATE LIMITED	Non Promoter	100000	AAACB8905G
18.	SKG ASSET MANAGEMENT PRIVATE LIMITED	Non Promoter	87500	ABFCS0327P
19.	SVELTETECH TECHNOLOGIES PRIVATE LIMITED	Non Promoter	87000	ABECS0567J
20.	SAMEER PAHLAJANI	Non Promoter	72000	AESPP3457J
21.	ASHA SINGHANIA	Non Promoter	72000	AJGPS3996J
22.	ANVI POWER INVESTMENTS PRIVATE LIMITED	Non Promoter	72000	AAZCA4532D
23.	TEN EIGHTY INVESTMENTS	Non Promoter	72000	AATFT4858N
24.	KUSHAL VASWANI	Non Promoter	72000	AFEPV0708F
25.	VIKRAM NARANG	Non Promoter	70000	ADCPN6748D
26.	RAKESH GUPTA	Non Promoter	70000	AINPG8645E
27.	RAJAT GOEL	Non Promoter	70000	ANUPG1325R
28.	SUNIL KUMAR GUPTA	Non Promoter	70000	AALPG0105B
29.	SURINDER KAUR	Non Promoter	70000	AJPPK7448A
30.	RUHINA SHARMA	Non Promoter	70000	BAAPS4432B
31.	KAPIL GUPTA	Non Promoter	70000	AEMPG3650A
32.	RAJAN VERMA	Non Promoter	70000	ACCPV0683N



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33.	AMIT JAIN	Non Promoter	70000	AAHPJ7588H
34.	SINGHVI HERITAGE LLP	Non Promoter	63000	ADQFS0922G
35.	VIJAY NANJI SODHA	Non Promoter	56000	EYZPS9570J
36.	DHANESHA ADVISORY LLP	Non Promoter	56000	AASFD3864B
37.	HARIA ENTERPRISE	Non Promoter	52500	AALFH1105L
38.	SIDDHI VENTURE	Non Promoter	52500	ADOF59807N
39.	ASHOKKUMAR VASANTLAL SHAH	Non Promoter	52500	AFXPS3621K
40.	KAJAL MAHINDRA SHAH	Non Promoter	52500	AAIPS4667H
41.	ALPA SUNIL CHHEDA	Non Promoter	52500	AAFPC0663G
42.	NEETA NAVIN NAGDA	Non Promoter	52500	AACPN1420H
43.	FENKIN INFRAVENTURES PRIVATE LIMITED	Non Promoter	52500	AAECF0781A
44.	NIMISH BABULAL PARIKH	Non Promoter	52500	AABPP4552H
45.	ABHAY D SHAH	Non Promoter	52000	BVTPS1051E
46.	VENKATRAMAN SUBRAMANIAN	Non Promoter	52000	AHAPS1758G
47.	VINOD K PATIL	Non Promoter	51000	ADZPP6705D
48.	KUNAL KAILASH PAREKH	Non Promoter	50000	AKYPP1965H
49.	NANDURA ESTATES	Non Promoter	45000	AAQFN2259Q
50.	ABHISHEK RAO	Non Promoter	45000	BYHPR8381K
51.	PRADEEP SOOD	Non Promoter	35600	ABDPS5594D
52.	GAURAV MISRA	Non Promoter	32000	AYVPM0270H
53.	KUNAL R JAIN	Non Promoter	31000	AIFPJ7113A
54.	ABHAY D MUSALE	Non Promoter	31000	AHGPM7587H
55.	ISHWARI SWAPNIL KABRA	Non Promoter	30500	DLBPD1778M
56.	PRIYANKA DATTA	Non Promoter	30500	BJTPD6871R
57.	VARSHA VIJAY SHEJAWAL	Non Promoter	30500	EBDPS2046L
58.	CHIRAG B SHETH	Non Promoter	30000	BHBPS8449C
59.	SANJEEV KUMAR SINGH	Non Promoter	30000	AKOPS5245B
60.	KSHMA JASWANT SHAH	Non Promoter	30000	AXTPS8423P
61.	SAGAR JETHALAL NISHAR	Non Promoter	28000	AUTPN3017F
62.	CHITRA KUMAR	Non Promoter	27600	AAEPK7737L



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63.	SEEMA KUMARI M S	Non Promoter	27600	AGWPM5289R
64.	VIJAY CHANDULAL GIDWANI	Non Promoter	27000	AGJPG8847N
65.	DANGE NILESH SUDHIR	Non Promoter	20600	AGMPD2931K
66.	RAVI NAVIN SHAH (HUF)	Non Promoter	20600	AALHR1688E
67.	SURESH PATIL	Non Promoter	20500	ANXPP7936J
TOTAL			4927500	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price (inclusive of premium) for the Preferential Allotment of the Equity Shares is Friday, September 06, 2024, (Saturday, September 07, 2024 & Sunday, September 08, 2024 being holidays) being the date 30 days prior to the deemed date of passing of resolution via Extra Ordinary General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws;

- a) The full consideration ('Cash Consideration') in respect of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of Equity Shares and the consideration must be paid from respective Proposed Allottees' bank account.
- b) The Equity Shares to be allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company bearing ISIN: INEOP4T01013 in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- c) The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange subject to receipt of necessary permissions and approvals.
- d) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- e) The equity shares so offered, issued and allotted will be listed on the Emerge Platform of National Stock Exchange of India Limited, where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the equity shares of the Company and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the equity shares of the Company.

RESOLVED FURTHER THAT subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify or alter



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any of the relevant terms and conditions, including size of the preferential issue to the investor, as may deem expedient

RESOLVED FURTHER THAT Executive Directors of the Company, be and are hereby severally authorized, on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations and that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.”

ITEM NO. 3:

TO ISSUE OF FULLY CONVERTIBLE EQUITY WARRANTS OF THE COMPANY ON A PREFERENTIAL BASIS:

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 Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘SEBI (ICDR) Regulations’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the ‘SEBI Listing Regulations’), the listing agreements entered into by the Company with National Stock Exchange of India Limited (‘Stock Exchange’) on which the Equity Shares having face value of Rs. 10/- each of the Company (‘Equity Shares’) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (‘SEBI’) and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as ‘Applicable Regulatory Authorities’) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as



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the 'Board' which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept, the consent and approval of the members of the Company ('Members') be and is hereby accorded to the Board to create, issue, offer and allot up to 39,75,000 (Thirty-Nine Lakh Seventy-Five Thousand Only) Fully Convertible Warrants ("Equity Warrant(s)") each convertible into, or exchangeable for, 1 (One) fully paid up equity share of the Company of face Value of Rs. 10/- (Rupees Ten Only) each to Promoters & Non-Promoter of the company, ("Warrant Holder(s)" / "Proposed Allottee(s)") as stated herein below, consideration of which shall be payable in cash, at price of Rs. 69.00 Per Warrant ("Warrants Issue Price"), being issue price determined as on the relevant date in accordance with the SEBI (ICDR) Regulations and Valuation Report of Registered Valuer or such other higher price, in such manner, in one or more tranches and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard;

Sr. No.	Name of Proposed Allottees	Category	No. of Warrants Convertible to Equity proposed to be issued	PAN
1.	Arvindbhai Kantilal Shah	Promoter	1470000	AJBPS3131J
2.	Vinit Arvind Shah	Promoter	265000	AHPPS3708M
3.	Chintan Arvind Shah	Promoter	260000	AFHPS6755A
4.	Parul Arvindbhai Shah	Promoter	105000	AHPPS3707E
5.	Infinity Interiors Private Limited	Non-Promoter	1875000	AAACN7891F
Total			3975000	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum price for the Preferential Allotment of the Warrants shall be Friday, September 06, 2024 (Saturday, September 07, 2024 & Sunday, September 08, 2024 being weekend) ("Relevant Date"), being the day 30 days prior to the date of passing of special resolution at this Extraordinary General Meeting;

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of Warrants and consequent allotment of equity shares to the Proposed Allottees/warrant holders under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws;

- a) Each warrant is convertible into 1 (One) Equity Share and the conversion can be exercised by warrant holder at any time in one or more tranches, Within Eighteen (18) months from date of allotment of warrants (the "Warrant Exercise Period") on such other terms and conditions as applicable. However, Warrants can be converted into Equity Shares by Members of promoter and Promoter Group only up to 5% of Post issue Capital under FY 2024-25 and remaining warrants up to permissible limits can be converted into Equity Shares in FY 2025-26 as per compliance of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.



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- b) The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.
- c) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- d) The warrants by itself do not give to the warrants holder any rights of the shareholder(s) of the Company.
- e) The proposed warrants shall be issued and allotted by the Company to proposed allottees within a period of fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of fifteen (15) days from the date receipt of last of such approvals, if any.
- f) The warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation/ sub-division/re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.
- g) The warrant holder(s) shall be entitled to the option of exercising any or all of the warrants in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of warrants proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of conversion.
- h) The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottees in the records of the Company as the registered owner of such Equity Shares;
- i) The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottees;
- j) The Equity Shares to be so allotted on exercise of option of conversion of warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;
- k) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock



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Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations;

- 1) The warrants being allotted shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants of the Company and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants of the Company.

RESOLVED FURTHER THAT subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the investor, as may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including but without limitation to, issuing clarifications, resolving all questions or doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise with regard to the offer, issue and allotment of the Warrants and/or Equity Shares and on conversion of such Warrants and listing thereof with the Stock Exchange as appropriate including admission of such Warrants and/or Equity Shares to be allotted on exercise of option attached to such Warrants with the depositories and corporate actions thereof and utilisation of proceeds of the preferential issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution and delegate all or any of the powers herein conferred by above resolution to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person.”

ITEM NO. 4:

APPROVAL OF CHANGE IN THE NAME OF THE COMPANY AND CONSEQUENT AMENDMENT OF MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to provisions of Sections 4, 5, 13 and 14 of the Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013, and the rules, regulations, notifications and guidelines issued thereunder, Regulation 45 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law (including any amendments,



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statutory modifications, variations and/ or re-enactments to any of the foregoing), and the enabling provisions of the Articles of Association of the Company and the Memorandum of Association of the Company, and subject to all other necessary approvals, permissions, consents and sanctions from governmental authorities, including approval from the Registrar of Companies, Central Registration Centre, ("ROC"), National Stock Exchange of India Limited ("NSE"), the consent of the Members of the Company be and is hereby accorded for changing the name of the Company from "Arvind & Company Shipping Agencies Limited" to "Arvind Port and Infra Limited" or such other name, as may be made available by the ROC, and consequent alteration of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT Clause I (i.e., name clause) of the Memorandum of Association of the Company be altered accordingly and the name "Arvind & Company Shipping Agencies Limited" wherever it appears in the Memorandum of Association and the Articles of Association be substituted with the new name "Arvind Port and Infra Limited" or such other name, as may be made available by the ROC, and be deemed substituted in all other necessary documents including agreements and contracts entered into by the Company, name boards, letterheads and at all other places wherever appearing.

RESOLVED FURTHER THAT for giving effect to above resolution, the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any duly authorized Committee of the Board and/or any officers of the Company, by whatever name called to exercise its power conferred by this resolution) be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose including but not limited to execution of all necessary and required agreements, documents, instruments, writings and papers and filing of all necessary reports, return, eforms, applications with the ROC, the stock exchange(s) or other authorities, and to settle all difficulties, doubts and questions that may arise in regard to implementation of the aforesaid resolution, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any directors, committees, executives, officers or representatives of the Company or to any other person, as may be necessary to give effect to the above resolutions and all actions taken by such persons in connection with any matters referred to or contemplated in the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

ITEM 05:

APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH MR. VINIT A SHAH PROMOTER AND WHOLE TIME DIRECTOR OF THE COMPANY FOR FY. 2024-25:-

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act 2013 ("Act") and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended till date and other applicable provisions of the act, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into the contract(s)/arrangement(s)/transaction(s) with Mr. Vinit A Shah, a related party within the meaning of Section 2(76) of the Companies Act 2013 for purchase of Barge of Mr. Vinit A Shah, Whole Time Director of the Company, on such terms and conditions as the Board of Directors may deem fit up to a maximum aggregate value of Rs. 5 Crore with Mr. Vinit A Shah for the Financial



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Year 2024-25 provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm's length basis.

Details of Related Party Transactions/ Arrangements/ Contracts:

Sr.No.	Name of Related Party	Nature of Relationship	Type of Transaction(s)	Maximum Value of Transaction for Financial Year 2024-25
1	Mr. Vinit A Shah	Whole Time Director	Purchase of Barge of Vinit A Shah Whole Time Director of the Company.	Rs. 5 Crore

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.”

ITEM 06:

APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH MR. ARVINDBHAI KANTILAL SHAH PROMOTER AND CHAIRMAN CUM MANAGING DIRECTOR OF THE COMPANY FOR FY. 2024-25:-

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act 2013 (“Act”) and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended till date and other applicable provisions of the act, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into the contract(s)/arrangement(s)/transaction(s) with Mr. Arvindbhai Kantilal Shah, a related party within the meaning of Section 2(76) of the Companies Act 2013 for purchase of Barge of Mr. Arvindbhai Kantilal Shah, Chairman cum Managing Director of the Company, on such terms and conditions as the Board of Directors may deem fit up to a maximum aggregate value of Rs. 11 Crore with Mr. Arvindbhai Kantilal Shah for the Financial Year 2024-25 provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

Details of Related Party Transactions/ Arrangements/ Contracts:

Sr. No.	Name of Related Party	Nature of Relationship	Type of Transaction(s)	Maximum Value of Transaction for Financial Year 2024-25
1	Arvindbhai Kantilal Shah	Chairman cum Managing Director	Purchase of Barge of Mr. Arvindbhai Kantilal Shah Chairman cum	Rs. 11 Crore



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			Managing Director of the Company.	
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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.”

ITEM 07:

APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH MRS. PARUL ARVIND SHAH AND NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR FY. 2024-25:-

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act 2013 (“Act”) and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended till date and other applicable provisions of the act, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into the contract(s)/arrangement(s)/transaction(s) with Parul Arvind Shah, a related party within the meaning of Section 2(76) of the Companies Act 2013 for purchase of Barge of Parul Arvind Shah, Non-Executive Director of the Company, on such terms and conditions as the Board of Directors may deem fit up to a maximum aggregate value of Rs. 8 Crore with Parul Arvind Shah for the Financial Year 2024-25 provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

Details of Related Party Transactions/ Arrangements/ Contracts:

Sr. No.	Name of Related Party	Nature of Relationship	Type of Transaction(s)	Maximum Value of Transaction for Financial Year 2024-25
1	Parul Arvind Shah	Non-Executive Director	Purchase of Barge of Parul Arvind Shah, Non-Executive Director of the Company.	Rs. 8 Crore

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.”

For, Arvind and Company Shipping Agencies Limited

Sd/-

Arvindbhai Kantilal Shah
Chairman cum Managing Director
DIN: 00094647

Place: Jamnagar

Date: September 13, 2024



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EXPLANATORY STATEMENT

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

ITEM NO. 1

TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION: ORDINARY RESOLUTION

In order to broad base capital structure of the Company and to enable the Company to issue further shares, it is proposed to increase the authorized share capital of the Company from existing Rs. 12,50,00,000/- (Rupees Twelve Crore Fifty Lakh Only) divided into 1,25,00,000 (One Crore Twenty-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 22,00,00,000/- (Rupees Twenty-Two Crores Only) divided into 2,20,00,000 (Two Crore Twenty Lakh only) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by way of creation of an additional 95,00,000 (Ninety-Five Lakh) Equity Shares of Rs. 10.00 (Rupees Ten only) each, ranking pari-passu in all respect with existing equity shares of the company, aggregating to Rs. 9,50,00,000 (Rupees Nine Crore Fifty Lakh only).

As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly. The proposed increase of authorized share capital requires the approval of members of the Company in general meeting under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The Draft amended Memorandum of Association has been placed on the website of the Company www.arvindshipping.com in for Members' Inspection.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as Ordinary Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

ITEM NO. 2

TO ISSUE OF EQUITY SHARES OF THE COMPANY ON A PREFERENTIAL BASIS: SPECIAL RESOLUTION

In terms of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreement entered into by the Company with National Stock Exchange of India Limited ('Stock Exchange') on which the Equity Shares having face value of Rs. 10.00 each of the Company ('Equity Shares') are listed, the



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Board of Directors of the Company, in their meeting held on September 13, 2024, subject to approval of shareholders of the Company by way of special resolution, approved the issue of up to 49,27,500 (Forty-Nine Lakh Twenty-Seven Thousand Five Hundred Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to the proposed allottees as mentioned in the resolution. The Board seeks approval of the Members of the Company, by way of Special Resolution, for issue and allotment of Equity Shares on preferential basis to the Proposed Allottees.

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allottees, if any, are in dematerialised form;
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
5. The Proposed Allottees have represented and declared to the Company that they have not sold or transferred any equity Shares of the Company during the 90 trading days preceding the relevant date, being Friday, September 06, 2024 (Saturday, September 07, 2024 & Sunday, September 08, 2024 being weekend).
6. None of the Promoters and Directors of the Company are fugitive economic offender;
7. The Company do not have any outstanding dues to the Board, the Stock Exchanges or the Depositories.
8. The Proposed Allottees have further confirmed that the Proposed Allottees shall be an entity eligible under SEBI (ICDR) Regulations to undertake the preferential issue.

The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice will be sent in respect of the EOGM seeking shareholders' approval by way of Special Resolution.

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 23, 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 SEBI ICDR Regulations, necessary information or details in respect of the proposed Preferential Issue of Equity Shares are as under:

A. Particulars of the Preferential Issue including date of passing of Board resolution.

The Board of Directors at its meeting held on September 13, 2024 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 49,27,500 (Forty-Nine Lakh Twenty-Seven Thousand Five Hundred Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 69.00 per equity Shares (including premium of Rs. 59.00 per equity Shares) aggregating up to Rs. 33,99,97,500 (Thirty Three Crore Ninety Nine Lakh Ninety Seven Thousand Five Hundred only) for cash consideration, on a preferential basis.



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B. Number of Shares, Kinds of securities offered and the price at which security is being offered.

To create, issue, offer and allot up to 49,27,500 (Forty-Nine Lakh Twenty-Seven Thousand Five Hundred Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each, on a preferential basis ("Preferential Issue"), to the Proposed Allottees at an issue price of Rs. 69.00 per equity Shares (including premium of Rs. 59.00 per equity Shares), being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

C. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & Pricing of the preferential issue:

The Equity Shares of Company are listed on National Stock Exchange of India Limited for a period of more than 90 trading days as on the relevant date i.e. Friday, September 06, 2024 (Saturday, September 07, 2024 & Sunday, September 08, 2024 being weekend) and are frequently traded in accordance with SEBI ICDR Regulations.

The Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

a) In case of "frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations:

If the equity shares of the Company have been listed on a recognised stock exchanges for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

- i. The 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- ii. The 10 trading days' volume weighted average prices of the related equity shares quoted on the recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

b) In case of Change in Control or allotment of more than five per cent. (Regulation 69A(1) of the SEBI ICDR Regulations:

Any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable:-



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Article of Association provides for method of determination which does not result in floor price higher than that determine under ICDR Regulation.

In terms of Regulation 166A (1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated September 13, 2024 from Mr. Abhishek Chhajed, an Independent Registered Valuer having its office at B/1115 Sun West Bank, Opp. City Gold Cinema, Ashram Road, Ahmedabad-380009 and Registration No: IBBI/RV/03/2020/13674 and the copy of the same has been hosted on the website of the Company which can be accessed at <https://www.arvindshipping.com/> under Investor Relations tab. As per the Valuation Report, the minimum price, in terms of Regulation 164(1) r.w. Regulation 166A (1) of the SEBI ICDR Regulations, at which Equity Shares to be issued is Rs. 68.51 (Sixty-Eight Rupees and Fifty-One paise only).

However, the issue price for this Preferential Issue is kept at Rs. 69 per Equity Share including Security Premium of Rs. 59 per Equity Share which is higher than the above Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations and Regulation 166A(1) of SEBI ICDR Regulations.

D. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The allotment is proposed to be made for cash only.

E. The price or price band at/within which the allotment is proposed:

There shall be no price band. All the equity shares under this preferential issue shall be made at an issue price of Rs. 69.00 (Rupees Sixty-Nine only) Per Equity Share including Security Premium of Rs. 59.00 (Rupees Fifty-Nine only) Per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations.

F. Amount which the company intends to raise by way of such Equity Shares:

Rs. 33,99,97,500 (Thirty-Three Crore Ninety-Nine Lakh Ninety-Seven Thousand Five Hundred only).

G. The Objects of the issue through preferential offer:

The proceeds of the Preferential Issue will be 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.

H. The total number of securities to be issued:

The total number of Equity Shares proposed to be issued is Up to 49,27,500 (Forty-Nine Lakh Twenty-Seven Thousand Five Hundred Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each.

I. The intention of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer.

None of the Person falling under Promoter & Promoters Group, Directors or Key Managerial Personnel intends to subscribe this offer i.e. Equity Shares, However, Mr. Arvindbhai Kantilal



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Shah, Mr. Vinit Arvind Shah, Mr. Chintan Arvind Shah & Mrs. Parul Arvindbhai Shah, the Promoters of the Company intends to subscribe Equity warrants.

J. The class or classes of persons to whom the allotment is proposed to be made:

The allotment of Equity Shares is proposed to be made to the: -

- Public-Non-Institutional-Individuals/HUF
- Public-Non-Institutional-Body Corporate/Limited Liability Partnership
- Public-Non-Institutional-Partnership Firm
- Public-Non-Institutional-NRI

K. Shareholding Pattern of the Company before and after the Preferential Issue:

The shareholding pattern before and after the Preferential Issue of Equity Shares and Fully Convertible Equity Warrants would be as under:

Category of Shareholder	Pre Issue ⁽¹⁾		Post Issue ⁽²⁾	
	No. of Equity Shares	%	No. of Equity Shares	%
A. Promoter & Promoter Group				
1. Indian				
Individuals/ Hindu Undivided Family	8861800	73.01	10961800	52.10
Bodies Corporate	-	-	-	-
Sub Total (A)(1)	8861800	73.01	10961800	52.10
2. Foreign	-	-	-	-
Sub Total (A)(2)	-	-	-	-
Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	8861800	73.01	10961800	52.10
B. Non-promoters' holding (Public shareholding)				
1. Institutions- Alternate Investment Funds	-	-	-	-
2. Foreign Portfolio Investors	-	-	-	-
3. NBFCs registered with RBI	-	-	-	-
Sub-Total (B) (1)	-	-	-	-
2. Central Government/State Government(s)/President of India	-	-	-	-
Sub-Total (B) (2)	-	-	-	-
3. Non-institutions				
a) Individuals -				



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i. Individual shareholders holding nominal share capital up to Rs. 2 lakh.	1758000	14.48	1758000	8.36
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	906000	7.46	3588800	17.05
Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-
b) Any Other (Specify)				
i. Bodies Corporate	276000	2.27	2913000	13.84
ii. Non-Resident Indians (NRIs)	207000	1.71	491100	2.33
iii. Trusts	9000	0.07	9000	0.04
iv. HUF	111000	0.91	286600	1.36
v. Firm	9000	0.07	913000	4.34
vi. LLP	-	-	119000	0.57
vii. Trusts	-	-	-	-
Sub-Total (B) (3)	3276000	26.99	10078500	47.90
Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	3276000	26.99	10078500	47.90
Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-
Sub Total (C)	-	-	-	-
GRAND TOTAL (A)+(B)+(C)	12137800	100.00	21040300	100.00

Note:

- 1) The Pre-Issue Shareholding Pattern is based on shareholding as on June 30, 2024.
- 2) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all Equity Shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares they intent to do so, the shareholding pattern in the above table would undergo corresponding changes.
- 3) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) of Warrants will subscribe to all the Warrants and resultant equity shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Warrants or not get allotted equal no. of Equity Shares, the shareholding pattern in the above table would undergo corresponding changes
- 4) It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- 5) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.

L. The time within which the preferential issue shall be completed:

As required under SEBI ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of special resolution



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by the shareholders according consent for preferential issue or in the event of allotment of equity shares would require any other approvals or permissions from any regulatory authorities including stock exchange where the shares of the Company are listed or the Central Government, within 15 days from the date of receipt of last of such approvals or permissions as the case may be.

M. Details of Proposed Allottees and the identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them.

Sr. No.	Name of Proposed Allottees	Current Status of the Allottees	Proposed Status of the Allottees	Ultimate Beneficial Owner	Post Issue Shareholding*	
					No. of Equity Shares	% of Post Issue Capital
1.	SHRI BAJRANG COMMODITY	Public	Public	Anand Goel	207000	0.98
2.	RENU BANSAL	Public	Public	Self	200000	0.95
3.	SWATI GOEL	Public	Public	Self	177000	0.84
4.	GUNJAN GOYAL	Public	Public	Self	177000	0.84
5.	RAJESH BANSAL	Public	Public	Self	160000	0.76
6.	PITAM GOEL HUF	Public	Public	Pitam Goel	155000	0.74
7.	NAVIN MAHAVIRPRASAD DALMIA	Public	Public	Self	153000	0.73
8.	GROWFAST SECURITIES AND CREDIT PRIVATE LIMITED	Public	Public	Ripunjay Aggarwal Viraj Aggarwal	145000	0.69
9.	WOW INVESTMENTS	Public	Public	Amit Goyal	144000	0.68
10.	TUSHAR AGGARWAL	Public	Public	Self	115000	0.55
11.	BADAMI INVESTMENTS	Public	Public	Ketan Bhawarlal Kothari	115000	0.55
12.	NVS CORPORATE CONSULTANCY SERVICES PVT. LTD.	Public	Public	Anahaita Nalin Shah	110000	0.52
13.	DIPAK RAHEJA	Public	Public	Self	108000	0.51
14.	AARSON INVESTMENTS	Public	Public	Sharad Goel Anand Goel	108000	0.51
15.	SUNIL SPONGE PRIVATE LIMITED	Public	Public	Sanjay Nachrani	108000	0.51
16.	ARTHVEDA INVESTMENT	Public	Public	Garima Golechha	108000	0.51
17.	BHALJEE PORTFOLIO	Public	Public	Satish Kumar	100000	0.48



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					No. of Equity Shares	% of Post Issue Capital
	PRIVATE LIMITED			Gupta		
18.	SKG ASSET MANAGEMENT PRIVATE LIMITED	Public	Public	Kush Gupta	87500	0.42
19.	SVELTETECH TECHNOLOGIES PRIVATE LIMITED	Public	Public	Achen Jakher	87000	0.41
20.	SAMEER PAHLAJANI	Public	Public	Self	72000	0.34
21.	ASHA SINGHANIA	Public	Public	Self	72000	0.34
22.	ANVI POWER INVESTMENTS PRIVATE LIMITED	Public	Public	Anmol Singh Jaggi	72000	0.34
23.	TEN EIGHTY INVESTMENTS	Public	Public	Nidhi Thakkar	72000	0.34
24.	KUSHAL VASWANI	Public	Public	Self	72000	0.34
25.	VIKRAM NARANG	Public	Public	Self	70000	0.33
26.	RAKESH GUPTA	Public	Public	Self	70000	0.33
27.	RAJAT GOEL	Public	Public	Self	70000	0.33
28.	SUNIL KUMAR GUPTA	Public	Public	Self	70000	0.33
29.	SURINDER KAUR	Public	Public	Self	70000	0.33
30.	RUHINA SHARMA	Public	Public	Self	70000	0.33
31.	KAPIL GUPTA	Public	Public	Self	70000	0.33
32.	RAJAN VERMA	Public	Public	Self	70000	0.33
33.	AMIT JAIN	Public	Public	Self	70000	0.33
34.	SINGHVI HERITAGE LLP	Public	Public	Dharmichand Singhvi Dharmichand Sunil Kumar	63000	0.30
35.	VIJAY NANJI SODHA	Public	Public	Self	56000	0.27
36.	DHANESHA ADVISORY LLP	Public	Public	Brinda P Dhanesha	56000	0.27
37.	HARIA ENTERPRISE	Public	Public	Harsh Kishor Savla	52500	0.25
38.	SIDDHI VENTURE	Public	Public	Harsh Kishor Savla	52500	0.25
39.	ASHOKKUMAR VASANTLAL	Public	Public	Self	52500	0.25



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					No. of Equity Shares	% of Post Issue Capital
	SHAH					
40.	KAJAL MAHINDRA SHAH	Public	Public	Self	52500	0.25
41.	ALPA SUNIL CHHEDA	Public	Public	Self	52500	0.25
42.	NEETA NAVIN NAGDA	Public	Public	Self	52500	0.25
43.	FENKIN INFRAVENTURES PRIVATE LIMITED	Public	Public	Fenil Girish Bheda	52500	0.25
44.	NIMISH BABULAL PARIKH	Public	Public	Self	52500	0.25
45.	ABHAY D SHAH	Public	Public	Self	52000	0.25
46.	VENKATRAMAN SUBRAMANIAN	Public	Public	Self	52000	0.25
47.	VINOD K PATIL	Public	Public	Self	51000	0.24
48.	KUNAL KAILASH PAREKH	Public	Public	Self	50000	0.24
49.	NANDURA ESTATES	Public	Public	Ramesh M Nathani, Gaurav Nathani	45000	0.21
50.	ABHISHEK RAO	Public	Public	Self	45000	0.21
51.	PRADEEP SOOD	Public	Public	Self	35600	0.17
52.	GAURAV MISRA	Public	Public	Self	32000	0.15
53.	KUNAL R JAIN	Public	Public	Self	31000	0.15
54.	ABHAY D MUSALE	Public	Public	Self	31000	0.15
55.	ISHWARI SWAPNIL KABRA	Public	Public	Self	30500	0.14
56.	PRIYANKA DATTA	Public	Public	Self	30500	0.14
57.	VARSHA VIJAY SHEJAWAL	Public	Public	Self	30500	0.14
58.	CHIRAG B SHETH	Public	Public	Self	30000	0.14
59.	SANJEEV KUMAR SINGH	Public	Public	Self	30000	0.14
60.	KSHMA JASWANT SHAH	Public	Public	Self	30000	0.14
61.	SAGAR JETHALAL NISHAR	Public	Public	Self	28000	0.13
62.	CHITRA KUMAR	Public	Public	Self	27600	0.13
63.	SEEMA KUMARI M S	Public	Public	Self	27600	0.13
64.	VIJAY CHANDULAL GIDWANI	Public	Public	Self	27000	0.13
65.	DANGE NILESH SUDHIR	Public	Public	Self	20600	0.10
66.	RAVI NAVIN SHAH (HUF)	Public	Public	Ravi Navin Shah	20600	0.10
67.	SURESH PATIL	Public	Public	Self	20500	0.10



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None of the Proposed Allottees have been allotted any securities of the Company during the financial year 2024-25 (till the date of this notice).

N. Relevant Date:

The relevant date for the purpose of determination of minimum price of Equity Shares to be issued is fixed as Friday, September 06, 2024, (Saturday, September 07, 2024 & Sunday, September 08, 2024 being weekend) being the date thirty day prior to the deemed date of passing of Special Resolution through Extra Ordinary General Meeting, in accordance with the SEBI ICDR Regulations.

O. Principle terms of assets charged as securities

Not Applicable

P. Valuation and justification for the allotment proposed to be made for consideration other than cash.

Not Applicable

Q. Change in Control, if any, in the Company consequent to the preferential issue:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of equity shares.

R. Undertaking regarding re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1) (g) and (h) of the SEBI (ICDR) Regulations are not applicable.

The Company undertakes to re-compute the price of the Equity Shares in terms of provision of SEBI ICDR Regulations, where it is required to do so, If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked- in till the time such amount is paid by the Proposed Allottees.

S. Certificate of Practicing Company Secretary:

The Company has obtained the Certificate from M/s. Mittal V Kothari & Associates, Practising Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. A copy of said Certificate has been hosted on the website of the Company at www.arvindshipping.com under Investors Tab.

T. Lock in Period:

The Equity Shares to be allotted shall be subject to 'lock-in' as per chapter V of the SEBI ICDR Regulations.

Further, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.



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

The Company has not made any allotment on preferential basis during the current financial year 2024-25. (till the date of this notice).

V. Listing:

The Company will make an application to National Stock Exchange of India Limited, at which the existing equity shares of the Company are listed, for listing of the Equity Shares allotted under this Preferential Issue. All the Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

W. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter:

The Company, its Promoters and its Directors have not been declared as wilful defaulters or a fraudulent borrower or fugitive economic offender as defined under SEBI ICDR Regulations.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement herein above shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the resolution set forth at Item no. 2 for approval of the members as a Special Resolution.



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ITEM NO. 3:

TO ISSUE OF FULLY CONVERTIBLE EQUITY WARRANTS OF THE COMPANY ON A PREFERENTIAL BASIS: SPECIAL RESOLUTION

The Board of Directors at its meeting dated September 13, 2024 have proposed to create, offer, issue and allot Up to 39,75,000 (Thirty-Nine Lakh Seventy-Five Thousand Only) Fully Convertible Equity Warrants ("Warrants"), each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs. 10/- (Rupees Ten Only) ("Equity Share") each at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rs. 69.00 per warrants each to be payable in cash ("Warrant Issue Price"), aggregating Up to 27,42,75,000 (Twenty-Seven Crore Forty-Two Lakh Seventy-Five Thousand only) ("Total Issue Size") on a preferential basis to Promoter/ Promoter group & Non-Promoter Category Shareholder ("Warrant Holder(s)" / "Proposed Allottees"), on preferential basis.

In terms of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI (ICDR) Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreement entered into by the Company with National Stock Exchange of India Limited, ('Stock Exchange') on which the Equity Shares having face value of Rs. 10/- each of the Company ('Equity Shares') are listed, approval of shareholders of the Company by way of special resolution is required for allotment of Warrants on preferential basis to the Proposed Allottees of the Company.

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted up on conversion of Warrants shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allottees are in dematerialised form;
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
5. None of the Promoters and Directors of the Company are fugitive economic offender.
6. The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories.
7. The Proposed Allottees have represented and declared to the Company that they haven't sold any equity Shares of the Company during the 90 (Ninety) trading days preceding the relevant date, being Friday, September 06, 2024 (Saturday, September 07, 2024 & Sunday, September 08, 2024 being weekend).
8. The Proposed Allottees have further confirmed that the Proposed Allottees shall be an entity eligible under SEBI (ICDR) Regulations to undertake the preferential issue.



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The issue and allotment of Warrants including resultant equity shares arising out of exercise of option attached to Warrants shall be on the terms and conditions, as mentioned below:

- a) Pursuant to Regulation 160(c) of ICDR Regulations, the allotment of the Warrants (including the Equity Shares to be allotted on conversion of such Warrants) shall be made only in dematerialised form;
- b) In accordance with the provisions of Regulation 161 of SEBI (ICDR) Regulations, the 'Relevant Date' for the Warrant issue is determined to be Friday, September 06, 2024 (Saturday, September 07, 2024 & Sunday, September 08, 2024 being weekend).
- c) In accordance with the applicable provisions of the SEBI (ICDR) Regulations an amount of Rs.17.25 (Seventeen Rupees and Twenty-Five paisa only) which is equivalent to 25% (Twenty-Five per cent) of the Warrant Issue Price shall be paid by the Warrant Holders to the Company as upfront payment ("Warrant Subscription Price");
- d) The Warrant Holders shall be, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, entitled to exercise the conversion rights attached to the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed exchanged or converted with / into the Equity Shares of the Company and making payment at the rate of Rs. 51.75 (Fifty-One Rupees and Seventy-Five paisa only) being 75% (Seventy-Five per cent) of the Warrant Issue Price ("Warrant Exercise Price") in respect of each Warrant proposed to be converted by the Warrant Holder;
- e) On receipt of such application from a Warrant Holder, the Company shall without any further approval from the Shareholders of the Company take necessary steps to issue and allot the corresponding number of Equity Shares to the Warrant Holders;
- f) If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised within end of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited;
- g) The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company and Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as per the provisions of the SEBI (ICDR) Regulations;
- h) The Equity Shares allotted on exercise of the Warrants shall only be in dematerialized form before an application seeking Listing approval is made by the Company to the stock exchange(s) where its Equity Shares are listed and shall rank pari-passu with the then existing Equity Shares of the Company in all respects including entitlement to voting powers and dividend;
- i) The proposed issue and allotment of the Warrants and the exercise of option thereof will be governed by the Memorandum and Articles of Association of the Company, the Act, SEBI (ICDR) Regulations, Listing Regulations, applicable rules, notifications and circulars issued by the SEBI, Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the statutory and / or regulatory authorities;
- j) The allotment of the Warrants is subject to the Proposed Allottees not having sold any Equity Shares of the Company during 90 trading days preceding the Relevant Date i.e., Friday, September 06, 2024 (Saturday, September 07, 2024 & Sunday, September 08, 2024 being weekend). The Proposed Allottees has represented that they have not sold any Equity Shares of the Company during 90 trading days preceding the Relevant Date;

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules,



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2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI (ICDR) Regulations), necessary information or details in respect of the proposed Preferential Issue of Warrants are as under:

A. The objects of the Preferential Issue:

The proceeds of the Preferential Issue will be 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.

B. The price or price band at/within which the allotment is proposed

There shall be no price band. All the warrants under this preferential issue shall be made at an issue price of Rs. 69.00 (Rupees Sixty-Nine only) per warrant including Security Premium of Rs. 59.00 (Rupees Fifty-Nine only) per warrant, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations.

C. Name of the proposed allottees and the no. of warrants proposed to be allotted to them:

Sr. No.	Name Of Proposed Allottees	Category	No. of Warrants Convertible to Equity proposed to be issued	PAN
1.	ARVINDBHAI KANTILAL SHAH	Promoter	1470000	AJBPS3131J
2.	VINIT ARVIND SHAH	Promoter	265000	AHPPS3708M
3.	CHINTAN ARVIND SHAH	Promoter	260000	AFHPS6755A
4.	PARUL ARVINDBHAI SHAH	Promoter	105000	AHPPS3707E
5.	INFINITY INTERIORS PRIVATE LIMITED	Non-Promoter	1875000	AAACN7891F
Total			39,75,000	

D. Particulars of offer including the date of Board Meeting, kind of securities offered, maximum number of securities to be issued and the issue price:

The Board of Directors of the Company at their meeting held on September 13, 2024 proposed to issue and allot up to 39,75,000 (Thirty-Nine Lakh Seventy-Five Thousand Only) convertible warrants at a price of Rs. 69/- (Rupees Sixty-nine only) per warrant each convertible into 1 (One) Equity share of face value of Rs. 10.00/- each at a premium of Rs. 59/- (Rupees Fifty-nine only) per warrants aggregating to not more than Rs. 27,42,75,000/- (Twenty-Seven Crore Forty-Two Lakhs Seventy-Five Thousand only) to the proposed allottees.

E. Basis or justification of the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & pricing of the preferential issue;



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The Equity Shares of Company are listed on Emerge Platform of National Stock Exchange of India Limited, for a period of more than 90 trading days as on the relevant date i.e. Friday, September 06, 2024 (Saturday, September 07, 2024 & Sunday, September 08, 2024 being weekend) and are frequently traded in accordance with the SEBI (ICDR) Regulations.

The Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

a) In case of “frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations:

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

- iii. The 90 trading days’ volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- iv. The 10 trading days’ volume weighted average prices of the related equity shares quoted on are recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

b) In case of Change in Control or allotment of more than five per cent. (Regulation 69A(1) of the SEBI ICDR Regulations:

Any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable:

Article of Association provides for method of determination which does not result in floor price higher than that determine under ICDR Regulation.

However, the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Allottee and the Allottees acting in concert, the pricing of the Equity Shares to be allotted shall be the higher of the following parameters:

- i. Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares:
OR
- ii. Price determined as per provisions of the Regulation 166A (1) of the SEBI ICDR Regulations.

In terms of Regulation 166A (1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated September 13, 2024 from Mr. Abhishek Chhajed, an Independent Registered Valuer having its office at B/1115 Sun West Bank, Opp. City Gold Cinema, Ashram Road, Ahmedabad-380009 and Registration No: IBBI/RV/03/2020/13674 and the copy of the same has been hosted on the website of the Company which can be accessed at <https://www.arvindshipping.com/> under



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Investor Relations tab. As per the Valuation Report, the minimum price, in terms of Regulation 164(1) r.w. Regulation 166A (1) of the SEBI ICDR Regulations, at which Equity Shares to be issued is Rs. 68.51 (Sixty-eight Rupees and fifty-one paise only).

However, the issue price for this Preferential Issue is kept at Rs. 69 per Equity warrants including Security Premium of Rs. 59 per Equity warrants which is higher than the above Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations and Regulation 166A(1) of SEBI ICDR Regulations.

F. Name and address of valuer who performed valuation;

Pursuant to the provision of SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, the Company has obtained a Valuation Report dated September 13, 2024 issued by a Registered Valuer namely CS Abhishek Chhajed, RV registration no. IBBI/RV/03/2020/13674 having office situated at B/1115 Sun West Bank, Opp. City Gold Cinema, Ashram Road, Ahmedabad-380009.

G. Relevant date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for the determination of the minimum price for the Warrants / Equity Shares to be issued is Friday, September 06, 2024, (Saturday, September 07, 2024 & Sunday, September 08, 2024 being weekend) being the day 30 days prior to the date of passing of the special resolution at this Extraordinary General Meeting (i.e. October 08, 2024);

H. Amount which the company intends to raise by way of such securities;

Rs. 27,42,75,000 /- (Twenty-Seven Crore Forty-Two Lakhs Seventy-Five Thousand only)

I. The intention of Promoter(s)/Director(s)/Key Managerial Personnel/Senior Management to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Except Mr. Arvindbhai Kantilal Shah, Mr. Vinit Arvind Shah, Mr. Chintan Arvind Shah & Mrs. Parul Arvindbhai Shah, the Promoters of the Company none of the other Promoter(s)/Director(s)/Key Managerial Personnel/Senior Management intended to subscribe to the convertible warrants proposed to be issued by the Company.

J. Proposed time within which the proposed preferential issue shall be completed:

The allotment of convertible warrants shall be completed within a period of 15 days from the date of passing of this resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such last approvals or permissions.

Warrant Holders has an option to convert warrants, at any time, in one or more tranches, Within Eighteen (18) months from date of allotment of warrants on payment of 75% balance amount due on warrants, into equivalent number of fully paid-up Equity Shares of face value of Rs. 10/- each.

K. Confirmations regarding willful defaulter or a fraudulent borrower/ fugitive, if any:



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CIN: U61200GJ1987PLC009944

Neither the Company nor its promoters nor its directors have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India. None of the promoters and directors of the Company have been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

L. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1) (g) and (h) of the SEBI (ICDR) Regulations are not applicable.

However, the Company undertakes to re-compute the price of the warrants issued in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR) Regulations, 2018 where it is required to do so. The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified warrants shall continue to be locked-in till the time such amount is paid by the allottees.

M. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotment on preferential basis during the financial year 2024-25 till the date of this Notice.

N. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:

Name of Proposed Allotees	Current Status of the Proposed Allotees	Proposed Status of the Proposed Allotees post the preferential issue
Arvindbhai Kantilal Shah	Promoter	Promoter
Vinit Arvind Shah	Promoter	Promoter
Chintan Arvind Shah	Promoter	Promoter
Parul Arvindbhai Shah	Promoter	Promoter
Infinity Interiors Private Limited	Non Promoter	Non Promoter

O. Valuation for consideration other than cash:

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.



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P. Lock-in:

The Equity shares to be allotted upon exercise of option of conversion by the warrant holder shall be subject to lock-in for such period as specified under the provisions of relevant Regulation(s) of SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of the allotment of Warrants as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

Q. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares which will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

R. Details of Proposed Allottees and the identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Sr. No.	Name of Proposed Allottees	Category of Allottees	Ultimate Beneficial Owner
1.	Arvindbhai Kantilal Shah	Promoter	Self
2.	Vinit Arvind Shah	Promoter	Self
3.	Chintan Arvind Shah	Promoter	Self
4.	Parul Arvindbhai Shah	Promoter	Self
5.	Infinity Interiors Private Limited	Non-Promoter	Ketan Rasiklal Shah

S. The percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Preferential Issue:

Sr. No.	Name of the proposed allottee(s)	Category	Holding Pre-preferential Issue		No. of Convertible Warrants to be allotted	Holding /Post Preferential issue after conversion of warrants (assuming full conversion)	
			No. of Shares	%		No. of Shares	%
1.	Arvindbhai Kantilal Shah	Promoter	6158200	50.74	1470000	7628200	36.26



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2.	Vinit Arvind Shah	Promoter	1126500	9.28	265000	1391500	6.61
3.	Chintan Arvind Shah	Promoter	1096460	9.03	260000	1356460	6.45
4.	Parul Arvindbhai Shah	Promoter	450600	3.71	105000	555600	2.64
5.	Infinity Interiors Private Limited	Non-Promoter	-	-	1875000	1875000	8.91

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of convertible warrants including conversion thereof into equity.

T. Shareholding pattern of the issuer before and after the preferential issue:

The shareholding pattern before and after the Preferential Issue of Equity Shares and Fully Convertible Equity Warrants would be as under:

Category of Shareholder	Pre Issue ⁽¹⁾		Post Issue ⁽²⁾	
	No. of Equity Shares	%	No. of Equity Shares	%
C. Promoter & Promoter Group				
1. Indian				
Individuals/ Hindu Undivided Family	8861800	73.01	10961800	52.10
Bodies Corporate	-	-	-	-
Sub Total (A)(1)	8861800	73.01	10961800	52.10
2. Foreign	-	-	-	-
Sub Total (A)(2)	-	-	-	-
Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	8861800	73.01	10961800	52.10
D. Non-promoters' holding (Public shareholding)				
1. Institutions- Alternate Investment Funds	-	-	-	-
2. Foreign Portfolio Investors	-	-	-	-
3. NBFCs registered with RBI	-	-	-	-
Sub-Total (B) (1)	-	-	-	-
2. Central Government/State Government(s)/President of India	-	-	-	-
Sub-Total (B) (2)	-	-	-	-



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3. Non-institutions				
a) Individuals -				
i. Individual shareholders holding nominal share capital up to Rs. 2 lakh.	1758000	14.48	1758000	8.36
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	906000	7.46	3588800	17.05
Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-
b) Any Other (Specify)				
viii. Bodies Corporate	276000	2.27	2913000	13.84
ix. Non-Resident Indians (NRIs)	207000	1.71	491100	2.33
x. Trusts	9000	0.07	9000	0.04
xi. HUF	111000	0.91	286600	1.36
xii. Firm	9000	0.07	913000	4.34
xiii. LLP	-	-	119000	0.57
xiv. Trusts	-	-	-	-
Sub-Total (B) (3)	3276000	26.99	10078500	47.90
Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	3276000	26.99	10078500	47.90
Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-
Sub Total (C)	-	-	-	-
GRAND TOTAL (A)+(B)+(C)	12137800	100.00	21040300	100.00

Note:

- 1) The Pre Issue Shareholding Pattern is based on shareholding as on June 30, 2024.
- 2) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all Equity Shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares they intent to do so, the shareholding pattern in the above table would undergo corresponding changes.
- 3) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) of Warrants will subscribe to all the Warrants and resultant equity shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Warrants or not get allotted equal no. of Equity Shares, the shareholding pattern in the above table would undergo corresponding changes
- 4) It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- 5) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.



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U. Certificate of Practicing Company Secretary:

The Company has obtained the Certificate from M/s. Mittal V Kothari & Associates, Practising Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. A copy of said Certificate has been hosted on the website of the Company at www.arvindshipping.com under Investors Tab.

V. Principle terms of assets charged as securities:

Not applicable.

W. Other disclosures:

The Company, its Promoters and its Directors have not been declared as wilful defaulters or a fraudulent borrower or fugitive economic offender as defined under SEBI ICDR Regulations.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not confirm with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any and their respective subscription to the preferential issue.

The Board accordingly recommends the resolution set forth at Item no. 3 for approval of the members as a Special Resolution.

ITEM NO. 4:

**APPROVAL OF CHANGE IN THE NAME OF THE COMPANY AND CONSEQUENT AMENDMENT OF MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY:
SPECIAL RESOLUTION**



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The Board of Directors of the Company in their Board meeting held on September 13, 2024 decided to change the name of the Company to such name, which may signify company's business activities more appropriately. Therefore, the name of the Company is proposed to be changed to 'Arvind Port and Infra Limited' or such other name as may be made available and approved by the Ministry of Corporate Affairs or any other competent authority and to amend the Memorandum of Association. The Company had applied to reserve this name with Registrar of the Company.

Pursuant to the provisions of Section 5, 13 and 14 of the Companies Act, 2013, approval of the shareholders of the Company is being sought.

The Company has obtained a certificate dated September 13, 2024 issued by Raichura & Co., chartered accountants, certifying compliance with Regulation 45(1) and other applicable provisions of the SEBI Listing Regulations. The certificate is enclosed herewith as part of this Notice.

None of the directors and key managerial persons (KMPs) of the Company or any of their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item no. 4 of this Notice.

The Board believes that the proposed Issue is in the best interests of the Company and its Members and recommends the resolution set forth in Item No. 4 as a Special Resolution for the approval of the Members.

Documents referred to in the Notice/ explanatory statement will be available for inspection by the Shareholders of the Company as per applicable law.

ITEM 05:

APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH MR. VINIT A SHAH PROMOTER AND WHOLE TIME DIRECTOR OF THE COMPANY FOR FY. 2024-25:- 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 2024-25.

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 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 2024-25.

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



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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 Mr. Vinit A Shah are as follows:

Sr. No.	Particulars	Details
1.	Name of the Related Parties	Mr. Vinit A Shah
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 and Company Shipping Agencies Limited Also he holds 11,26,500 Equity shares in Arvind and Company Shipping Agencies 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. 2024-25 with Mr. Vinit A Shah.
5.	Nature materials terms and particulars of the Contracts/arrangements	Purchase of Barge of Mr. Vinit A Shah Whole Time Director 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. 2024-25
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 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 06:

APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH MR. ARVINDBHAI KANTILAL SHAH PROMOTER AND CHAIRMAN CUM MANAGING DIRECTOR OF THE COMPANY FOR FY. 2024-25: - 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



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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. Arvindbhai Kantilal 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. Arvindbhai Kantilal Shah is likely to exceed the said threshold limit during the financial year 2024-25.

Accordingly, transaction(s) entered with Mr. Arvindbhai Kantilal Shah comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder. Hence 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. Arvindbhai Kantilal Shah in the financial year 2024-25.

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 Mr. Vinit A Shah are as follows:

Sr. No.	Particulars	Details
1.	Name of the Related Parties	Mr. Arvindbhai Kantilal Shah
2.	Name of the Director or KMP who is related	Father of Mr. Vinit A Shah (Whole-time Director) and spouse of Mrs. Parul Arvind Shah (Non-Executive Director)
3.	Nature of Relationship	Mr. Arvindbhai Kantilal Shah is Promoter & Managing Director of Arvind and Company Shipping Agencies Limited Also he holds 61,58,200 Equity shares in Arvind And Company Shipping Agencies Limited.
4.	Monetary Value	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed Rs. 11 Crores in the F.Y. 2024-25 with Mr. Arvindbhai Kantilal Shah.
5.	Nature materials terms and particulars of the Contracts/arrangements	Purchase of Barge of Mr. Arvindbhai Kantilal Shah Managing Director 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. 2024-25
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.



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Except Mr. Arvindbhai Kantilal Shah, Mr. Vinit A Shah and Mrs. Parul Arvind 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. 06 for the approval of the Members by way of passing an Ordinary Resolution.

ITEM 07:

APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH MRS. PARUL ARVIND SHAH AND NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR FY. 2024-25:- 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 Arvind 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 Arvind Shah is likely to exceed the said threshold limit during the financial year 2024-25.

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

Hence 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 Arvind Shah in the financial year 2024-25.

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 Arvind Shah are as follows:

Sr. No.	Particulars	Details
1.	Name of the Related Parties	Mrs. Parul Arvind Shah
2.	Name of the Director or KMP who is related	Mother of Mr. Vinit A Shah (Whole-time Director) and spouse of Mr. Arvindbhai Kantilal Shah (Chairman cum Managing Director)
3.	Nature of Relationship	Mrs. Parul Arvind Shah is Promoter & Non-Executive Director of Arvind and Company Shipping Agencies Limited Also she holds



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		4,50,600 Equity shares in Arvind and Company Shipping Agencies Limited.
4.	Monetary Value	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed Rs. 8 Crores in the F.Y. 2024-25 with Mrs. Parul Arvind Shah.
5.	Nature materials terms and particulars of the Contracts/arrangements	Purchase of Barge of Mrs. Parul Arvind Shah Non-Executive Director 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. 2024-25
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 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.

For, Arvind and Company Shipping Agencies Limited

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

Place: Jamnagar

Date: September 13, 2024

NOTES FOR SHAREHOLDERS FOR EOGM

- 1) The Government of India, Ministry of Corporate Affairs has allowed conducting the General Meeting ("Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), and dispended the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 prescribing the procedures and manner of conducting the Extra Ordinary General Meeting through VC/OAVM. In terms of the said



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circulars, the Extra Ordinary General Meeting (EOGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the EOGM through VC/OAVM only.

The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 19 and available at the Company's website www.arvindshipping.com. The deemed venue for the EOGM shall be the Registered Office of the Company.

- 2) A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the EOGM is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
- 3) Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Extra-Ordinary General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EOGM is being held pursuant to the MCA Circular through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Extra-Ordinary General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
- 4) Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Extra-Ordinary General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to mittal.kothari25@gmail.com with copies marked to the Company at info@arvindshipping.com or to National Securities Depository Limited (NSDL) at evoting@nsdl.com.
- 5) The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 6) Since the EOGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
- 7) In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020 read with Circular dated January 15, 2021, the Notice of EOGM along with other documents is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice has been uploaded on the website of the Company at www.arvindshipping.com. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited, at www.nseindia.com and the EOGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.
- 8) In case of joint holders attending the EOGM together, only holder whose name appearing first will be entitled to vote.
- 9) Members seeking any information with regard to the accounts or any matter to be placed at the EOGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at info@arvindshipping.com on or before Friday, September 27, 2024 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EOGM.



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(Formerly Arvind & Company Shipping Agencies Private Limited)

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- 10) Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below;

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories, the following instructions to be followed:

- a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@arvindshipping.com
 - b) 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 info@arvindshipping.com
 - c) Alternatively, member may send an e-mail request to evoting@nsdl.com for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
 - d) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants.
 - e) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, KFIN Technologies Limited to enable servicing of notices / documents electronically to their e-mail address.
- 11) 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., to their DPs in case the shares are held by them in electronic form and to KFIN Technologies Limited, (Company's Registrar and Transfer Agents) in case the shares are held by them in physical form.
- 12) The members who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again.
- 13) The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to RTA.
- 14) The facility for joining the EOGM shall open at 11:45 A.M. i.e. fifteen minutes before the starting of the EOGM and shall not be closed till the expiry of fifteen minutes after the starting of the EOGM at 12:15 Noon.
- 15) Members joining EOGM through VIDEO CONFERENCING shall be counted for the purpose of quorum.



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- 16) Members joining EOGM through video conferencing shall elect one of themselves to be the Chairman of the meeting (EOGM).
- 17) 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.
- 18) All the documents including registers of directors and KMP and their shareholding (Section 70), Register of contracts or arrangements (Section 189), Register of Members etc. are open for inspection during the business hours of the company on all working days except Saturdays, Sundays and public holidays at the Registered Office of the company before and on the date of the meeting as well. It may be further noted that the relevant extracts of the above-mentioned registers as required by the member/s may be shared electronically i.e. scanned copy of the same on request received from the member in this regard through their registered email ids with the company.
- 19) **PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE EOGM THROUGH VC/OAVM:**
- i. 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), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EOGM. 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 EOGM will be provided by NSDL.
 - ii. 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. Friday, September 06, 2024 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EOGM. 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 EOGM and prior to the Tuesday, October 01, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EOGM by following the procedure mentioned in this part.
 - iv. The remote e-voting will commence on 9:00 A.M. on Saturday, October 05, 2024 and will end on 5:00 P.M. on Monday, October 07, 2024. During this period, the members of the Company holding shares as on the Cut-off date i.e. Tuesday, October 01, 2024 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 a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast 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. Tuesday, October 01, 2024.
 - vii. The Company has appointed M/s. Mittal V Kothari & Associates, Practicing Company Secretaries, Ahmedabad, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the EOGM, in a fair and transparent manner.



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INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM:

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



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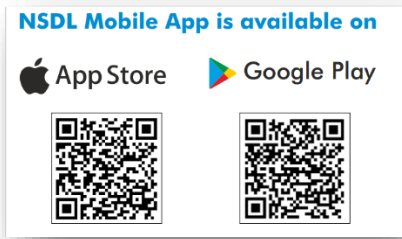
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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting 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.2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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



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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 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



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	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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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.
 - [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - 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?

- 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.
- 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".



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- 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 compliance@arvindshipping.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

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

1. The procedure for e-Voting on the day of the EoGM is same as the instructions mentioned above for remote e- voting.
2. Only those Members/ shareholders, who will be present in the EoGM 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 EoGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EoGM. However, they will not be eligible to vote at the EoGM.
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 EoGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EoGM THROUGH VC/OAVM ARE AS UNDER:



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1. Member will be provided with a facility to attend the EoGM 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. 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 info@arvindshipping.com. The same will be replied by the company suitably.

CORPORATE DETAILS:

Company	ARVIND AND COMPANY SHIPPING AGENCIES LIMITED Address: 701 TO 702, Fifth Floor, City Point, Nr. Town Hall, Jamnagar, Jamnagar, Kalavad-361001, Gujarat. Tel No. +91 9426224445 Email: info@arvindshipping.com Web: www.arvindshipping.com
Registrar and Transfer Agent	Skyline Financial Services Private Limited Address: D-153A, 1 st Floor, Okhla Industrial Area Phase-I, New Delhi-110020. Tel No.: 011-40450193-97/26812682-83 Email: info@skylinerta.com Website: www.skylinerta.com
e-Voting Agency & VC / OAVM	Email: evoting@nsdl.com NSDL help desk 1800-222-990
Scrutinizer	Ms. Mittalben Vaikunthbhai Kothari, Proprietor of Mittal V Kothari & Associates (Membership No. A46731; CP No. 17202) Company Secretary in Practice Address: D-25, Kirtisagar Apartment, Nr. Omkareshwar Mandir, Satellite, Ahmedabad-380015 Email: mittal.kothari25@gmail.com ; M. No.: +91 91060 83170



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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 resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@arvindshipping.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 info@arvindshipping.com. 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

CERTIFICATE UNDER REGULATION 45(1) PURSUANT TO CHANGE IN NAME OF THE LISTED ENTITY

Sub: Proposed change in name of Arvind and Company Shipping Agencies Limited (the Company") pursuant to regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations")

Dear Sir/Ma'am,

In connection with the proposed change in name of the Company from "Arvind and Company Shipping Agencies Limited" to "Arvind Port and Infra Limited" pursuant to Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI LODR Regulations"), we M/s Raichura & Co, Chartered Accountants, do hereby confirm and state that:

Compliance of conditions stated at Regulation 45(1) of the SEBI LODR Regulations:

a) A time period of at least one year has elapsed from the last name change:

The Company was incorporated on September 01, 1987 and ever since there has been no change in the name of the Company except removal of word "private" from the name of the company consequent to conversion of company into a public company.

b) At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activities, suggested by the new name:

There is no change in business activities of the Company suggested by new name.

c) The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity;

There is no new activity/project the condition of investment of amount of at least fifty percent of the assets in new activity/project as stipulated in Regulation 45 (1)(c) is not applicable on proposed change in name of the Company.





Raichura & Co.
Chartered Accountants

This is to certify that the above-mentioned information is true to the best of my knowledge and belief, according to the books and accounts/records produced before us for verification and relied upon & on the request of the management of the Company for onward submission.

For Raichura & Co
Chartered Accountants
FRN: 126105W

RR Chandresha



CA Rohit R. Chandresha
Partner
Membership No.: 158018
Firm Reg No.:126105W
Place: Jamnagar
Date: 13-09-2024
UDIN: 24158018BKCPOL1506