GM No.01/2026-27

NOTICE

Notice is hereby given that the 06th Annual General Meeting (AGM) of the Members of Brace Port Logistics Limited will be held on Tuesday, 29th day of September, 2026 at 1.30 PM. (IST) through Video-Conferencing/Other Audio Visual Means at its registered office situated at Plot No. A-390 B, 2nd Floor, A-Block, Road No 2, Mahipalpur Extn., Mahipalpur, New Delhi-110037 (deemed venue), to transact the following businesses:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT:**

   a. The Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2026, together with the reports of the Boards and Auditors thereon; and in this regard, to pass the following resolution as Ordinary Resolution:

   b. The Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2026, together with the reports Auditors thereon; and in this regard, to pass the following resolution as Ordinary Resolution:

2. **TO APPROVE THE FINAL DIVIDEND OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26 AND IF DEEMED FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

   "RESOLVED THAT pursuant to the provisions of Section 123 and other applicable provisions, if any, of the Companies Act, 2013, and the Articles of Association of the Company, the Board of Directors be and is hereby pleased to recommend a final dividend of ₹ 1/- per equity share of ₹10 each for the financial year ended 31st March, 2026, be and is hereby approved.

3. **TO APPOINT MR. HIMANSHU CHHABRA (DIN: 09018796), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

SPECIAL BUSINESS:

4. **REGULARISATION OF MS. RUPINDER KAUR AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

   To consider appointment of Ms. Rupinder Kaur (DIN: 11117327) as Independent director and if thought fit, to pass with or without modifications, the following resolution as special resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of the SEBI (LODR) Regulations, 2015, Ms. Rupinder Kaur (DIN: 11117327), who was appointed as an Additional Director (Independent) of the Company with effect from 13.11.2025, and who holds office up to the date of the ensuing AGM, and being eligible for appointment and in respect of whom the Company has received a declaration confirming that she meets the criteria of independence as prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years with effect from 13 November 2025.

   RESOLVED FURTHER THAT Mr. Sachin Arora, Managing Director, be and is hereby authorised severally to do all acts including filing Forms to Registrar of Companies and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.

5. **REGULARISATION OF MS. RAJNI AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider appointment of Ms. Rajni (DIN: 10650061) as Independent director and if thought fit, to pass with or without modifications, the following resolution as Special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of the SEBI (LODR) Regulations, 2015, Ms. Rajni (DIN: 10650061), who was appointed as an Additional Director (Independent) of the Company with effect from 13.11.2025, and who holds office up to the date of the ensuing AGM, and being eligible for appointment and in respect of whom the Company has received a declaration confirming that she meets the criteria of independence as prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years with effect from 13 November 2025.

RESOLVED FURTHER THAT Mr. Sachin Arora, Managing Director, be and is hereby authorised severally to do all acts including filing Forms to Registrar of Companies and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

6. **APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH HOLDING COMPANY AND ITS FELLOW SUBSIDIARY**

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

"RESOLVED THAT pursuant to the provisions of Section 177, Section 188 and other applicable provisions of the Companies Act, 2013 ("Act"), read with the rules made thereunder, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and other applicable laws, rules, regulations, circulars and guidelines, and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for entering into/availing the following Material Related Party Transactions with **Skyways Air Services Limited**, being the Holding Company of the Company, and **Forin Container Line Private Limited**, being a Fellow Subsidiary and a Related Party of the Company, during the Financial Year 2026-27, on such terms and conditions as may be mutually agreed between the Company and the respective Related Party:

A. Purchase of Services

For purchase/availing of **Logistics Services** from:

i. Skyways Air Services Limited (Holding Company):

for an aggregate value not exceeding ₹14,00,00,000 (Rupees Fourteen Crore only); and

ii. Forin Container Line Private Limited (Fellow Subsidiary):

for an aggregate value not exceeding ₹7,00,00,000 (Rupees Seven Crore only),

during the Financial Year 2026-27, on such terms and conditions as may be mutually agreed between the Company and the respective Related Party and in the ordinary course of business and on an arm's length basis, wherever applicable.

B. Availing of Corporate Guarantee from Holding Company

For availing a corporate guarantee from Skyways Air Services Limited, being the Holding Company, in favour of Bank/Financial Institution in connection with the credit facilities availed and proposed to be availed by the Company, for an aggregate guaranteed amount not exceeding **₹ 20,00,00,000 (Rupees Twenty Crore only)**, on such terms and conditions as may be agreed between the Company, the Holding Company and concerned Bank(s)/ Financial Institution(s).

RESOLVED FURTHER THAT the aforesaid transactions shall be entered into in accordance with the applicable provisions of the Act, SEBI LODR Regulations, the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions, and other applicable laws, rules and regulations, and shall be subject to such terms and conditions as may be mutually agreed between the Company and the respective Related Party.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise settle and approve the terms and conditions of the aforesaid transactions and arrangements, and to enter into and execute all such agreements, contracts, arrangements, deeds, documents and writings with the Holding Company, Fellow Subsidiary and/or the concerned Bank/Financial Institution(s), as may be necessary or expedient, for giving effect to the aforesaid transactions.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to make such modifications, variations, additions or alterations in the terms and conditions of the aforesaid transactions as may be necessary or expedient, provided that the aggregate value/amount of the respective transactions shall not exceed the limits approved by the Members and shall remain within the applicable provisions of the Act, SEBI LODR Regulations and the Company's Related Party Transaction Policy.

RESOLVED FURTHER THAT the Board of Directors and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, and to sign, execute and deliver all such documents, forms, applications, returns, filings and writings as may be necessary, desirable or expedient to give effect to this resolution and to make such filings and disclosures with the Registrar of Companies, SEBI, Stock Exchange(s) and/or any other statutory or regulatory authority as may be required."

For & On behalf of
Brace Port Logistics Limited

Sd/-

Sachin Arora
Managing Director
DIN: 08952681

Place: New Delhi

Date: 05.09.2026

NOTES:

1. Ministry of corporate Affairs vide its General circulars No. 20/2020 dated May 05, 2020, read with General Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 02/2021 dated 13th January 2021, 19/2021 dated 08th December, 2021, 21/2021 dated December 14, 2021 02/2022 dated May 05, 2022, 10/2022 dated 28th December, 2022, 9/2023 dated September 25, 2023 and 09/2024 dated 19th September 2024 and General Circular No. 03/2025 dated 22 September 2025, permitted holding of the AGM through VC/OAVM without physical presence of the Members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") read with the MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 06th Annual General Meeting of the Company is being conducted through VC/OAVM (hereinafter referred to as "AGM"). In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification note dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

3. Since, this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its Board or governing body's resolution/authorisation, etc., authorising their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutinizer by email through its registered email address to cs@braceport-logistics.com

5. Brief details of the Director, who are being appointed/reappointed as per requirements of Regulation 36(3) of the SEBI Listing Regulations are annexed hereto.

6. Explanatory statement as required under section 102 of the Companies Act 2013 is annexed hereto.

7. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the AGM, i.e., from 01:15 P.M to 01.45 P.M. and will be available for members on a first come first served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.

8. Institutional Investors, who are members of the Company are encouraged to attend and vote at the AGM of the Company.

9. To avoid fraudulent transactions, the identity/ signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.

10. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ MUFG Intime India Private Limited.

11. In terms of the provisions of Sections 101 and 136 of the Companies Act, 2013 ("the Act") read with the rules made thereunder, the applicable MCA Circulars and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Master Circular for compliance

with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated January 30, 2026, the Notice of the 06th Annual General Meeting ("AGM") along with the Annual Report for the Financial Year 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent/Depository Participants. The Notice of the AGM and the Annual Report for the Financial Year 2025-26 will also be available on the Company's website at www.braceport-logistics.com under the "Investors" section and under "Business and Investors" tab.

Members who wish to obtain a physical copy of the Notice of the AGM and the Annual Report may send a request to the Company at cs@braceport-logistics.com and the same shall be provided, subject to the applicable statutory provisions.

12. In terms of Section-101 and 136 of the Act, read with the rules made thereunder, the Listed Companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular 2021 read with circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 date 12th May 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023, Notice of 06TH AGM along with the Annual Report is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY 2025-26 will also be available on the Company's website www.braceport-logistics.com in under "Investors" section and under "Business and Investors" tab.

    Members desirous of obtaining a physical copy of the Notice of the AGM and the Annual Report may send their request to the Company at cs@braceport-logistics.com. The Company may provide the same, subject to the applicable provisions of law and administrative feasibility.

13. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/ update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with RTA. Members are requested to register their email id and support the green initiative efforts of the Company.

14. Members are requested to support our commitment to environment protection by choosing to receive the Company's communication through email going forward.

15. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

16. The recorded transcript of the forthcoming AGM on 29th September 2026 shall also be made available on the website of the Company under "Investors" section as soon as possible after the meeting.

17. SEBI vide its notification dated 08th June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1st April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialise their physical holdings

18. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

19. The Company has been maintaining, inter alia, the statutory registers at its registered office. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.

20. Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13. In respect of shares held in Electronic/Demat form, the members may please contact their respective Depository participant.

21. In terms of Section 124(5) of the Act, the Company does not have amount needs to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Members who have not encashed their Interim dividend pertaining to the financial year 2025-26 (April 2025 - March 2026) are advised to write to the Registrar & Share Transfer Agent of the Company immediately for claiming dividends declared by the Company.

22. Since the meeting will be conducted through VC/ OAVM facility, the route map is not annexed to this Notice.

23. In case a person becomes a member of the Company after dispatch of AGM Notice, and is a member as on the cut-off date for e-voting, such person may obtain the user id and password from our RTA or by email request to cs@braceport-logistics.com

24. Only those members/shareholders, who will be present in the AGM through video conferencing facility and have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote through e-voting at the AGM. However, members who have voted through remote e-voting may attend the AGM.

25. Members attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

26. 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, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the applicable **MCA Circulars** issued in this regard, including **General Circular No. 03/2025 dated September 22, 2025**, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the Annual General Meeting ("AGM"). For this purpose, the Company has appointed **MUFG Intime India Private Limited** as the authorised agency to provide the remote e-voting facility and e-voting during the AGM to the Members.

27. Members may note that the Board, at its meeting held on May 27, 2026, has recommended a final dividend of ₹1.00 per equity share for the financial year ended March 31, 2026. The record date for the purpose of final dividend is Tuesday, September 22, 2026. The final dividend, once approved by the members in the ensuing AGM, will be paid within 30 days from the date of 6th AGM, through various modes. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

28. Payment of dividend through electronic means:

    a) Pursuant to SEBI Master Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, read with SEBI Circular No. SEBI/ HO/MIRSD/ POD-1/P/CIR/2024/81 dated June 10, 2024, SEBI has mandated all listed companies to maintain a record of PAN, Nomination, Contact details, Bank A/c details and Specimen signature of its Shareholders holding physical securities. Further, with effect from April 1, 2024, Shareholders holding physical securities shall be eligible for dividend payment only in electronic mode.

    Shareholders holding shares in physical form are requested to update their PAN, nomination details, contact details, mobile number, bank account details and specimen signature (collectively called as "details") with the Company/ RTA so as to enable the Company to process the dividend payments through electronic medium. Please note, as per the SEBI mandate, the Company shall not process dividend through warrants or demand drafts or banker's cheque to the Shareholders holding shares in physical mode, whose details are not updated with the Company/RTA against their folio(s). The forms for updation of PAN, KYC, bank details and nomination viz., Forms ISR-1, ISR-2, ISR3, SH-13 are available on RTA's website at www.in.mpms.mufg.com.

In view of the above, we request the Shareholders holding shares in physical form to submit the required forms along with the supporting documents at the earliest to the RTA.

b) Shareholders holding shares in dematerialized form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company/ RTA cannot act on any request received directly from the Shareholders holding shares in dematerialized form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant(s) of the Shareholders.

c) Pursuant to Finance Act 2020, Dividend income will be taxable in the hands of Shareholders, and the Company is required to deduct tax at source from Dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, Shareholders are requested to refer to the Finance Act applicable to current financial year. The Shareholders are requested to update their Permanent Account Number (PAN) with the Company / MUFG Intime India Private Limited, Registrar and Transfer Agent (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode).

A separate e-mail is being sent at the registered e-mail id of the Members describing about the detailed process to submit/upload the documents/declarations along with the formats in respect of deduction of tax at source on the dividend payout. Sufficient time will be provided for submitting the documents/declarations by the Members who are desiring to claim beneficial tax treatment.

d) A Resident Individual Shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by updating the details on the following link provided by the Company's RTA namely https://web.in.mpms.mufg.com/admin/DownloadFiles/Form-No-121.pdf latest by Tuesday, September 22, 2026. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

e) Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending it on the link provided by the Company's RTA namely https://web.in.mpms.mufg.com/admin/DownloadFiles/Form-No-121.pdf latest by Tuesday, September 22, 2026

29. Members are requested to address all correspondence, including dividend-related matters, to RTA, M/s. MUFG Intime India Private Limited at Unit No. 9, Ground Floor, Shiv Shakti Ind. Est, J. R. Boricha Marg, Lower Parel East, Mumbai, Maharashtra 400011 or email at Investor.helpdesk@in.mpms.mufg.com.

30. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option of directly resolving their grievances with the RTA/ Company and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login).

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

31. Members are encouraged to join the Meeting through Laptops for better experience.
32. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
33. 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.
34. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at: cs@braceport-logistics.com by Saturday, 22nd September, 2026. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.

INSTAMEET VC INSTRUCTIONS FOR SHAREHOLDERS

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on "Login".

b) Select the "Company Name" and register with your following details:

c) Select Check Box **- Demat Account No. / Folio No. / PAN**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click "Go to Meeting"
You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to express their views/ask questions during the meeting may register themselves as speaker by sending their request till, 26th September ,2026 (05:00 PM) mentioning their name, demat account number/folio number, email id, mobile number at Investor.helpdesk@in.mpms.mufg.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries till 26th September ,2026 (05:00 PM) mentioning their name, demat account number/folio number, e-mail id, mobile number at Investor.helpdesk@in.mpms.mufg.com. These queries will be replied to by the company suitably by e-mail.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on link "Cast your vote".
b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
c) Click on 'Submit'.
d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a. Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
b. Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
c. Enter the OTP received on your registered email ID/ mobile number and click on login.
d. Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
e. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

<u>Shareholders registered for IDeAS facility:</u>

a. Visit URL: https://eservices.nsdl.com and click on “Beneficial Owner” icon under “IDeAS Login Section”.
b. Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
c. Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
d. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

<u>Shareholders not registered for IDeAS facility:</u>

a. To register, visit URL: https://eservices.nsdl.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
b. Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
c. Enter the last 4 digits of your bank account / generate ‘OTP’
d. Post successful registration, user will be provided with Login ID and password.
e. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

Google Play | App Store

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com
b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.
b) Go to e-voting tab.
c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

<u>Shareholders not registered for INSTAVOTE facility:</u>

a) Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
   - o Shareholders, holding shares in NSDL form, shall provide 'point 4' above.
   - o Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
   - o Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
5. Set the password of your choice.
   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).
   Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
B. Select 'View' icon. E-voting page will appear.
C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in
B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
B. Click on "Investor Mapping" tab under the Menu section
C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
2) 'Investor's Name - Enter Investor's Name as updated with DP.
3) 'Investor PAN' - Enter your 10-digit PAN.
4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Votes Entry" tab under the Menu section.
c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
d) Enter "16-digit Demat Account No.".
e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) After successful login, you will see "Notification for e-voting".
c) Select "View" icon for "Company's Name / Event number".
d) E-voting page will appear.
e) Download sample vote file from "Download Sample Vote File" tab.
f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

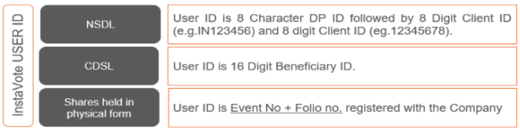
Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Further Click on **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".



In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Miscellaneous:

35. **BOOK CLOSURE:** The Company has notified closure of Register of Members and Share Transfer Books from Wednesday, 23rd September 2026 to Tuesday, 29th September, 2026 (both days inclusive) for Annual General Meeting.
36. Kindly note that once you have cast your vote through e-voting process, you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any
37. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Shareholders(s) on the cut-off date, i.e. Saturday, 22nd September 2026.
38. The voting period commence on 26th September 2026 (09:00 AM) and ends on the close of 28th September 2026 (05.00 PM). The e- voting module shall also be disabled by MUFG Intime India Private Limited for voting thereafter.
39. The Scrutinizer will submit his report to the Managing Director or the Company Secretary of the Company after completion of the scrutiny of the e-voting and the results of the e-voting will be announced at the registered office on 01st October, 2026. The results of the e-voting will also be posted on the Company's website www.braceport-logistics.com and communicated to the stock exchanges where the Company's shares are listed.
40. As required by Rule 20(3)(V) and Rule 22(3) of the Companies (Management & Administration) Rules 2014, details of dispatch of AGM Notice to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Delhi.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN 6TH ANNUAL GENERAL MEETING

Information as per regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard -2 issued by the Institute of Company Secretaries of India

Disclosure	**Mr. Himanshu Chhabra**	**Ms. Rupinder Kaur**	**Ms. Rajni**
DIN	09018796	11117327	10650061
Date of Birth	13/01/1979	27/06/1985	24/06/1972
Brief Resume	Mr. Himanshu Chhabra is the Non-Executive Director of our Company. He completed his bachelor's in commerce from University of Delhi and his Post Graduate Diploma in Business Management from Management Development Institute (MDI). He is an associate member of the Institute of Companies Secretaries of India. He has also cleared the final examination by the Institute of Cost and Works Accountants of India and also complete the Certified Internal Auditor Examination of the Institute of Internal Auditors.	Ms. Rupinder Kaur is the Non- Executive & Independent Director of the company. She completed B.Com from Pt. Ravi Shanker Shukla University, Raipur. Qualified as a Chartered Accountant and is an IBBI Registered Valuer for Securities or Financial Assets. A Chartered Accountant in practice with 10 years of experience in handling various taxation, audit, and valuation assignments for a wide range of business clients. As a Registered Valuer, has successfully completed various valuation assignments under the Companies Act, 2013 and the Insolvency and Bankruptcy Code, 2016.	Ms. Rajni is the Non-Executive & Independent Director of the company. She completed the professional degree of Company Secretary from ICSI and Associate member of ICSI since 2011. completed her degree of Bachelor's of Commerce from the University of Delhi in 1992. Worked with Pan India Corporation Limited (Listed Company) as Company Secretary from 01.09.2011 to 31.12.2012. Worked with V. V. Kale & Co., Chartered Accountants, from 01.01.2013 to 23.04.2018. Worked with Radiant Polymers Private Limited from 01.06.2018 to August 2019. Worked with Super Plastronics Private Limited from September 2019 to December 2021. Working with Delhi Soccer Private Limited since 15th July 2022.
Nature of expertise in specific functional area	18 years of experience in finance, accounting, corporate governance and regulatory compliance.	Corporate Audits, Income Tax Audits and Business Valuations	Compliance and corporate governance
Relationship between Directors inter-se and KMP	No inter se related to any other Director or Key Managerial Personnel	No inter se related to any other Director or Key Managerial Personnel	No inter se related to any other Director or Key Managerial Personnel
No. of Board Meetings	5/5	2/5	2/5

attended during the year			
Name of Listed Companies in which the person holds directorship and the membership of the committee of the board.	NONE	NONE	1.PAN INDIA CORPORATION LIMITED 2. BITS LIMITED 3.AMIR CHAND JAGDISH KUMAR (EXPORTS) LIMITED
Membership of committees of the board.	NONE	NONE	1.**Pan India Corporation Limited** A. Audit Committee - Chairman B. Stakeholder Relationship Committee – Member C. Nomination And Remuneration Committee – Chairperson **2. Bits Limited** A. Audit Committee - Chairman B. Stakeholder Relationship Committee – Member C. Nomination And Remuneration Committee – Chairperson **3.Amir Chand Jagdish Kumar (Exports) Limited** A. Audit Committee -Member B. Stakeholder Relationship Committee – Member
No. of Shareholding	1,34,300	NIL	NIL
Information as required pursuant to BSE Circular with ref. no LIST/COMP/14 /2018-19 and NSE circular with ref. no NSE/CMI./2018 /24 dated June20, 2018	Mr. Himanshu Chhabra is not debarred from holding the office of Director by virtue of any SEBI order or any authority.	Ms. Rupinder is not debarred from holding the office of Director by virtue of any SEBI order or any authority.	Ms. Rajni is not debarred from holding the office of Director by virtue of any SEBI order or any authority.

In case of independent directors skills and capability required for the role and the manner in which the proposed person meets such criteria.	NA	Ms. Rupinder Kaur possesses expertise in finance, accounting, auditing, taxation and valuation.	Ms. Rajni possesses expertise in corporate governance, secretarial compliance and regulatory matters.

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Extn. New Delhi-110037

EXPLANATORY STATEMENT AS PER PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned hereunder:

ITEM NO. 4- REGULARISATION OF MS. RUPINDER KAUR AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board recommended the appointment of **Ms. Rupinder Kaur (DIN: 11117327)** as an Independent Director, in its meeting held on **13.11.2025**, to hold office for a term of five consecutive years from the date of her appointment, for the approval of the Members of the Company.

The Company follows a robust process for Board appointments and succession, which is a hallmark of a forward-thinking, future-ready and progressive Board. The appointment of **Ms. Rupinder Kaur (DIN: 11117327)** has been made by the Board to address the long-term requirements of the Company and to ensure smooth transition in key Board positions. In the opinion of the Board, **Ms. Rupinder Kaur (DIN: 11117327)** fulfils the conditions specified in the Companies Act, 2013 ("the Act"), the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), wherever applicable, for appointment as an Independent Director of the Company and is independent of the management of the Company.

The Director has also confirmed that she is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, The director is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013, nor debarred from holding the office of Director by virtue of any order of SEBI or any other such authority, and has successfully registered herself in the Independent Directors' Data Bank maintained by the Indian Institute of Corporate Affairs.

In terms of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, it is proposed that **Ms. Rupinder Kaur (DIN: 11117327)** be appointed as an Independent Director of the Company for a term of five consecutive years from the date of her appointment. The Board of Directors firmly believes that **Ms. Rupinder Kaur (DIN: 11117327)** will bring immense value on account of her stature, professional competence and diversified experience and accordingly recommends her appointment as an Independent Director of the Company for a term of five consecutive years. The terms and conditions and sitting fees payable to **Ms. Rupinder Kaur (DIN: 11117327)**, Independent Director, for Board and Committee Meetings, which may be amended from time to time, as may be decided by the Board/Nomination and Remuneration Committee.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of her appointment.

The Board recommends the **Special Resolution** set out at **Item No. 4** of the Notice for approval by the Members.

ITEM NO: 5- REGULARISATION OF MS. RAJNI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board recommended the appointment of **Ms. Rajni (DIN: 10650061)** as an Independent Director, in its meeting held on **13.11.2025**, to hold office for a term of five consecutive years from the date of her appointment, for the approval of the Members of the Company.

The Company follows a robust process for Board appointments and succession, which is a hallmark of a forward-thinking, future-ready and progressive Board. The appointment of **Ms. Rajni (DIN: 10650061)** has been made by the Board to address the long-term requirements of the Company and to ensure smooth transition in key Board positions. In the opinion of the Board, **Ms. Rajni (DIN: 10650061)** fulfils the conditions specified in the Companies Act, 2013 ("the Act"), the rules made thereunder and the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("Listing Regulations"), wherever applicable, for appointment as an Independent Director of the Company and is independent of the management of the Company.

The director has also confirmed that she is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, The director is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013, nor debarred from holding the office of Director by virtue of any order of SEBI or any other such authority, and has successfully registered herself in the Independent Directors' Data Bank maintained by the Indian Institute of Corporate Affairs.

In terms of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, it is proposed that **Ms. Rajni (DIN: 10650061)** be appointed as an Independent Director of the Company for a term of five consecutive years from the date of her appointment, i.e., **13.11.2025 up to 12.11.2030**. The Board of Directors firmly believes that **Ms. Rajni (DIN: 10650061)** will bring immense value on account of her stature, professional competence and diversified experience and accordingly recommends her appointment as an Independent Director of the Company for a term of five consecutive years. The terms and conditions and sitting fees payable to **Ms. Rajni (DIN: 10650061)**, Independent Director, for Board and Committee Meetings, which may be amended from time to time, as may be decided by the Board/Nomination and Remuneration Committee.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of her appointment.

The Board recommends the **Special Resolution** set out at **Item No. 5** of the Notice for approval by the Members.

ITEM NO. 6: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH HOLDING COMPANY AND ITS FELLOW SUBSIDIARY

The Company proposes to enter into Material Related Party Transactions with Skyways Air Services, being the Holding Company, Forin Container Line Private Limited, being the Fellow Subsidiary and a Related Party of the Company.

The proposed transactions are required for the business and operational requirements of the Company and comprise:

Particulars	**Purchase/Availing of Services**	**Corporate Guarantee**	**Purchase/Availing of Services**
Name of Related Party	Skyways Air Services Limited (SASL)	Skyways Air Services Limited (SASL)	Forin Container Line Private Limited (FCLPL)
Relationship	Holding Company	Holding Company	Fellow Subsidiary
Nature of Transaction	Purchase/Availing of Services	Availing of Corporate Guarantee	Purchase/Availing of Services
Nature/Purpose	Purchase/ Availing of Logistics Service	To secure credit facilities	Purchase/ Availing of Logistics Service
Maximum Transaction Value	₹14 Crore	₹ 20 Crore	₹7 Crore
Tenure	1 year	1 year	1 year
Basis of Pricing	At prevailing Market Rate	Guarantee commission of 1% per annum payable by company	At prevailing Market Rate
Previous Transactions	₹ 7.07 Crore	₹ 10 Crore	₹ 3.23 Crore
% of Consolidated Turnover	22.5%	32.25%	11.29%

	The Company's consolidated turnover for the Latest preceding financial year is Rs. 61.62 Crore		
Ordinary Course of Business	Yes	Yes	Yes
Arm's Length Basis	Yes	Yes	Yes
Business Rationale	The proposed Related Party Transaction with SASL is in the best interest of the listed entity due to several strategic and financial Consideration that align with the Company's Long term growth plans.	The proposed Related Party Transaction with SASL is in the best interest of the listed entity due to several strategic and financial Consideration that align with the Company's Long term growth plans.	The proposed Related Party Transaction with FCLPL is in the best interest of the listed entity due to several strategic and financial Consideration that align with the Company's Long term growth plans.
Valuation/External Report	NA	NA	NA

The Audit Committee has reviewed the proposed transactions and recommended the same to the Board of Directors. The Board, after considering the relevant particulars, has approved the proposal and recommended the same to the Members for their approval.

The proposed transactions are being placed before the Members as Material Related Party Transactions pursuant to Regulation 23 of the SEBI LODR Regulations.

The Company believes that the proposed transactions are in the ordinary course of business, wherever applicable, and are in the interest of the Company. The terms and conditions of the transactions are considered fair and reasonable and are not prejudicial to the interests of the Company or its public shareholders.

Pursuant to Regulation 23(4) of the SEBI LODR Regulations, **no Related Party shall vote to approve the resolution**, whether or not such Related Party is a Related Party to the particular transaction.

The Board of Directors recommends the **Special Resolution** set out at **Item No. 6** for approval of the Members.