



# 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 64<sup>th</sup> Annual General Meeting ('AGM') of the members of AEGIS LOGISTICS LIMITED ('The Company') will be held on Thursday, October 21, 2021 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 the Audited Financial Statements of the Company (Standalone and Consolidated) for the financial year ended March 31, 2021, together with the reports of the Board of Directors and the Auditors thereon.
2. To declare Final Dividend on Equity Shares @200% on the face value of Re. 1 each i.e. Rs. 2/- per share on the equity shares for the financial year 2020-21.
3. To appoint a Director in place of Mr. Raj Kishore Singh (DIN: 00071024), who retires by rotation and being eligible, offers himself for re-appointment.

## Special Business

4. Appointment of Ms. Tasneem Ali (DIN – 03464356) 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, Ms. Tasneem Ali (DIN – 03464356) who has been appointed as an Additional Director (Independent) by the Board of Directors with effect from January 28, 2021 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. January 28, 2021 upto January 27, 2026.

**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.”

5. Re-Appointment of Mr. Jaideep D. Khimasia (DIN– 07744224), as an Independent Director:

To consider and if thought fit, to pass, the following resolution as a Special 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. Jaideep D. Khimasia (DIN – 07744224) who has been appointed to hold office as an Independent Director for the first term of 5 (five) years up to May 10, 2022 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. May 11, 2022 to May 10, 2027.

**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.”

6. Approval for sale of the Company’s Kandla Undertaking :

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and any other applicable rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and Articles of Association of the Company read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, permissions and sanctions as may be required, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) for the sale, transfer, assignment and delivery of the liquid and LPG storage units of the Company located within the limits of the Kandla Port Trust in Gandhidham, Kutch, Gujarat, together with all its assets and liabilities, except the assets and liabilities specifically excluded(**“Kandla Undertaking”**) as a going concern, on a ‘slump sale’ basis, to Aegis Vopak Terminals Limited (formerly known as Aegis LPG Logistics (Pipavav) Ltd) (**“AVTL”**), a wholly owned subsidiary of the Company, for a lump sum consideration of INR 830 crores (Rupees Eight Hundred and Thirty Crores only) with effect from such date and on such terms and conditions, and with such modifications as may be required, as the Board may deem fit and appropriate in the interest of the Company.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary or incidental thereto, to effect the sale and transfer of the Kandla Undertaking including (i) finalizing and varying the terms and conditions for the sale and transfer of the Kandla Undertaking, the methods and modes in respect thereof, (ii) negotiating, finalizing, modifying and executing necessary documents, including a business transfer agreement, contracts, agreements, deeds of assignment / conveyance and other transaction documents, and modifications to the foregoing (iii) file applications and make representations to seek approvals in respect thereof from relevant authorities and third parties, and (iv) deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any questions, difficulties or doubts that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers or authorities herein conferred by this resolution, to any Director(s) or to any other official of the Company or to any Committee of Directors or any other Officer(s)/ Authorized Representative(s) of the Company or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

7. Approval for sale of the Company's Pipavav Undertaking :

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and any other applicable rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and Articles of Association of the Company read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, permissions and sanctions as may be required, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) for the sale, transfer, assignment and delivery of the liquid storage unit of the Company located within the limits of the Port of Pipavav, Post Uchhaiya, Via Rajula, Amreli, Gujarat, together with all its assets and liabilities, except the assets and liabilities specifically excluded (**"Pipavav Undertaking"**) as a going concern, on a 'slump sale' basis, to Aegis Vopak Terminals Limited (formerly known as Aegis LPG Logistics (Pipavav) Ltd) (**"AVTL"**), a wholly owned subsidiary of the Company, for a lump sum consideration of INR 170 crores (Rupees One Hundred and Seventy Crores only) with effect from such date and on such terms and conditions, and with such modifications as may be required, as the Board may deem fit and appropriate in the interest of the Company.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary or incidental thereto, to effect the sale and transfer of the Pipavav Undertaking including (i) finalizing and varying the terms and conditions for the sale and transfer of the Pipavav Liquid Undertaking, the methods and modes in respect thereof, (ii) negotiating, finalizing, modifying and executing necessary documents, including a business transfer agreement, contracts, agreements, deeds of assignment / conveyance and other transaction documents, and modifications to the foregoing (iii) file applications and make representations to seek approvals in respect thereof from relevant authorities and third parties, and (iv) deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any questions, difficulties or doubts that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers or authorities herein conferred by this resolution, to any Director(s) or to any other official of the Company or to any Committee of Directors or any other Officer(s)/ Authorized Representative(s) of the Company or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

8. Approval for sale of the Company's Mangalore Undertaking :

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and any other applicable rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and Articles of Association of the Company read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, permissions and sanctions as may be required, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as

the **“Board”**, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) for the sale, transfer, assignment and delivery of the liquid storage unit of the Company located at Dakshina Kannada, Mangalore, together with all its assets and liabilities, except the assets and liabilities specifically excluded (**“Mangalore Undertaking”**) as a going concern, on a ‘slump sale’ basis, to Aegis Vopak Terminals Limited (formerly known as Aegis LPG Logistics (Pipavav) Ltd) (**“AVTL”**), a wholly owned subsidiary of the Company, for a lump sum consideration of INR 120 crores (Rupees One Hundred and Twenty Crores only) with effect from such date and on such terms and conditions, and with such modifications as may be required, as the Board may deem fit and appropriate in the interest of the Company.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary or incidental thereto, to effect the sale and transfer of the Mangalore Undertaking including (i) finalizing and varying the terms and conditions for the sale and transfer of the Mangalore Undertaking, the methods and modes in respect thereof, (ii) negotiating, finalizing, modifying and executing necessary documents, including a business transfer agreement, contracts, agreements, deeds of assignment / conveyance and other transaction documents, and modifications to the foregoing (iii) file applications and make representations to seek approvals in respect thereof from relevant authorities and third parties, and (iv) deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any questions, difficulties or doubts that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers or authorities herein conferred by this resolution, to any Director(s) or to any other official of the Company or to any Committee of Directors or any other Officer(s)/ Authorized Representative(s) of the Company or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

9. Approval for sale of the Company’s Haldia Undertaking :

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and any other applicable rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and Articles of Association of the Company read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, permissions and sanctions as may be required, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) for the sale, transfer, assignment and delivery of the liquid storage units of the Company located at Haldia Dock Complex, Mouza-Chiranjibpur, Dist. Midnapore (Purba Medinipur), together with all its assets and liabilities, except the assets and liabilities specifically excluded (**“Haldia Undertaking”**) as a going concern, on a ‘slump sale’ basis, to Aegis Vopak Terminals Limited (formerly known as Aegis LPG Logistics (Pipavav) Ltd) (**“AVTL”**), a wholly owned subsidiary of the Company, for a lump sum consideration of INR 240 crores (Rupees Two Hundred and Forty Crores only) with effect from such date and on such terms and conditions, and with such modifications as may be required, as the Board may deem fit and appropriate in the interest of the Company.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary or incidental thereto, to effect the sale and transfer of the Haldia Undertaking including (i) finalizing and varying the terms and conditions for the sale and transfer of the Haldia Undertaking, the methods and modes in respect thereof, (ii) negotiating, finalizing, modifying and executing necessary documents, including a business transfer agreement, contracts, agreements, deeds of assignment / conveyance and other transaction documents, and modifications to the foregoing (iii) file applications and make representations to seek approvals in respect thereof from relevant authorities and third parties, and (iv) deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any questions, difficulties or doubts that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers or authorities herein conferred by this resolution, to any Director(s) or to any other official of the Company or to any Committee of Directors or any other Officer(s)/ Authorized Representative(s) of the Company or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

**By order of the Board of Directors**

Sd/-

**Monica T. Gandhi**  
Company Secretary

Place: Mumbai

Dated: September 21, 2021

**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 continuing restrictions placed due to the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') 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. The MCA vide its General Circular No. 02/2021 dated January 13, 2021 and the Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 extended the above exemptions till December 31, 2021.

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 Thursday, October 21, 2021 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 AND 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 at least 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 2020-21, 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 64<sup>th</sup> AGM along with Annual Report has been uploaded on the website of the Company at [www.aegisindia.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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 and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') a statement providing brief details of the Directors seeking re-appointment/ appointment at the ensuing AGM is annexed herewith.
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, the Certificate from Auditors of the Company certifying that the ESPP Scheme of the Company has been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and all other relevant documents referred to in the Explanatory Statement will be available for electronic inspection by the members. Members are requested to write to the Company on [secretarial@aegisindia.com](mailto:secretarial@aegisindia.com) for such inspection prior to the AGM.
9. Members are requested to note that:
  - i) Subject to the provisions of the Act, dividend as recommended by the Board @ 200% i.e. Rs. 2.00 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 Friday, September 17, 2021.
  - ii) Those Members who have not encashed their dividend warrants for the financial years 2013-14 (Final) to 2019-20 (Final) 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 2013-14 (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 same, during the year 2020-21, the Company has transferred 2,05,331 Equity Shares (Previous year - 72,330 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, 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](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), PAN 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 1<sup>st</sup> 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 same 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](mailto:rnt.helpdesk@linkintime.co.in).

Further, Shareholders holding shares in physical form, who has not registered their email address and not updated their PAN and 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](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 advertisement in his regard has been published in the newspapers and disseminated to the Stock exchanges.

15. Pursuant to the Finance Act, 2020, is required to dividend income will be taxable in the hands of the Shareholders with effect from April 1, 2020 and the Company 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 RTA by sending documents through e-mail to [rnt.helpdesk@linkintime.co.in](mailto: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 are available on the Company's RTA website at the link <https://linkintime.co.in/client-downloads.html> (under the General Tab).
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 2020-21 is being sent to all the Members whose e-mail addresses are registered with the Company's RTA/Depository Participants(s) as on Friday, September 17, 2021.



**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, as amended 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 provided by Depositories/ Depository participants/ Link Intime India Private Limited (“LI IPL”) system as per the instructions provided at serial nos. (v), (vi), (vii) and (viii).

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility to be provided by Listed Companies, please note that Individual shareholders holding shares in demat mode can now cast their vote by way of a single login credential through their demat accounts/ websites of Depositories/ Depository Participants without having to register again with the E-voting Service Providers (“ESPs”) thereby facilitating seamless authentication and enhancing ease and convenience of participating in e-voting process. ESPs such as Link Intime India Private Limited may continue to provide the facility of e-voting as per the existing process to all shareholders holding shares in physical mode and shareholders other than individuals viz. Institutions/ Corporate Shareholders.

- ii) The facility for voting electronically shall be made available at the AGM 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 Sunday, October 17, 2021

End of remote e-voting: Up to 5.00 p.m. IST of Wednesday, October 20, 2021

During this period Members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, October, 14 2021 may cast their vote by remote e-voting.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Thursday, October 14, 2021 may refer the remote e-voting instructions given below to obtain the login ID and password.

**Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:**

v) **The process and manner to vote electronically for Individual Shareholders holding securities in demat mode with National Securities Depository Limited (“NSDL”):**

- **If you have already registered for NSDL IDeAS facility**, open the web browser and launch the following URL: <https://eservices.nsdl.com>.
- Click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.
- After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- **If you are not registered for IDeAS e-Services**, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS” on the main webpage or click at the following URL: <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> and register yourself. Post registrations please follow the instructions as mentioned above to vote.
- **Alternately, you can open the web browser and launch the following URL:** <https://www.evoting.nsdl.com/> Click on the icon “Login” which is available under ‘Shareholder/Member’ section. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

vi) **The process and manner to vote electronically for Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited (“CDSL”):**

- **Existing users who have opted for Easi / Easiest**, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
- After successful login of Easi / Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.

- **If the user is not registered for Easi/Easiest**, option to register is available <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- **Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page.** The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective e-Voting service provider where the E Voting is in progress.
- Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/depository participants website.

- In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800-1020-990 and 1800-224-430
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542/43.

vii) **The process and manner to vote electronically for Individual Shareholders (holding securities in demat mode) & login through their respective depository participants:**

- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.
- Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**viii) The process and manner to vote electronically for Individual Shareholders holding securities in Physical mode and Shareholders other than individuals holding shares of the Company in demat mode by 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 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 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).

**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](mailto: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.

**Individual Shareholders holding securities in Physical mode 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.
  - ❖ 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](mailto:enotices@linkintime.co.in) or contact on: - Tel.: 022 -49186175.

**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): Please enter your 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](mailto: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](mailto:speaker@aegisindia.com) from October 13, 2021, 10.00 a.m. to October 16, 2021, 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](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](mailto:instameet@linkintime.co.in) or contact on: - Tel.: 022-49186175.

1. 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 Thursday, October 14, 2021.



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](mailto:enotices@linkintime.co.in) or calling on 022-49186175 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 two working days 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](http://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: September 21, 2021

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

**ITEM NO.4:**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, had appointed Ms. Tasneem Ali (DIN - 03464356) as an Additional Director (Category: Independent) on the Board of the Company under Section 161 of the Companies Act, 2013 with effect from January 28, 2021. Pursuant to the provision of Section 161 and other applicable provisions of the Act, being an Additional Director, Ms. Tasneem Ali 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 from the date of appointment i.e. from January 28, 2021 upto January 27, 2026.

Ms. Tasneem Ali is not disqualified from being appointed as a Director in terms of Section 164 of the Act nor she 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 her consent to act as a Director as required under the Act and the Rules made thereunder.

Based on the declarations received from Ms. Tasneem Ali in terms of Section 149(6) of the Companies Act, 2013 and SEBI LODR, the Board is of the opinion that she meets with the criteria of independence and she possesses appropriate skills, experience and knowledge.

Brief resume of Ms. Tasneem Ali, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships is separately being provided in the Explanatory Statement under the heading 'Additional Information of Directors being appointed/re-appointed as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India'.

Copy of the draft letter for appointment of Ms. Tasneem Ali 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](mailto:secretarial@aegisindia.com) for such inspection prior to the Annual General Meeting.

Except Ms. Tasneem Ali, 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.

**ITEM NO.5:**

Mr. Jaideep D. Khimasia (DIN – 07744224), was appointed as Independent Directors on the Board of the Company from May 11, 2017 to May 10, 2022 pursuant to the provisions of Section 149 of the Act read with the rules made thereunder and the applicable provisions with respect to the Companies listed with the Stock exchanges. The Nomination and Remuneration Committee, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Mr. Jaideep D. Khimasia for a second term of 5(five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given Mr. Jaideep D. Khimasia's background, experience and contributions made by him during his tenure, the continued association of him would be beneficial to the Company. Accordingly, it is proposed to re-appoint Mr. Jaideep D. Khimasia for a second term of five years from May 11, 2022 to May 10, 2027.

Mr. Jaideep D. Khimasia is not disqualified from being re-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. The Company has received declarations from Mr. Jaideep D. Khimasia that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149

of the Act and under SEBI LODR. In the opinion of the Board, Mr. Jaideep D. Khimasia fulfill the conditions for re-appointment as Independent Director.

Brief resume of Mr. Jaideep D. Khimasia, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships is separately being provided in the Explanatory Statement under the heading 'Additional Information of Directors being appointed/re-appointed as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India'. A Copy of the draft letter for re-appointment of Mr. Jaideep D. Khimasia 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](mailto:secretarial@aegisindia.com) for such inspection prior to the Annual General Meeting.

Except Mr. Jaideep D. Khimasia, 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.5 of the accompanying notice.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

**Additional Information of Directors being appointed/re-appointed as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in order of the items mentioned in the Notice :**

Name of the Director	Mr. Raj Kishore Singh	Ms. Tasneem Ali	Mr. Jaideep Khimasia
DIN	00071024	03464356	07744224
Date of Birth	September 17, 1953	January 25, 1973	September 30, 1971
Date of Appointment as Director	March 10, 2016	January 28, 2021	May 11, 2017
Brief resume & Expertise in specific functional areas	<p>Mr. Raj Kishore Singh, aged 67 years, is qualified as Bachelor of Technology (Honours), Mechanical Engineering, Banaras Hindu University, India. He has occupied Board Level position of Chairman &amp; Managing Director of Navratna and Fortune 500 listed Company Bharat Petroleum Corporation Limited (BPCL). Recognized as a visionary and subject matter expert in all aspects of the oil business.</p> <p>He has spearheaded upstream forays in Oil blocks in Brazil, Gas finds in Mozambique, Shale gas in Australia and E&amp;P activities on Indian and foreign soils.</p> <p>Presently he is providing consultancy &amp; advisory services in India and Globally to companies operating/investing in the Oil &amp; Gas Sector.</p>	<p>Ms. Tasneem Ali, aged 48 years, is qualified as a B.A in Economics from from St. Xaviers College, University of Mumbai. She is based in Mumbai and has over 25 years of experience working in as a creative professional in the advertising and communication design business most of which have been at Lowe Lintas. She has worked in Mumbai, Bangalore and Singapore creating campaigns for various brands across sectors including FMCG, Fashion, Technology, jewellery, consumer durables in Print television and digital media. Apart from mainstream advertising, she also heads dCell, a division within lintas that focusses on brand design and strategy.</p>	<p>Mr. Jaideep Khimasia, aged 49 years, is qualified as a B. E Production from Bharati Vidyapeeth, University of Poona and has over 25 years of management experience in fields related to Project Management with contributions in various quality assurance and process improvement initiatives of various Multi-National Corporations.</p>

*Directorships in other Public Limited Companies	Tema India Limited Gandhar Oil Refinery (India) Limited	Nil	Sea Lord Containers Ltd. Hindustan Aegis LPG Ltd. Aegis Gas (LPG) Pvt. Ltd. Konkan Storage Systems (Kochi) Pvt. Ltd.
**Committee Positions held in Companies (including Aegis Logistics Limited)  C - Chairman M - Member	<u>Audit Committee</u> Tema India Limited - Member Gandhar Oil Refinery (India) Limited - Member  <u>Shareholder Grievance Committee</u> Nil	<u>Audit Committee</u> Nil  <u>Shareholder Grievance Committee</u> Nil	<u>Audit Committee</u> Aegis Logistics Ltd. (M)  <u>Shareholder Grievance Committee</u> Aegis Logistics Ltd. (M)
No. of shares held in the Company	Nil	Nil	Nil

*There are no inter se relationship between the Board Members.*

*\* Excludes Alternate Directorships and Directorships in private companies, foreign companies and section 8 companies.*

*\*\* Represents Memberships/Chairmanships of Audit Committee and Stakeholders' Relationship Committee of Public Companies*

#### **Item Numbers 6 to 9:**

With the aim to grow together in the LPG, chemicals storage and handling business and accelerate the growth of Aegis in the terminals business the Company proposes to enter into a joint venture with Koninklijke Vopak N.V (Royal Vopak of Netherlands) (through its subsidiary Vopak India B.V.), a multinational Company and one of the world's foremost tank storage companies, as has been disclosed by the Company to the stock exchange vide disclosure dated July 12, 2021. The Company's wholly owned subsidiary Aegis Vopak Terminals Limited (formerly known as Aegis LPG Logistics (Pipavav) Limited) ("**AVTL**"), has been designated as the principal company through which the proposed joint venture will operate. The proposed joint venture contemplates investment by Vopak India B.V. into AVTL, the sale and transfer of the Company's network of terminal assets in Kandla, Pipavav, Mangalore and Haldia to AVTL.

In order to give effect to the aforementioned joint venture arrangement, it is now proposed to sell the following undertakings of the Company to AVTL in the following manner ("**Business Transfers**"):

- (i) The liquid and LPG storage units of the Company situated in Kandla are proposed to be transferred by way of a slump sale, as a 'going concern' to AVTL, for a lumpsum consideration of Rs. 830 crores (Rupees Eight Hundred and Thirty Crores only);
- (ii) The liquid storage unit of the Company situated in Pipavav is proposed to be transferred by way of a slump sale, as a 'going concern' to AVTL, for a lumpsum consideration of Rs. 170 crores (Rupees One Hundred and Seventy Crores only);
- (iii) The liquid storage unit of the Company situated in Mangalore is proposed to be transferred by way of a slump sale, as a 'going concern' to AVTL, for a lumpsum consideration of Rs. 120 crores (Rupees One Hundred and Twenty Crores only); and
- (iv) The liquid storage units of the Company situated in Haldia are proposed to be transferred by way of a slump sale, as a 'going concern' to AVTL, for a lumpsum consideration of Rs. 240 crores (Rupees Two Hundred and Forty Crores only).

Each of the aforementioned undertakings set forth in items (i) to (iv) are proposed to be transferred as a going concern on a 'slump sale' basis (as defined under Section 2(42C) of the Income Tax Act, 1961) for a lumpsum consideration, without values being assigned to individual assets and liabilities.

The completion of the Business Transfers is subject to fulfilment of certain conditions precedent including, *inter alia*, receipt of requisite statutory approvals and receipt of the approval of shareholders of the Company by way of special resolution. In addition, the Company will execute separate business transfer agreements (“BTAs”), as well as various supplementary and ancillary agreements, for the Business Transfer of each of the aforementioned undertakings (collectively referred to as “**Undertakings**”) on a slump sale basis as a going concern.

Further, in order to facilitate the aforesaid Business Transfers, a part of the purchase price payable as consideration for each of the aforementioned Business Transfers shall be paid by AVTL simultaneously with the consummation of the transfer of the relevant Undertaking by the Company to AVTL, and the part of the purchase price payable by the AVTL to the Company as consideration for the Business Transfers of the aforementioned Undertakings which is not paid at the time of the said transfer shall be treated as a loan and financial debt payable by AVTL to the Company, which shall be repayable with interest within a specified time frame.

The Audit Committee of the Company has, at its meeting held on September 21, 2021, approved and recommended the Business Transfers to the Board of Directors. Pursuant thereto, the Board of Directors of the Company, at its meeting held on September 21, 2021 has approved the Business Transfers, subject to the approval of the members and other requisite approvals. The Board of Directors has further accorded its approval for the execution of relevant transaction documents for giving effect to the above.

In terms of Section 180(1)(a) of the Companies Act, 2013 (“**Act**”) a company shall not, except with the consent of the members by way of a special resolution, sell, lease, or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company in which the investment of the Company, exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or 20% of the total income of the company during the previous financial year.

Since the proposed Transaction involves transfer/sale of the Undertakings as mentioned above and the net worth of Undertakings exceeds 20% of the net worth of the Company as per the last audited balance sheet and also income of Undertakings exceeds 20% of the total income of the Company during the previous financial year, approval of the shareholders of the Company is sought under Section 180(1)(a) of the Companies Act, 2013 for the transactions mentioned under resolution Nos. 6 to 9.

Further, while the aforementioned Business Transfers would constitute related party transactions as per the Companies Act, 2013 (“**Act**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR**”), in light of the exemptions set out under section 188 of the Act and regulation 23 of LODR for transactions between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval, the approval of the shareholders of Company is not required under section 188 of the Act and regulation 23 of LODR for undertaking aforementioned the Business Transfers.

The Board is of the opinion that the resolutions as set out in item Nos. 6 to 9 of this Notice are in the best interest of the Company and hence, the recommends passing of the resolutions for approval of the members by way of Special resolutions.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution except to the extent of their respective shareholding, if any, in the Company.

**By order of the Board of Directors**

Sd/-

**Monica T. Gandhi**  
Company Secretary

Place: Mumbai

Dated: September 21, 2021