



Aegis Logistics Limited

CIN :L63090GJ1956PLC001032

Regd. Office : 502, Skylon, G.I.D.C., Char Rasta, Vapi - 396 195, Dist.Valsad, Gujarat
Corp. Office : 1202, Tower B, Peninsula Business Park, G. K. Marg, Lower Parel (W), Mumbai - 400013
Tel.:+91 22 6666 3666 ♦Fax : +91 22 6666 3777 ♦ E-mail : aegis@aegisindia.com
♦ Website : www.aegisindia.com

NOTICE TO THE MEMBERS OF THE COMPANY

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013("the Act"), read with the rules made thereunder (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) and the applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") that the resolution appended below is proposed to be passed as an Ordinary Resolution by way of Postal ballot including voting by electronic means ("Remote E-voting").

The Shareholders are requested to carefully read the instructions printed on the Postal Ballot Form and return the duly completed form in all respect in the attached self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer not later than on Tuesday, 8th January, 2019 at 5.00 p.m. (IST). Ballot received thereafter will be strictly treated as if no reply has been received. The Company is also providing remote e-voting facility for voting on the resolution. Shareholders casting their votes through e-voting facility are requested to read the notes to the postal ballot notice and instructions given thereunder for e-voting purpose.

The proposed Ordinary Resolution and the Explanatory Statement pertaining to the said Resolution as per Section 102 of the Act, setting out all material facts concerning the Resolution and the reasons thereof are annexed hereto for your consideration. The Postal Ballot Form is also enclosed to enable you to vote on the proposed Ordinary Resolution.

SPECIAL BUSINESS:

Item No. 1. Appointment of Statutory Auditors to fill Casual Vacancy

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 and other applicable provisions, if any read with the rules made thereunder or any other law for the time being in force (including any statutory modification(s) or amendment(s) thereto or re-enactments thereof) M/s. CNK and Associates LLP, Chartered Accountants (with Firm Regn. No.101961W/W-100036) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. P.D. Kunte & Co., Chartered Accountants (Firm Registration No.105479W).

RESOLVED FURTHER THAT M/s. CNK and Associates LLP, Chartered Accountants (Firm Regn. No.101961W/W-100036) shall be entitled to hold the office of the Statutory Auditors of the Company upto the conclusion of the next Annual General Meeting at such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be fixed by the Board of Directors of the Company, on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office:
502, Skylon, G.I.D.C.,
Char Rasta,
Vapi-396 195,
Dist. Valsad, Gujarat

By the order of the Board of Directors

Monica T. Gandhi
Company Secretary

Place: Mumbai
Dated: 30th November, 2018

NOTES:

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special business as set out in the Notice along with Postal ballot Form are annexed hereto.
- The copy of all the documents referred to in the notice and explanatory statement are open for inspection of the shareholders of the Company at the registered office and the Corporate Office of the Company on all working days (from Monday to Friday) except holidays, between 11:00 a.m. to 1:00 p.m. upto 8th January, 2019.

- c) The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members as on 30th November, 2018 will be considered for the purpose of voting. A person who is not a Member as on the Cut-off date should treat this notice for information purposes only.
- d) The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice, Postal Ballot Form are being sent by permitted mode along with a self-addressed postage prepaid Business Reply Envelope.
- e) The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
- f) Members who have received the Notice by e-mail and who wish to vote through physical Form or members wanting a duplicate copy of the Postal Ballot Form, may download the Postal Ballot Form attached to the e-mail or from the Company's website:http://www.aegisindia.com/reports_filings.aspx where the Postal Ballot Notice along with other documents are displaced.
- g) Resolutions passed by the Members by way of postal ballot is deemed to have been passed as if they have been passed at a General Meeting of the Members.
- h) The resolutions will be taken as passed effectively on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Tuesday, 8th January, 2019.
- i) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 30th November, 2018 ("Cut-off date"). The postal ballot period commences on Monday, 10th December, 2018 from 09:00 a.m. and ends on Tuesday, 8th January, 2019 at 5.00 p.m. The results will be declared on Thursday, 10th January, 2019
- j) Members are requested to carefully read the instructions before exercising their vote and either return form duly completed in the attached self-addressed postage pre-paid Business Reply envelope; or vote by electronic means in the manner set out herein. In each case, ensure that votes reach the scrutinizer on or before Tuesday, 8th January, 2019, 5.00 p.m. ("Last Date").
- k) In case shares held by Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authorised Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form by the last date.
- l) A copy of this notice has been placed on the website of the Company: http://www.aegisindia.com/reports_filings.aspx and website of National Securities Depository Limited (NSDL) shall remain on the website until the last date for receipt of the postal ballots from the shareholders. The dispatch of the Postal Ballot Notice shall be announced through an advertisement in the Newspaper and also shall be displayed on the Company's website.
- m) Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agent for sending future communication(s) in electronic form.
- n) Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Reg. 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorised Agency to provide e-voting facility.

PROCEDURE/INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS

A. For members whose valid e-mail IDs are registered with the Company/Depository Participant(s) will receive a postal ballot Notice along with e-voting details from NSDL. Thereafter the following procedure is to be complied :

- i. Open e-mail and open PDF file viz. "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting then you can use your existing User ID/password for casting the vote.

If you have forgotten your User ID/password :

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Click on Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.)

- ii. Launch internet browser by typing URL: <https://www.evoting.nsdl.com/>
- iii. Click on "Shareholder - Login"
- iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note thenew password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of "remote e-voting" opens. Click on remote e-voting : Active Voting Cycles.
- vii. Select "EVEN" of "Aegis Logistics Ltd."
- viii. Now you are ready for remote e-voting as "Cast Vote" page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to cast your vote electronically.
- xiii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to naithanipcs@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case of members whose e-mail ID's are not registered with the Company/Depository Participants(s) or have requested for physical copy and those Members who wish to utilize E-Voting the following procedure is to be complied:

- a) Initial password is provided as below/ at the bottom of the Ballot Paper:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
-------------------------------------	---------	--------------

- b) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of 'A' as above, to cast vote.

NOTE: In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DP ID + Client ID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No. +Folio No.).

- c) Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot User Details /Password' option available on the site to reset the same.
- d) In case of any queries relating to e-voting, you may refer 'Frequently Asked Questions (FAQs) for members' and 'Remote E-voting User Manual for members' available in the 'Downloads' section of www.evoting.nsdl.com or call on toll free no.: 1800222990 or may contact Ms. Pallavi Mhatre, Asst. Manager, M/s. National Securities Depository Ltd., E-mail ID: evoting@nsdl.co.in, Tel. No. 022-24994545/1800222990. In case of any grievances connected with the facility of e-voting, you may contact Mr. Santosh Jaiswal, Link InTime India Pvt. Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400083, Telephone : 022 - 49186270, Fax : 022 - 49186060, E-mail ID : rnt.helpdesk@linkintime.co.in.
- e) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- f) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- g) The remote e-voting period commences on 10th December, 2018 (9.00a.m.) and ends on 8th January, 2019 (5.00p.m.). During this period, members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30th November, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- h) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 30th November, 2018.
- i) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting by postal ballot.

- j) The Company has appointed Mr. Prasen Naithani of M/s. P. Naithani & Associates , Practicing Company Secretary (Membership No. 3830) as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- k) The Scrutinizer shall within a period Forty eight hours from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company. The scrutinizer will make a consolidated Scrutinizer's Report of Postal ballot and Remote e-voting process of the votes cast in favour or against, if any, forthwith to the Chairman and Managing Director of the Company. The results would be declared on Thursday, 10th January, 2019.
- l) The results declared along with the Scrutinizers Report shall be displayed at the Registered and Corporate office of the Company, placed on the website of the Company: http://www.aegisindia.com/reports_filings.aspx and website of NSDL immediately after the declaration of results by the Chairman & Managing Director or any Director of the Company authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2)

ITEM NO. 1: APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY:

M/s. P.D. Kunte & Co., Chartered Accountants (Firm Registration No.105479W) are merging their professional practice with another firm of Chartered Accountants M/s. CNK & Associates LLP and in view of the same, they have tendered their resignation as Statutory Auditors of the Company w.e.f 31st October, 2018, resulting into a casual vacancy in the office of Statutory Auditors of the Company under section 139(8) of the Companies Act, 2013 ("The Act").

As per the provisions of Section 139(8) of the Companies Act, 2013, any casual vacancy in the office of statutory auditor shall be filled by the Board of Directors within thirty days and such appointment shall also be approved by the members within three months of such recommendation by the Board. Further the new Auditor so appointed shall hold office till the conclusion of the next annual general meeting.

Based on the recommendation of the Audit Committee, the Board of Directors on 5th November, 2018 have proposed and recommended the appointed of M/s. CNK and Associates LLP, Chartered Accountants (Firm Regn. No.101961W/W-100036) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. P.D. Kunte & Co., Chartered Accountants (Firm Registration No.105479W) who shall hold office up to the conclusion of the next Annual General Meeting of the Company.

M/s. CNK and Associates LLP, is spearheaded by a team of 22 partners with experience across various industries and verticals and presently has the staff strength of 350+ who has worked alongside Companies of all sizes. Headquartered in Mumbai, with branches in Vadodara, Chennai and Bengaluru and associate firms in Pune, Ahmedabad and Delhi, they cater to clients across several geographies and service lines. The firm also has an office in Dubai through which they service clients in the Middle Eastern region.

M/s. CNK and Associates LLP, Chartered Accountants (Firm Regn. No.101961W/W-100036) have conveyed their consent for the appointment as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the Members, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors or any key managerial personnel (KMP) or their relative are, in any way, concerned or interested in the said resolution.

The Board of Directors recommends the resolution for the approval of members of the Company as an Ordinary Resolution.

Registered Office:
502, Skylon, G.I.D.C.,
Char Rasta,
Vapi-396 195,
Dist. Valsad, Gujarat

By the order of the Board of Directors

Monica T. Gandhi
Company Secretary

Place: Mumbai
Dated: 30th November, 2018