



Transcript of the 26th Annual General Meeting of Kamarajar Port Limited held on Tuesday, 29th September 2026 at 05:00 pm (IST).

Chairman: Good Evening, I welcome all of you to the Twenty Sixth Annual General Meeting of the Company. This Meeting is held through Video Conferencing (VC) /Other Audio-Visual Means (OAVM) in due compliance with the matters specified in the circulars issued by the Ministry of Corporate Affairs, the Government of India. As there is requisite quorum, I call the Meeting to order. The information and documents to be made available for inspection during the meeting are available and any shareholder who wishes to inspect the same can do so.

I introduce and welcome the Directors of the Board present at the meeting:

- Shri Sachin Sharadchandra Kurve, Chairperson of KPL and Chairperson of Board Level Committee on CSR & Sustainability Development, joined through Video Conferencing/OAVM;
- Capt. Anoop Kumar Sharma, Independent Director and Chairperson of Nomination and Remuneration Committee, joined through Video Conferencing/OAVM;
- Shri. R.M. Narayanan, Independent Director and Chairperson of Audit Committee, joined through Video Conferencing/OAVM;

The Chairperson explained the absence of the following directors as per Secretarial Standards -2 (SS-2):

- Smt. J.P. Irene Cynthia, Managing Director;
- Shri S. Viswanathan, Nominee Director of Chennai Port Authority and Chairperson of Share Allotment & Share Transfer Committee;
- Shri Samarth Verma, Nominee Director, Ministry of Ports, Shipping and Waterways (MoPSW);
- Smt. Sarla Balagopal, Independent Director and Chairperson of Stakeholder's Relationship Committee as per SS-2;

I would also like to welcome,

- N. Ramanathan, representative of M/s. Dhanapal & Associates, Company Secretary (Secretarial Auditor), joined through VC;

- Shri. Jasminder Singh, representing M/s. Jasminder Singh & Associates, Chartered Accountant (Statutory Auditor), joined through VC.

The Notice of the 26th Annual General Meeting and the Annual Report, containing Audited Financial Statement for the year ended 31st March 2026 and Board of Directors' and Auditor's Reports, have been sent by electronic mode to all the Members at their registered e-mail addresses and documents are also available on the website of the Company. With your permission, I take the Notice as read and request Company Secretary to read the Independent Auditor's Report and Secretarial Auditor's report.

Company Secretary: Thank you, Sir. Good evening to all. Statutory Auditors have submitted their report for the financial statements for the year ended 31st March 2026. The Auditor's report does not contain any qualifications/modified opinion or adverse remarks. There being no qualifications, with the permission of Members, the Auditor's Report can be taken as read. Comments of the Comptroller and Auditor General of India and management reply to the same have been provided by way of Annexure to the Board of Directors' report. With the permission of the members, the same may be taken as read. Report of the Secretarial Auditor also does not contain any qualifications/adverse remarks. With the permission of the members, the same may be taken as read.

Shri Malla Srinivasa Rao - Member: It may be taken as read.

Company Secretary: Thank you, Sir. I now request Chairman to address the shareholders.

Chairman: Dear Shareholders,

"It is my pleasure to brief you about the 26th Annual Report on the performance of the Company, together with the Audited Financial Statements for the financial year ended 31st March 2026. I am pleased to inform you that during the year under review, your Company reported an Operating Income of Rs.1239.15 Cr as against Rs.1138.42 Cr reported in the previous year, representing an increase of 8.85%. Consequently, the company has made a higher Profit Before Tax (PBT) of Rs. 923.71 Cr, compared to Rs. 837.54 Cr in the previous year, an increase of 9.26%. I am also pleased to inform you that your Company has handled an all-time high cargo throughput of 49.08 million tonnes and an all-time high of 1008 vessels in its 26th year.

Some of the other important milestones achieved during the year are:

- 10,007 TEUs of Containers in the vessel M.V. Maersk Savannah of ME2 service that was berthed during a stay of 71 hours at Adani Ennore Container Terminal on 22.06.2025.
- The highest Cargo Throughput of 10.38 million Tonnes in 2025-26 at Common User Coal Terminal.
- 7,00,639 TEU's of Containers as against 6,81,124 TEU's handled during 2024-25, which is 2.87% higher than previous year.
- 1,91,825 Automobiles units which is 18.86% higher than previous year's handling of 1,61,384 units.
- Your company achieved the record of:
 - cargo quantity of 3.05 Lakh Tonnes in a day on 28.03.2026.
 - Container volume of 4,597 TEU's in 24 hours during March 2026.
 - monthly Cargo Throughput of 4.79 million Tonnes in March 2026.
 - Container volume of 64,345 TEU's in the month of December 2025.
 - number of 101 Vessels in a month in March 2026; and
 - The cargo, destined for Pensacola, Houston, and Baltimore, USA, marked a first-of-its-kind achievement in KPL's operational history and represented a significant milestone in handling breakbulk cargo at General Cargo Berth.

It gives me immense pride to inform that your Company received the "Port of the Year — Special Recognition" Award at the Maritime Excellence Awards 2025 held in Mumbai on 11th September 2025 for its initiatives — 'Multi Utility Patrol Boat' and 'Shore Power Supply' towards strengthening operational efficiency, environmental sustainability, and maritime safety. Your Company also received SustainPort Award 2025 under the category Climate Resilient Infrastructure recognizing the continuous efforts towards renewable energy adoption, green shipping initiatives and sustainable port development activities and the 'Outstanding Corporate Tax Management' Award at the 14th Edition Tax Strategy & Planning Summit & Awards 2026, organized by UBS Forums.

For the Financial Year 2025-26, your Company has paid an Interim Dividend @ 30% of paid-up equity share capital (which is equivalent to Rs.3/- per share) amounting to Rs.90 Crore.

Board of Directors have recommended a final Dividend @ 70% on paid up equity share capital which is equivalent to Rs.7/- per share amounting to Rs.210 Crore which will be paid, subject to your approval at the ensuing Annual General Meeting. Your Company has been paying 100% dividend on paid up equity share capital consistently for the past five financial years since 2021-22.

As a good corporate citizen, your Company considers good Corporate Governance a pre-requisite for meeting the needs and aspirations of its stakeholders. Towards this end, your Company maintains transparency in its dealings through robust policies, practices, effective processes and systems with clear accountability, integrity and the highest standards of governance. Hence, the Report on Corporate Governance is being voluntarily provided.

Your Company's zeal to undertake CSR projects in line with the well-laid out CSR policy and requirements of the Companies Act, 2013, can be seen from the fact that Board of Directors of your Company have approved CSR initiatives to the value of Rs.16.85 Crore which is Rs.2.30 Crore higher than the CSR expenditure of Rs.14.54 Crore earmarked for the previous year. The major CSR initiatives for which your Company contributed are:

- Rs. 1,66,37,657/- towards Construction of New Building at Thiruvottiyur Govt Hospital in Division -11, Zone -1 under Namakku Naame Thittam' for FY 2025-26.*
- Rs. 88,65,000/- towards Construction of Chennai Primary School Building at AS Nagar.*
- Rs. 39,97,751/- for "Conducting Job Oriented Vocational Courses for underprivileged students at Loganathan Narayanasamy Govt College Ponneri and at Vivekananda Cultural Centre, Triplicane.*

- Rs. 40,00,000/- to Artificial Limbs Manufacturing Corporation of India (ALIMCO), a CPSU under the Ministry of Social Justice & Empowerment, Government of India, for distribution of Aids & Assistive Devices to approximately 200-250 Divyangjans at Minjur Block of Thiruvallur District and Kathivakkam, Ennore, Ernavur, Tiruvottriyur Blocks of Chennai District.
- Rs. 28,87,000/- to Greater Chennai Corporation towards Supply, Installation, Aiming, Testing and Commissioning of 4 nos of High Mast Light with 8 nos of 150W LED flood lights each at Netukkupam village.

On behalf of the Board of Directors, I would like to express my sincere gratitude to our shareholders for their continued trust and confidence and the Ministry of Ports, Shipping and Waterways for their guidance.

I also extend my appreciation to TNPGL/TNEB, NTECL, IOCL, TNPCB, GoTN and GoI, particularly the Ministry of Environment, Forest and Climate Change, Ministry of Finance, Indian Railways/Southern Railways and Indian Port Association. I gratefully acknowledge the continued support and cooperation received from the Comptroller & Auditor General of India, Statutory Auditors, Internal Auditors, Secretarial Auditor, Port Users, BOT Concessionaires, Contractors and Bankers.

I would particularly like to thank my fellow Board members and the management team for their guidance, commitment, and dedication throughout the year.”

We now move on to the **first** item of the AGM Notice, relating to adoption of the Financial Statement for the year ending 31st March 2026 together with the Report of the Board of Directors’ and the Auditor’s Report.

Shri S Kirupanandasamy - Member: I propose this resolution as an Ordinary Resolution:

“RESOLVED THAT *the Audited Financial statement of the Company as at 31st March 2026, and the reports of the Board of Directors and Auditors thereon and Comments of Comptroller and Auditor General of India be and are hereby considered and adopted.”*

Shri G.M. Balan - Member: I second this resolution.

Chairman: I invite queries/comments, if any, on the financials from the members present at the meeting.

As there are no queries, I put the resolution to vote as Ordinary Resolution by show of hands.

THOSE IN FAVOUR, please raise your hands.

All the shareholders raised their hands.

THOSE AGAINST, please raise your hands.

None of the shareholders raised their hands.

The resolution has been passed unanimously.

Chairman: We now move on to the **second** item of the AGM Notice -*To confirm the Interim Dividend paid @ 30% of the paid-up equity share capital (Rs.3/- per share) for the financial year 2025-26 and to approve declaration of the Final Dividend @70% on paid-up equity share capital (Rs.7/- per share).*

Shri S Kirupanandasamy - Member: I propose this resolution as an Ordinary Resolution.

“RESOLVED THAT *the Interim Dividend paid @ 30 per cent on the paid-up equity share capital (which is equivalent to Rs.3.00/- per equity share) for the financial year 2025-26, passed by the Board of Directors on 24th March 2026 and resulting in total cash outflow of Rs.90 Crore be and is hereby noted and confirmed.*

FURTHER RESOLVED THAT *as recommended by the Board of Directors, final Dividend @ 70% on paid up equity share capital of the Company (which is equivalent to Rs. 7 per equity share) for the financial year ended 31st March 2026, resulting in total cash outflow of Rs.210 Crore be and is hereby declared and be paid to the Shareholders of the Company.*

Shri G.M. Balan - Member: I second this resolution.

Chairman: I put the resolution to vote as Ordinary Resolution by show of hands.

THOSE IN FAVOUR, please raise your hands.

All the shareholders raised their hands.

THOSE AGAINST, please raise your hands.

None of the shareholders raised their hands.

The resolution has been passed unanimously.

Chairman: We now move on to the **third** item of the AGM Notice - *To appoint a Director in place of Shri. S. Viswanathan, I.A.S., (DIN: 09634577), who retires by rotation and being eligible offers himself for re-appointment.*

Shri Kirupanandasamy - Member: I propose this resolution as an Ordinary Resolution:

“RESOLVED THAT *Shri. S. Viswanathan, I.A.S., (DIN: 09634577) who retires by rotation at this Annual General Meeting and being eligible for re-appointment, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”*

Shri G.M. Balan - Member: I second this resolution.

Chairman: I put the resolution to vote as Ordinary Resolution by show of hands.

THOSE IN FAVOUR, please raise your hands.

All the shareholders raised their hands.

THOSE AGAINST, please raise your hands.

None of the shareholders raised their hands.

The resolution has been passed unanimously.

Chairman: We now move on to the **fourth** item of the AGM Notice-*To pass resolution for payment of remuneration to Statutory Auditor.*

Shri Malla Srinivasa Rao -Member: I propose this resolution as an Ordinary Resolution:

“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 2026-27.”*

Shri Kirupanandasamy - Member: I second this resolution.

Chairman: I put the resolution to vote as Ordinary Resolution by show of hands.

THOSE IN FAVOUR, please raise your hands.

All the shareholders raised their hands.

THOSE AGAINST, please raise your hands.

None of the shareholders raised their hands.

The resolution has been passed unanimously.

As I am an interested director in respect of Item No. 5, I step down from the Chair. If the members consent, Captain Anoop Kumar Sharma, Chairman of Nomination and Remuneration Committee may be entrusted to carry on the proceeding with respect to Item No. 5.

Smt. Thara Sugirtha, representative of Chennai Port Authority-Member:

I give consent to Captain Anoop Kumar Sharma to carry on the proceeding with respect to Item No. 5.

Captain Anoop Kumar Sharma: I thank all the members present for giving me the opportunity to chair the AGM with respect to Item No. 5.

We now move on to the **fifth** item of the AGM Notice- *To appoint Shri Sachin Sharadchandra Kurve (DIN: 02484676) as Chairperson in place of Shri. Sunil Paliwal, (DIN: 01310101)*

Shri Malla Srinivasa Rao -Member: I propose this resolution as an Ordinary Resolution.

“RESOLVED THAT *pursuant to the provisions of sections 152, 161 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. A3/0550/2026/GA dated 08th June 2026, Shri Sachin Sharadchandra Kurve (DIN: 02484676), Chairperson of Chennai Port Authority, who has been inducted in the Board of Kamarajar Port Limited as Chairperson w.e.f. 15.06.2026, who holds office up to the date of this Annual*

General Meeting and the details regarding whose appointment is given in Statement pursuant to Section 102 of the Act annexed to the Notice of this Annual General Meeting, and in respect of whom Notice has been received from member under Section 160 of the Act, be and is hereby appointed as Chairperson of the Company, liable to retire by rotation.”

Shri Kirupanandasamy: I second this resolution.

Captain Anoop Kumar Sharma: I put the resolution to vote as Ordinary Resolution by show of hands.

THOSE IN FAVOUR, please raise your hands.

All the shareholders raised their hands.

THOSE AGAINST, please raise your hands.

None of the shareholders raised their hands.

The resolution has been passed unanimously.

Now I vacate the chair and request Shri Sachin Sharadchandra Kurve to chair the meeting once again.

Chairman: We now move on to the **Sixth** item of the AGM Notice- *To appoint Shri Samarth Verma (DIN: 01987828) as Nominee Director.*

Shri Malla Srinivasa Rao - Member: I propose this resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of sections 152, 161 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 Ministry of Ports, Shipping & Waterways (MoPSW) Letter No. LB-11013/1/2026-Labour (378925) dated 22nd January 2026, Shri. Samarth Verma (DIN: 01987828), Director (MoPSW) who has been inducted as director in the Board of Kamarajar Port Limited w.e.f 11.02.2026, 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 Nominee Director of the Company and shall be liable to retire by rotation.”

Shri Kirupanandasamy- Member: I second this resolution.

Chairman: I put the resolution to vote as Ordinary Resolution by show of hands.

THOSE IN FAVOUR, please raise your hands.

All the shareholders raised their hands.

THOSE AGAINST, please raise your hands.

None of the shareholders raised their hands.

The resolution has been passed unanimously.

Chairman: I once again extend a warm welcome to Shri. Samarth Verma on the Board of the Company. Thank You. As all the agendas have been transacted, I declare the meeting as closed at 05:30 P.M. I thank you all once again for sparing your time and attending the meeting.