



Transcript of the 25th Annual General Meeting of Kamarajar Port Limited held on Monday, 29th September 2025.

Chairman: Good afternoon, I welcome all of you to the Twenty Fifth 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:

- Smt. J.P. Irene Cynthia, Managing Director .
- Shri S. Viswanathan, Nominee Director of Chennai Port Authority and Chairperson of Share Allotment & Share Transfer Committee .
- Smt. Sarla Balagopal, Independent Director and Chairperson of Stakeholder's Relationship Committee.
- Capt. Anoop Kumar Sharma, Independent Director, and Chairperson of Nomination and Remuneration Committee.
- Shri. R.M. Narayanan, Independent Director and Chairperson of Audit Committee.

I also welcome,

- Smt. Priya, representative of M/s. Dhanapal & Associates, Company Secretary (Secretarial Auditor) present in person.
- Shri. Jasminder Singh, representing M/s. Jasminder Singh & Associates, Chartered Accountant (Statutory Auditor) attending through VC.

The Notice of the 25th Annual General Meeting and the Annual Report, containing Audited Financial Statement for the year ended 31st March, 2025 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 Company's website. 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 afternoon, all. Statutory Auditors have submitted their report for the financial statements for the year ended March 31, 2025. 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 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 25th Annual Report on the performance of the Company, together with the Audited Financial Statements for the financial year ended 31st March, 2025. I am pleased to inform you that during the year under review, your Company reported an Operating Income of Rs.1138.42 Cr as against Rs.1062.22 Cr reported in the previous year, representing an increase of 7.17%. Consequently, the company has made a higher Profit Before Tax (PBT) of Rs.837.54 Cr, compared to Rs.577.39 Cr in the previous year, an increase of 9.26%. I am also pleased to inform that your Company has handled an all-time high cargo throughput of 48.41 million tonnes and an all-time high of 986 vessels in its 25th year.

Maersk Line operating at KPL has commenced a new weekly service, namely ME2 service (directly connecting to Europe) and their first vessel M.V. Maersk Stadelhorn berthed at the Container Terminal in our Port on 08.02.2025. PCA

Automobiles India Pvt Ltd has commenced the export of Citroen EC3 Electric cars from Kamarajar Port on 11.04.2024. The maiden shipment of 500 units of Citroen EC3 Electric cars was exported to Indonesia. Nissan Motor India Pvt Ltd achieved a milestone by exporting their 11th Lakh car from the General Cargo Berth-2 on 29.06.2024. CONCOR commenced the inaugural 'TVS GO GREEN EXPRESS' Container Train with Direct Port Entry (DPE) Export Containers of M/s. TVS Motor Company from Jolarpet to KPL Railway siding (KPCA) on 28.11.2024, for export to African nations through KPL. Some of the other important milestones achieved during the year are:

- *Common User Coal Terminal handled 10.19 million Tonnes of Cargo throughput by exceeding its capacity of 10.00 million Tonnes.*
- *Multi Cargo Terminal handled 2.12 million Tonnes of Cargo throughput for the first time by exceeding its capacity of 2.00 million Tonnes.*
- *LNG Terminal crossed 1.00 million Tonnes of Cargo throughput for the first time by handling 1.22 million Tonnes.*
- *Your company achieved the record of:*
 - *handling highest volume of import of 3,739 automobile units at General Cargo Berth (GCB) by BYD India & Toyota Kirloskar.*
 - *earning an all-time high net revenue of Rs.75.10 Crore from Cargo related charges towards export and import of automobiles/project cargoes from GCBs 1 & 2.*
 - *exporting 3,111 units of Gear Boxes which is the highest volume of Gear boxes ever handled at GCB.*
 - *handling an all-time high record of 8,231 TEUs of Containers from the vessel M.V. CAP SAN SOUNIO berthed at Container Terminal on 23.02.2025 within the berth stay of 60 hours.*

It gives me immense pride to inform that your Company received the Award of Excellence for the best port of the country in the category of 'Ports handling more than 5,00,000 TEUs of Containers' from Shri Sarbananda Sonowal, Hon'ble Minister of Ports, Shipping and Waterways during the Post-Budget Industry Meet

2025 at Mumbai. Your Company was also conferred the 'Recognition of Outstanding Indian Ports' and was awarded 1st Rank at the 62nd National Maritime Day celebrations in Mumbai. Your Company ranked 3rd in the Global Ranking in Small Ports category of handling highest containers (throughput of less than 0.5 million TEUs per year) leading amongst all container ports in India. Your Company ranked 47th for Performance Based on Vessel Time in Port in the Global Ranking of Container Ports by World Bank's Container Port Performance Index 2023 (CPPI 2023), published by the World Bank and S&P Global Market Intelligence.

For the Financial Year 2024-25, your Company has paid 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 Annual General Meeting. With this the total dividend for the financial year 2024-25 (including the proposed final dividend) will amount to 100% dividend on paid up equity share capital consistent with 100% dividend paid in the previous financial year 2023-24.

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.12.55 Crore which is Rs.2.90 Crore higher than the CSR expenditure of Rs. 9.65 Crore earmarked for the previous year. Your Company has spent Rs.

7.45 Crore in financial year 2024-25 towards various CSR activities. The major CSR initiatives are:

- Rs.2.35 Crore was contributed to DRDA Tiruvallur for various infrastructural projects.
- Rs.2.18 Crore and Rs.65.55 lakhs were contributed for remaining construction work of classroom building and Sports facility respectively at Loganatha Narayanaswamy Govt Arts College, Ponneri.
- Rs.97.06 Lakh was contributed to Swabodhini Charitable Trust towards capital and operational expenditure for running the Centre for special children at Tondiarpet.
- Rs.87.07 lakh was provided for infrastructure developmental works at Government Schools in the vicinity of KPL through Namma Ooru Namma School Foundation, Government of Tamil Nadu.

On behalf of the Board of Directors, I would like to place on record our gratitude for the support and guidance received from Ministry of Ports, Shipping and Waterways, Government of India, Chennai Port Authority and appreciate the co-operation received from TNPGL/TNEB, NTECL, IOCL, TNPCB, Government of Tamil Nadu and 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. Last but not least, I wish to place on record the appreciation for the continued excellent work done by all the employees of the Company.”

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 2025 together with the Board of Directors’ Report and 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 2025, 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.”*

Smt. J.P. Irene Cynthia - 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.

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 2024-25 and to approve declaration of the Final Dividend @ 70% on paid-up equity share capital (Rs.7/- per share).*

Shri Sunil Paliwal - 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 2024-25, passed by the Board of Directors on 27th March 2025 and resulting in total cash outflow of 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, 2025, resulting in total cash outflow of Rs. 210 Crore be and is hereby declared and be paid to the Shareholders of the Company.”*

Shri S Viswanathan - 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.3, 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.3.

Shri. K. Ravikumar representative of Chennai Port Authority-Member: I give consent to Captain Anoop Kumar Sharma to carry on the proceeding with respect to Item No. 3.

Captain Anoop Kumar Sharma: I thank all the members present for giving me the opportunity to chair the AGM with respect to Item No. 3.

We now move on to the **third** item of the AGM Notice - *To appoint a director in place of Shri. Sunil Paliwal, I.A.S., (DIN: 01310101), 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. Sunil Paliwal, IAS (DIN: 01310101) 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.

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 Sunil Paliwal to chair the meeting once again.

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

Shri S. Viswanathan-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 2025-26.”*

Shri Malla Srinivasa Rao - 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 **fifth** item of the AGM Notice-To appoint Shri R.M. Narayanan (DIN: 02853368) as Independent Director in the place of Shri. V.M.V Subba Rao (DIN: 02435597)

Smt. J.P. Irene Cynthia -Member: I propose this resolution as an 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.”

Shri S. Viswanathan – 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. R.M. Narayanan, on the Board of the Company. Thank You. As all the agendas have been transacted, I declare the meeting as closed at 3:35 P.M. I thank you all once again for sparing your time and attending the meeting.