



AEGIS LOGISTICS LIMITED

CIN : L63090GJ1956PLC001032

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

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NOTICE is hereby given that the 63rd Annual General Meeting ('AGM') of the members of AEGIS LOGISTICS LIMITED ('The Company') will be held on Tuesday, September 22, 2020 at 5.00 p.m. (IST) through Video Conference ('VC')/ Other Audio Visual Means ('OAVM') facility, to transact the following business:

Ordinary Business

1. To consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2020 together with the report of the Auditors thereon.
2. To declare Final Dividend on Equity Shares @ 120% on the face value of Re. 1 each i.e. Re. 1.20 per share and to confirm 1 (One) Interim Dividend @ 50% i.e. Re. 0.50 per share declared and paid on equity shares for the financial year 2019-20.

Special Business

3. To appoint a Director in place of Mr. Anilkumar Chandaria (DIN - 00055797), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company read with Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Anilkumar Chandaria (DIN – 00055797), who retires by rotation and eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

4. Appointment of Mr. Lars Erik Johansson (DIN - 08607066) as an Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") 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), applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 amended from time to time Mr. Lars Erik Johansson (DIN - 08607066) who has been appointed as an Additional Director (Independent) by the Board of Directors with effect from November 14, 2019 in terms of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting 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 5 (Five) consecutive years w.e.f. November 14, 2019 upto November 13, 2024.

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.”

By order of the Board of Directors

Sd/-

Monica T. Gandhi

Company Secretary

Place: Mumbai

Dated: June 22, 2020

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business as set out in the Notice and Secretarial Standard on General Meetings (SS-2), wherever applicable, are annexed hereto.
2. In view of the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs (‘MCA’) has vide its General Circular No. 14/2020 dated April 08, 2020 read with General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 05, 2020 (collectively referred to as ‘MCA Circulars’) permitted the holding of the Annual General Meeting (‘AGM’) through Video Conferencing (‘VC’) facility or other audio visual means (‘OAVM’), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (‘Act’), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR’) and the MCA Circulars, the AGM of the Company is being held through VC/OAVM on Tuesday, September 22, 2020 at 5.00 p.m. (IST).
3. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.

Corporate Members intending to appoint their authorised representatives to attend the meeting through VC/OAVM are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 Members on a first come first served basis as per the MCA Circulars. It may be noted that the large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors are allowed to attend the AGM without restriction on account of first come first served basis.
5. In line with the SEBI Circular dated May 12, 2020, the Notice of the AGM alongwith the Annual Report for the financial year 2019-20, indicating the process and manner of voting through electronic means along with the process to attend the meeting through VC/OAVM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 63rd AGM along with Annual Report has been uploaded on the website of the Company at www.aegisindia.com under 'Investor Relations' section and may also be accessed on the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Pursuant to Regulation 36 (3) of the SEBI LODR the brief details of the Directors seeking re-appointment/ appointment at the ensuing AGM are provided in the Corporate Governance Report published in this Annual Report.
8. Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and the Certificate from Auditors of the Company certifying that the ESPP Scheme of the Company are being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 shall be available for electronic inspection by the members at the AGM upon login at Link InTime India Private Limited's meeting system at <https://instameet.linkintime.co.in/>.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 16, 2020 to Tuesday, September 22, 2020 (both days inclusive).
 - i) Subject to the provisions of the Act, dividend as recommended by the Board @ 120% i.e. Re. 1.20 per share (face value of Re.1 each), if declared at the AGM, will be paid within a period of 30 days from the date of declaration, to those members whose name appear on the Registrar of Members as on Tuesday, September 15, 2020.

- ii) Those Members who have not encashed their dividend warrants for the financial years 2012- 13 (Final) to 2018-19(Final) and interim dividend for the financial year 2019-20 are requested to return the time barred dividend warrants or forward their claims to the Company or the Registrar & Share Transfer Agents (“RTA”) of the Company.
- iii) Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the rules made thereunder, the dividend for the financial year 2012- 13 (Final) which remains unclaimed/ unpaid for a period of 7 years is due for transfer to the Investor Education and Protection Fund constituted by the Central Government. The year wise details of transfer of unclaimed dividends are given in the Corporate Governance Report.
- iv) The Ministry of Corporate Affairs (“MCA”) has notified Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), pursuant to which the Members whose dividends remain unpaid/ unclaimed for a consecutive period of seven years, their equity shares would also be transferred to the IEPF Authority.

In view of the above, during the year 2019-20, the Company has transferred 72,330 Equity Shares (Previous year - 9,81,768 Equity shares) to the demat account of the IEPF Authority held with National Security Depository Limited bearing Demat Account No. ‘IN30070810656671’.

Kindly note that any cash benefit such as dividends accruing on account of shares transferred to the IEPF Authority shall also be transferred to a bank account that has been linked to the above mentioned Demat Account of the IEPF Authority.

- v) The detailed list of Members whose dividend remain unpaid and unclaimed, along with the list of Members whose shares are due to be transferred to the IEPF Authority are available on the Company’s website at <http://www.aegisindia.com/Dividend.aspx>.
 - vi) Kindly note that you can claim the said equity shares/unclaimed dividends from IEPF Authority by filing e-Form IEPF-5, once in a financial year, available on the website at <http://www.iepf.gov.in/IEPF/corporates.html>.
 - vii) The voting rights on such shares transferred to IEPF Authority shall remain frozen until the rightful owner claims the shares. All the benefits accruing on such shares e.g. Bonus Shares, Split, Consolidation, Fraction shares etc. except right issue shall also be credited to such demat account of the IEPF Authority.
10. In terms of the Regulation 39 (4) read with Schedule VI of SEBI LODR, share certificates lying undelivered with the Company were transferred to “Aegis Logistics Limited-Unclaimed Suspense Account” held in demat mode and list of such Shareholders is available on the Company’s website at http://www.aegisindia.com/Investor_Downloads.aspx. All the corporate benefits accruing on these shares will also be credited to such account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares from the Company.

11. Pursuant to Regulation 12 of SEBI LODR read with the SEBI Circular dated April 20, 2018, all Companies are mandated to use approved electronic mode of payment for making cash payments such as Dividend to the Members (where core banking details are available) or to print the bank account details of the Members (as per the Company's records) on the physical payment instruments (in case where the core banking details are not available or electronic payment instructions have failed or rejected by the Bank).

Hence, the Members are requested to furnish/update their bank name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with:

- i) The respective Depository Participants (DP) (in case of the shares held in Electronic form) or;
- ii) The RTA (in case of the shares held in Physical form)

The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall despatch the dividend warrant/bankers' cheque/demand draft to such Members, upon normalisation of postal services .

12. SEBI, vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 amended Regulation 40 of SEBI LODR pursuant to which from 1st April, 2019 transfer of securities of listed companies could not be processed unless the securities are held in the dematerialized form with a depository except in case of request received for transmission or transposition of securities.

In view of the above and to avail the benefits of dematerialization and ease portfolio management, Members are requested to consider and dematerialize shares held by them in physical form.

13. **Members holding shares in demat mode** may kindly note that any request for change of address or change of E-mail ID or change in bank mandate or registration of nomination are to be instructed to their Depository Participant only, as the Company or its RTA cannot act on any such request received directly from the Members holding shares in demat mode.
14. **Members holding shares in physical form** are requested to lodge transmission request and intimate changes, if any, in their name, registered address, Permanent Account No. (PAN), telephone/mobile numbers etc. quoting their folio number(s) to Company's RTA at Link Intime India Private Limited, Unit-Aegis Logistics Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400083, Tel: 022 - 49186270, Fax : 022 - 49186060, E-mail ID : rnt.helpdesk@linkintime.co.in.

Further, Shareholders holding shares in physical form, who has not registered their email address and not updated the Bank Account mandate for receipt of dividend are requested to update the same by browsing the link: https://linkintime.co.in/emailreg/email_register.html (www.linkintime.co.in>>Investor Services>> Email/ Bank detail registration) by uploading the scanned copies of the relevant documents. A separate communication in his regard has been sent to the shareholders whose email ids were registered with the Company/ Depository.

15. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders with effect from April 1, 2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('IT Act'). A separate advisory note was sent to the shareholders at their registered email ids and the same is also uploaded on the Company's website at <http://www.aegisindia.com/Dividend.aspx>.

In general, to enable compliance with TDS requirements, Members holding shares in demat form are requested to complete and/or update their Residential Status, Permanent Account Number ('PAN'), category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company's Registrar and Share Transfer Agent ("RTA") by sending documents through e-mail to rnt.helpdesk@linkintime.co.in.

16. Members holding shares in physical mode may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death pursuant to Section 72 of the Companies Act, 2013. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-13 to the RTA of the Company. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14 to the RTA of the Company. These forms will be made available on request from the Company's RTA.
17. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's RTA for consolidation into single folio.
18. In view of the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their E-mail addresses so far, to register their e-mail addresses with the RTA in case the shares are held in physical mode and with Depository Participants in case the shares are held in demat mode for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
19. Electronic copy of the Notice of the Meeting, inter alia, indicating the process and manner of voting through electronic means, manner to attend the meeting through VC/OAVM and the Annual Report for FY 2019-20 is being sent to all the Members whose e-mail addresses are registered with the Company's RTA/Depository Participants(s) as on August 21, 2020.

20. Instructions for e-voting and joining the Annual General Meeting are as follows:

A. Voting Through Electronic Means:

- i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of SEBI LODR the Company is pleased to provide to the Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic voting system and the business may be transacted through such services. **The facility of casting the votes by the members using an electronic voting system ("remote e-voting") is being provided by Link Intlme India Private Limited ("Link InTime").**

- ii) The facility for voting electronically shall be made available at the AGM also and the Members attending the meeting, who have not cast their vote by remote e-voting and are otherwise not barred from doing so, shall be eligible to exercise their right to vote through e-voting systems during the Meeting.
- iii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVC but shall not be entitled to cast their vote again or change it subsequently.
- iv) The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting: From 9.00 a.m. IST of Friday, September 18, 2020

End of remote e-voting: Up to 5.00 p.m. IST of Monday, September 21, 2020

During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 15, 2020, may cast their vote by remote e-voting.

- v) The process and manner to vote electronically using Link Intime India Private Limited ("LI IPL") system:

1. **Open the web browser and launch the following URL: <https://instavote.linkintime.co.in> Those who are first time users of LI IPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:**

- Click on "**Sign Up**" tab, available under "Shareholders" section and register with the following details.

A. USER ID :- Enter your User ID details as given below:

- Shareholders/members holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/members holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
- Shareholders/members holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

B. PAN:- Enter your 10-digit Permanent Account Number (PAN)

(Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.)

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

- D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
- Shareholders/members holding shares in demat account with NSDL shall provide 'D', above
 - Shareholders/members holding shares in demat account with CDSL shall provide either 'C' or 'D', above
 - Shareholders/members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
- 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).
- Click "confirm" (Your password is now generated).

NOTE: If Shareholders/members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

To register your vote - Click on "login" under the "Shareholder" Section.

2. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
3. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select 'View' icon of the Company you choose to vote.
4. E-voting page will appear.
5. 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).
6. After selecting the desired option i.e. Favour / Against, click on 'Submit'. 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.
7. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same. Further, they would also require to email the scrutinizer a scanned certified true copy of the board resolution /authority letter/power of attorney etc. at naithanipcs@gmail.com.

8. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
9. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

If you have forgotten the password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- ❖ In case shareholders/members is having valid email address, Password will be sent to his / her registered e-mail address.
- ❖ Shareholders/members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- ❖ 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.
- ❖ 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". Shareholders/members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- ❖ In case shareholders/members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel.: 022 -4918 6000.

B. INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO ATTEND THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

Instructions for Shareholders/Members entitled to attend the Annual General Meeting through InstaMeet (VC/OAVM) provided by Link InTime India Private Limited are as under:

1. Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1000 members only.

2. Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL for InstaMeet:- <https://instameet.linkintime.co.in> and register with your following details:

➤ Select the “Company” and ‘Event Date’ and register with your following details:

A. Select - Demat Account No. or Folio No. as the case may be depending on the mode of your holding

- Shareholders/members holding shares in demat account with **NSDL**: Please enter 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/members holding shares in demat account with **CDSL**: Please enter 16 Digit Beneficiary ID
- Shareholders/members holding shares in **Physical Form** (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

C. Mobile No. : Enter your mobile number.

D. Email ID : Enter your email id, as recorded with your DP/Company.

Note : In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel.: 022-49186175.

➤ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

C. INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO REGISTER THEMSELVES AS SPEAKERS DURING ANNUAL GENERAL MEETING:

1. Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request from their registered email id mentioning their name, demat account number/folio number, email id, mobile number at speaker@aegisindia.com from September 14, 2020, 10.00 a.m. to September 17, 2020, 6.00 p.m. Further, Shareholders are requested to send their questions before the AGM for any further information on accounts to enable the Company to answer their question satisfactorily in the above prescribed time.

2. The Speakers are requested to refer the instructions as mentioned on the Company's website link - http://www.aegisindia.com/key_financial_data.aspx for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.
3. Shareholders will get confirmation on first cum first basis.
4. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
5. Other shareholders may ask questions to the panellist, via active chat-board during the meeting.
6. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
7. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
8. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
9. Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

D. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

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

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. 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 and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. 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".
5. 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.

6. 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 Annual 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 Annual General Meeting will be eligible to attend/participate in the Annual 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.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel.: 022-49186175.

21. General Guidelines for Shareholders:

1. 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 September 15, 2020.
2. Members who have not registered their e-mail ID and also have not updated PAN with the Company/Depository are requested to approach Link Intime India Pvt. Ltd. at their e-mail ID enotices@linkintime.co.in or calling on 022-49186000 for e-voting related queries. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
3. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM electronically.
4. The Company has appointed Mr. Prasen Naithani, Practicing Company Secretary (Membership No. 3830) as the Scrutinizer to scrutinize the voting and remote e-voting process for the AGM in a fair and transparent manner.

5. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.
6. The Notice of the AGM shall be placed on the website of the Company till the date of AGM. The Results declared, along with the Scrutinizer's Report shall be placed on the Company's website www.aegisindia.com and on the website of LIPL immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
7. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

By order of the Board of Directors

Sd/-

Monica T. Gandhi

Company Secretary

Place: Mumbai

Dated: June 22, 2020

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2)

ITEM NO.3:

As per the provisions of the Companies Act, 2013, Mr. Anilkumar Chandaria (DIN –00055797), presently aged 85 years retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment. However, in accordance with the SEBI (Listing Obligations and Disclosure requirements) (Amendment) Regulations, 2018 notified on May 9, 2018, directorship of any person who has attained the age of 75 years cannot be continued unless a special resolution is passed by the members of the Company and the provision is effective April 1, 2019. Mr. Anilkumar Chandaria, aged 85 years, who is a B.Sc. (Economics) from London School of Economics and MBA from Harvard Business School, Cambridge, U.S.A is a Director of the Company since September 1, 1982 and brings with him immense experience in the business of the Company. It is therefore felt by the Board of Directors to continue the appointment of Mr. Anilkumar Chandaria as a Non-executive Director of the Company and recommends the proposed item of Ordinary Business to be considered as a Special Business and pass the resolution as a Special resolution for the approval of the Members of the Company at this Annual General Meeting to give effect to the aforesaid amendment of SEBI regulations.

Except Mr. Anilkumar Chandaria, Mr. Raj K. Chandaria and Mr. Anish K. Chandaria, none of the other Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested in the said resolution at Item No.3 of the accompanying notice.

The Board recommends the Special Resolution as set out in Item No.3 of the Notice for approval of the members

ITEM NO: 4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Lars Erik Johansson (DIN –08607066) as an Additional Director on the Board of the Company under Section 161 of the Companies Act, 2013 with effect from November 14, 2019. Pursuant to the provision of Section 161 of the Act, being an Additional Director, Mr. Lars Erik Johansson will hold office up to the date of the ensuing AGM and is eligible to be appointed as an Independent Director of the Company for a term of 5(Five) consecutive years form the date of appointment.

Mr. Lars Erik Johansson is not disqualified from being appointed as a Director in terms of Section 164 of the Act nor he has been debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (SEBI) or any such authority and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. Based on the declarations received from Mr. Lars Erik Johansson in terms of Section 149(7) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015, the Board is of the opinion that he meets with the criteria of independence and he possesses appropriate skills, experience and knowledge.

Brief resume of Mr. Lars Erik Johansson, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships are provided in the Corporate Governance Report forming part of the Annual Report.

Further, Mr. Lars Erik Johansson brings with him a good balance of experience in the business, in-depth understanding of the global markets and access to an extensive network. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Lars Erik Johansson is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. Lars Erik Johansson as an Independent Director setting out the terms and conditions is available for electronic inspection by the members. Members are requested to write to the Company on secretarial@aegisindia.com for such inspection and alternatively, the same can be accessed at the AGM upon login at Link InTime India Private Limited's meeting system at <https://instameet.linkintime.co.in/>. Except Mr. Lars Erik Johansson, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolution at Item No.4 of the accompanying notice.

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

By order of the Board of Directors

Sd/-

Monica T. Gandhi

Company Secretary

Place: Mumbai

Dated: June 22, 2020