

KAMARAJAR PORT LIMITED
(A wholly owned subsidiary of Chennai Port Authority)
CIN: U45203TN1999PLC043322

Regd. Office: 2nd Floor (North wing) & 3rd Floor, Jawahar Building,
17, Rajaji Salai, Chennai - 600 001.

Phone: 044 - 25251666 -70 Fax No: 044 - 25251665.

Website: www.kamarajarport.in, Email: cs@kplmail.in

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of Members of Kamarajar Port Limited will be held at on Monday, the 29th day of September 2025 at 03.00 PM (IST) through two-way Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

- 1.** To receive, consider and adopt the audited Balance Sheet as at 31st March 2025, the Statement of Profit & Loss Account for the year ended 31st March 2025 and the reports of the Board of Directors, the Auditors' Report and Comments of Comptroller and Auditor General of India under Section 143 (6) of the Companies Act, 2013.
- 2.** To confirm the Interim Dividend paid @ 30% of the paid-up equity share capital (Rs.3/- per share) for the financial year 2024-25 and to approve declaration of the Final Dividend @70% on paid-up equity share capital (Rs.7/- per share).
- 3.** To appoint a Director in place of Shri. Sunil Paliwal, IAS (DIN:01310101), who retires by rotation and being eligible offers himself for re-appointment
- 4.** To pass with or without modification, the following resolution as an Ordinary Resolution for payment of remuneration to Statutory Auditors:

“RESOLVED THAT pursuant to Section 142(1) of the Companies Act, 2013, approval be and is hereby given to the Board of Directors for fixing the remuneration of the Statutory Auditors of the Company, to be appointed by Comptroller and Auditor General of India for the financial year 2025-26.”

SPECIAL BUSINESS

5. To appoint Shri R.M. Narayanan (DIN: 02853368) as Independent Director in place of Shri. V.M.V Subba Rao, (DIN: 02435597).

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 sections 149, 152, & 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable rules, if any, (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and in terms of Chennai Port Authority’s Letter No. ChPA/KPL Cell/2024/F dated 11th November, 2024, Shri. R.M. Narayanan (DIN: 02853368), who meets the criteria of Independence as provided in Section 149(6) of the Act and whose appointment terms are as stipulated in the letter given by ChPA, and detailed in the Statement pursuant to Section 102 of the Act annexed to the Notice of this Annual General Meeting, and in respect of whom a Notice has been received under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company w.e.f 13.11.2024 for a period of 3 years and shall not be liable to retire by rotation.”

By the Order of the Board of Directors

Place: Chennai
Date: 13.08.2025

Sd/-
R. Roopa
Company Secretary

NOTES:

- a) Pursuant to General Circular No. 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs (“MCA”) and Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 05, 2025, issued by the Securities and Exchange Board of India (“SEBI”) (hereinafter collectively referred to as “the Circulars”), Companies are allowed to hold Annual General Meeting (“AGM”) through VC /OAVM without the physical presence of the Members at a common venue till September 30, 2025. In compliance with the Circulars, the 25th AGM of the Company is being held through VC /OAVM. The deemed venue for the 25th AGM shall be the Registered Office of the Company. The Notice of 25th AGM along with Annual Report 2024-25 is being sent through electronic mode to those members whose email addresses are registered with the Company/ Depository Participants. Members may note that the Notice will be available on the Company’s website www.kamarajarport.in.
- b) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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. However, as this AGM is being held through VC / OAVM, and physical attendance of Members has been dispensed with, the facility for appointment of proxies by the Members will not be available for the AGM and therefore the Proxy Form, Route Map and Attendance Slip is not annexed to this Notice. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Members participating through VC or OAVM may cast their votes on the resolutions during the meeting by show of hands or by sending emails only through their email addresses registered with the Company in case of a Poll. The said emails shall only be sent to the designated email address circulated by the Company.
- c) The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out the details relating to Special Business to be transacted at the meeting is annexed hereto.
- d) Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/such other documents authorizing their representative to attend the AGM through VC/OAVM on its behalf and to vote.
- e) The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

- f) Statutory registers as stipulated in the Companies Act, 2013 will be available electronically/ kept open for inspection during the AGM. Members seeking to inspect such documents can send an email to cs@kplmail.in.
- g) Members are requested to notify immediately any change of address to their respective Depository Participant.
- h) Brief resume of the Directors retiring by rotation/seeking appointment/ re-appointment at this Annual General Meeting is attached hereto and forms part of the Notice.

Instructions for attending the AGM through VC:

1. Web-link and log-in credentials for attending AGM through VC/OAVM will be provided in the e-mail forwarding the Notice and Annual Report.
2. Members can join Video Conference either through Mobile/Laptop/Desktop.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Brief Resume of Shri R.M. Narayanan is as under:-

Particulars	Details
Date of Birth and Age	04/06/1964 and 61 years
Date of first appointment on the Board	13/11/2024
Educational & Professional Qualification	M.Com, FCA, PGDM
Experience	<p>Partner (since 1990) in M/s S Viswanathan LLP, Chartered Accountants, Chennai.</p> <p>The firm, with over ninety years standing, has 7 partners, branches in Bengaluru and Coimbatore and an audit staff of around 100. The firm has extensive experience in providing auditing and assurance services for both the public and the private sector as well in the banking industry.</p> <p>Handles corporate audits, including audits of public and private sector banks. Has audited large Public Sector Banks including the State Bank of India, Canara Bank and Bank of India. Has carried out audit assignments at the</p>

	<p>instance of Reserve Bank of India.</p> <p>Handles the audit and tax matters of several prestigious charitable and religious institutions.</p> <p>Handles taxation (including International Taxation, Tax Planning and representation before various authorities such as the Dispute Resolution Panel, Income Tax Appellate Tribunal and Settlement Commission).</p> <p>Assists clients in joint ventures, takeovers and Foreign Direct Investment and Overseas Direct Investment matters. Actively involved in consultancy involving mergers and demergers, family settlements and arbitration proceedings.</p>	
Securities held in KPL	NIL	
Relationship with other Directors/KMP of KPL	NIL	
Directorship/ Membership in other Companies	Name of the Company	Nature of interest/concern
	Yojana Corporate Service Pvt Ltd	Promoter
Chairmanship/Membership of various committees in other companies	NIL	
Terms and conditions of appointment	Independent Director for an initial period of three years, in the place of Shri. V.M.V Subba Rao.	
Remuneration last drawn	Not applicable	
Number of Meetings of the Board attended during the year	Corporate Governance Report (Annexure V of Board's Report) may be referred	

Item No. 3

Brief Resume of Shri Sunil Paliwal is as under:-

Particulars	Details
Date of Birth and Age	25/11/1968; 56 years
Date of first appointment on the Board	16/09/2019
Educational & Professional Qualification	1. B. Tech in Computer Science from IIT, Kanpur. 2. M.S. in Computer Science from University of Maryland, USA. 3. MBA from University of Birmingham, U.K.
Experience	Shri Sunil Paliwal started his career as Sub

	<p>Collector, Cuddalore District and served as Additional Collector in Nagapattinam District. He also worked as the Collector of Tirunelveli, Theni and Kanniyakumari Districts. He also held crucial portfolios in the Government of Tamil Nadu such as Managing Director, Chennai Metropolitan Water Supply and Sewerage Board (CMWSSB), Managing Director, Tamil Nadu Road Development Company Limited (TNRDC), Managing Director, Tamilnadu Industrial Development Corporation, Secretary to Government, Commercial Taxes & Registration Department and Commissioner for Milk Production & Dairy Development and Managing Director, Tamilnadu Co-operative Milk Producers' Federation Ltd. (Aavin), Principal Secretary to Government, Higher Education Department and Principal Secretary to Government, Labour & Employment Department. Presently he is the Chairperson of Chennai Port Authority. He is also the Chairman-cum-Managing Director of Sethusamudram Corporation Limited and Nominee Director of Chennai MMLP Private Limited.</p>	
Securities held in KPL	1 Equity Share of Rs. 10/- as a nominee of Chennai Port Authority	
Relationship with other Directors/KMP of KPL	Not Applicable	
Directorship/ Membership in other Companies	Name of the Company	Nature of interest/concern
	Sethusamudram Corporation Limited	Chairman cum Managing Director
	Chennai MMLP Private Limited	Nominee Director
Chairmanship/Membership of various committees in other companies	Corporate Governance Report (Annexure V of Board's Report) may be referred	
Terms and conditions of appointment	Non- Executive Director liable to retire by rotation. No sitting fee payable.	
Remuneration last drawn	Corporate Governance Report (Annexure V of Board's Report) may be referred.	
Number of Meetings of the Board attended during the year	Corporate Governance Report (Annexure V of Board's Report) may be referred.	