



## AEGIS LOGISTICS LIMITED

Corporate Office: 1202, Tower B, Peninsula Business Park, G. K. Marg, Lower Parel (W), Mumbai - 400 013, India.  
Tel.: +91 22 6666 3666 ♦ Fax: +91 22 6666 3777 ♦ Email: aegis@aegisindia.com ♦ Website: www.aegisindia.com

August 01, 2014

The Secretary,  
Market Operations Department,  
The Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
MUMBAI – 400 023.

Capital Market Operations  
The National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Fl., Plot No.C/1,  
G Block, Bandra-Kurla Complex,  
Bandra (E),  
MUMBAI – 400 051.

Dear Sir,

**Sub: Proceedings of Annual General Meeting held on 31<sup>st</sup> July, 2014 pursuant to clause 31 of the Listing Agreement**

The 57<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company was held on Thursday, 31<sup>st</sup> July, 2014, at Fortune Park Galaxy, National Highway No. 8, G.I.D.C., Vapi - 396 195, Gujarat.

Mr. Kapoorchand Chandaria chaired the proceedings of the meeting.

Total 31 members (including authorized representatives) attended the meeting as per the records of attendance. As necessary quorum was present, the Chairman called meeting to order.

The Chairman gave a Chairman Speech giving an overview of the financial performance of the Company for the financial year ended March 31, 2014 and future outlook. The printed copy of the Chairman's statement was also distributed to the members attending the meeting.

The Chairman announced that there were no qualifications, observations or comments on financial transactions or matters, which have adverse effect on the functioning of the Company mentioned in the auditors' report on the financial accounts for the year ended 31<sup>st</sup> March, 2014

The Chairman informed the Members that pursuant to the provisions of section 108 of Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the members of the Company in respect of business to be transacted at the Annual General Meeting. The e-voting commenced at 9.00 a.m. on 25th July, 2014 and ended at 6.00 p.m. IST on 27th July, 2014. The Company had received scrutinizers report dated 29<sup>th</sup> July, 2014 on e-voting results.

The Chairman commenced the meeting and informed the Members that the Company has arranged for a poll on all 10 resolutions to be passed at the meeting . Thereafter all the 10 resolutions were proposed and seconded.

Thereafter the Chairman ordered for a poll to be taken at the meeting and appointed Mr. Prasen Naithani, Practicing Company Secretary as the scrutinizer for the poll process and requested for an orderly conduct of the voting in a fair and transparent manner. The Chairman announced that the combined result of e-voting and the poll will be communicated to Bombay Stock exchange Limited and National Stock Exchange of India Limited and will be simultaneously uploaded on the website of the Company within 48 hours of the meeting.

The Company has also received Scrutinisers report on poll dated 31<sup>st</sup> July, 2014. On the combined result of e-voting and poll, all the resolutions put up for voting at the AM were passed with requisite majority. The resolutions briefly related to:

**Adoption of Accounts (Ordinary Resolution):**

Adopted Audited Balance Sheet as at 31<sup>st</sup> March, 2014, Profit and Loss Account for the year ended on that date and Cash Flow Statement together with Directors & Auditors Report thereon;

**Declaration of Final Dividend on Equity Shares (Ordinary Resolution):**

The Final Dividend at the rate of 27.5% i.e. Rs.2.75 per Equity Share of Rs.10/- each for the year ended 31<sup>st</sup> March, 2014 was declared;

**Re-appointment of Directors (Retiring by rotation) (Ordinary Resolution):**

Mr. Anil M. Chandaria, Director who retired by rotation and being eligible for re-appointment, was re-appointed as Director of the Company;

**Re-appointment of Statutory Auditors (Ordinary Resolution):**

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, having Firm Registration No.117366W/ W-100018 were re-appointed as Statutory Auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the third consecutive AGM of the Company and at remuneration to be determined by Audit Committee and finalised by Board of Directors.

**Appointment of Mr. Dineshchandra J. Khimasia as an Independent Director (Ordinary Resolution):**

Mr. Dineshchandra J. Khimasia was appointed as an Independent Director of the Company for a term of 5 consecutive years upto 31<sup>st</sup> March, 2019.

**Appointment of Mr. Rajnikant J. Karavadia as an Independent Director (Ordinary Resolution):**

Mr. Rajnikant J. Karavadia was appointed as an Independent Director of the Company for a term of 5 consecutive years upto 31<sup>st</sup> March, 2019.

**Appointment of Mr. Kanwaljit S. Nagpal as an Independent Director (Ordinary Resolution):**

Mr. Kanwaljit S. Nagpal was appointed as an Independent Director of the Company for a term of 5 consecutive years upto 31<sup>st</sup> March, 2019.

**Appointment of Mr. Rahul Asthana as an Independent Director (Ordinary Resolution):**

Mr. Rahul Asthana was appointed as an Independent Director of the Company for a term of 5 consecutive years upto 28<sup>th</sup> May, 2019.

**Borrowing Limits in excess of the limits given under Section 180(1)(c) of the Companies Act, 2013 (Special Resolution):**

Consent was accorded to the Board of Directors of the Company to borrow an amount not exceeding Rs.1,000 crores.

**Mortgaging and / or charging the Assets of the Company in connection with the borrowing limits fixed under Section 180(1)(a) of the Companies Act, 2013 (Special Resolution):**

Consent was accorded to the Board of Directors of the Company to mortgage and/or charge the Assets of the Company pursuant to section 180(1)(a) upto the limit approved under Section 180(1)(c) of the Companies Act, 2013.

**The Voting results of the Company as per Clause 35A of the Listing Agreement is being simultaneously submitted.**

Kindly take the same on record.

Thanking you.

Yours faithfully,  
For AEGIS LOGISTICS LTD.



MONICA GANDHI  
COMPANY SECRETARY & CHIEF MANAGER - LEGAL

Encl : As above



## AEGIS LOGISTICS LIMITED

Corporate Office: 1202, Tower B, Peninsula Business Park, G. K. Marg, Lower Parel (W), Mumbai - 400 013, India.  
Tel.: +91 22 6666 3666 ♦ Fax: +91 22 6666 3777 ♦ Email: [acgis@acgisindia.com](mailto:acgis@acgisindia.com) ♦ Website: [www.aegisindia.com](http://www.aegisindia.com)

Date: 1<sup>st</sup> August, 2014

To,  
The Secretary,  
Market Operations Department,  
The Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 023.

Capital Market Operations  
The National Stock Exchange of India Ltd.  
Exchange Plaza, 5th Fl., Plot No.C/1,  
G Block, Bandra-Kurla Complex,  
Bandra (E),  
Mumbai – 400 051.

**Re.: Clause 35A of the Listing Agreement – Voting Results**

Voting results of the business transacted at the Annual General Meeting held on 31<sup>st</sup> July, 2014 in accordance with the Clause 35A of the Listing Agreement is as under:

Sr.No.	Description	Particulars		
A	Date of the AGM	31 <sup>st</sup> July, 2014		
B	Book Closure Date E-voting record Date	19 <sup>th</sup> July, 2014 to 31 <sup>st</sup> July, 2014 13 <sup>th</sup> June, 2014		
C	Total No. of Shareholders on record Date	23,521		
D	No. of Shareholders present in the meeting either in person or through proxy			
	<b>Shareholders</b>	<b>In Person</b>	<b>Proxy</b>	<b>Total</b>
	Promoters and Group	3	-	3
	Public	28	-	28
	Total	31	-	31
E	No. of Shareholders attended the meeting through Video Conferencing	<b>Not Applicable</b>		
	<b>Shareholders</b>	<b>In Person</b>	<b>Proxy</b>	<b>Total</b>
	Promoters and Group			
	Public			
	Total			

The Annual General Meeting of the Members of the Company was held on Thursday, 31<sup>st</sup> July, 2014 at 11.30 a.m. at Fortune Park Galaxy, National Highway No.8, G.I.D.C., Vapi - 396 195. The mode of voting was by way of E-voting and poll.

Request you to kindly take the same on record.

Thanking you.

Yours faithfully,  
For AEGIS LOGISTICS LTD.

A handwritten signature in blue ink, appearing to read "Monica Gandhi".

MONICA GANDHI  
COMPANY SECRETARY & CHIEF MANAGER - LEGAL

Encl : As above

AEGIS LOGISTICS LTD (CIN : L63090GJ1956PLC001032)							
Clause 35A (Physical and e-Voting) A.G.M. Held on 31/07/2014							
Resolution 1							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	20920360	20920360	100.00	20920360	0	100.00	0.00
Public – Institutional holders	4803243	768925	16.01	768925	0	100.00	0.00
Public-Others	7676397	167174	2.18	167174	0	100.00	0.00
<b>Total</b>	<b>33400000</b>	<b>21856459</b>	<b>65.44</b>	<b>21856459</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

AEGIS LOGISTICS LTD (CIN : L63090GJ1956PLC001032)							
Clause 35A (Physical and e-Voting) A.G.M. Held on 31/07/2014							
Resolution 2							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	20920360	20920360	100.00	20920360	0	100.00	0.00
Public – Institutional holders	4803243	975951	20.32	975951	0	100.00	0.00
Public-Others	7676397	167174	2.18	167174	0	100.00	0.00
<b>Total</b>	<b>33400000</b>	<b>22063485</b>	<b>66.06</b>	<b>22063485</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

AEGIS LOGISTICS LTD (CIN : L63090GJ1956PLC001032)							
Clause 35A (Physical and e-Voting) A.G.M. Held on 31/07/2014							
Resolution 3							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	20920360	20920360	100.00	20920360	0	100.00	0.00
Public – Institutional holders	4803243	975951	20.32	207026	768925	21.21	78.79
Public-Others	7676397	167174	2.18	167155	19	99.99	0.01
<b>Total</b>	<b>33400000</b>	<b>22063485</b>	<b>66.06</b>	<b>21294541</b>	<b>768944</b>	<b>96.51</b>	<b>3.49</b>

AEGIS LOGISTICS LTD (CIN : L63090GJ1956PLC001032)							
Clause 35A (Physical and e-Voting) A.G.M. Held on 31/07/2014							
Resolution 4							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	20920360	20920360	100.00	20920360	0	100.00	0.00
Public – Institutional holders	4803243	975951	20.32	0	975951	0.00	100.00
Public-Others	7676397	167174	2.18	167155	19	99.99	0.01
<b>Total</b>	<b>33400000</b>	<b>22063485</b>	<b>66.06</b>	<b>21087515</b>	<b>975970</b>	<b>95.58</b>	<b>4.42</b>

AEGIS LOGISTICS LTD (CIN : L63090GJ1956PLC001032)							
Clause 35A (Physical and e-Voting) A.G.M. Held on 31/07/2014							
Resolution 5							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	20920360	20920360	100.00	20920360	0	100.00	0.00
Public – Institutional holders	4803243	975951	20.32	768925	207026	78.79	21.21
Public-Others	7676397	167174	2.18	167070	104	99.94	0.06
<b>Total</b>	<b>33400000</b>	<b>22063485</b>	<b>66.06</b>	<b>21856355</b>	<b>207130</b>	<b>99.06</b>	<b>0.94</b>

AEGIS LOGISTICS LTD (CIN : L63090GJ1956PLC001032)							
Clause 35A (Physical and e-Voting) A.G.M. Held on 31/07/2014							
Resolution 6							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	20920360	20920360	100.00	20920360	0	100.00	0.00
Public – Institutional holders	4803243	975951	20.32	768925	207026	78.79	21.21
Public-Others	7676397	167174	2.18	167070	104	99.94	0.06
<b>Total</b>	<b>33400000</b>	<b>22063485</b>	<b>66.06</b>	<b>21856355</b>	<b>207130</b>	<b>99.06</b>	<b>0.94</b>

AEGIS LOGISTICS LTD (CIN : L63090GJ1956PLC001032)							
Clause 35A (Physical and e-Voting) A.G.M. Held on 31/07/2014							
Resolution 7							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	20920360	20920360	100.00	20920360	0	100.00	0.00
Public – Institutional holders	4803243	975951	20.32	768925	207026	78.79	21.21
Public-Others	7676397	167174	2.18	167070	104	99.94	0.06
<b>Total</b>	<b>33400000</b>	<b>22063485</b>	<b>66.06</b>	<b>21856355</b>	<b>207130</b>	<b>99.06</b>	<b>0.94</b>

AEGIS LOGISTICS LTD (CIN : L63090GJ1956PLC001032)							
Clause 35A (Physical and e-Voting) A.G.M. Held on 31/07/2014							
Resolution 8							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	20920360	20920360	100.00	20920360	0	100.00	0.00
Public – Institutional holders	4803243	975951	20.32	975951	0	100.00	0.00
Public-Others	7676397	167174	2.18	167155	19	99.99	0.01
<b>Total</b>	<b>33400000</b>	<b>22063485</b>	<b>66.06</b>	<b>22063466</b>	<b>19</b>	<b>100.00</b>	<b>0.00</b>

AEGIS LOGISTICS LTD (CIN : L63090GJ1956PLC001032)							
Clause 35A (Physical and e-Voting) A.G.M. Held on 31/07/2014							
Resolution 9							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	20920360	20920360	100.00	20920360	0	100.00	0.00
Public – Institutional holders	4803243	975951	20.32	975951	0	100.00	0.00
Public-Others	7676397	167174	2.18	167070	104	99.94	0.06
<b>Total</b>	<b>33400000</b>	<b>22063485</b>	<b>66.06</b>	<b>22063381</b>	<b>104</b>	<b>100.00</b>	<b>0.00</b>



**AEGIS LOGISTICS LTD (CIN : L63090GJ1956PLC001032)**

Clause 35A (Physical and e-Voting) A.G.M. Held on 31/07/2014

**Resolution 10**

<b>Promoter/Public</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	20920360	20920360	100.00	20920360	0	100.00	0.00
Public – Institutional holders	4803243	975951	20.32	975951	0	100.00	0.00
Public-Others	7676397	167174	2.18	167070	104	99.94	0.06
<b>Total</b>	<b>33400000</b>	<b>22063485</b>	<b>66.06</b>	<b>22063381</b>	<b>104</b>	<b>100.00</b>	<b>0.00</b>



# **P. NAITHANI & ASSOCIATES**

**COMPANY SECRETARIES**

601, A Wing, Venus Tower, Above Axis Bank, Veera Desai Road, Andheri (W), Mumbai-400053.  
Tel: 022 2674476 / 64291076; Mob: 98204 00325; email: [cs@careerimpact.in](mailto:cs@careerimpact.in).

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To,  
The Chairman  
**Aegis Logistics Limited**  
502, 5th Floor Skylon Co-op housing Society Ltd  
GIDC, Char Rasta, Vapi-396195  
Dist Valsad,  
Gujarat.

Dear Sir,

**Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of section 108 of the Companies Act, 2013 ("the Act") read with Rules 20 of the Companies (Management and Administration) Rules, 2014.**

1. I, Prasen Naithani, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of the company vide Board resolution dated 29<sup>th</sup> May, 2014 pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to scrutinize the electronic voting process.
2. As required under section 101 and 108 of the Act, Notice dated 29<sup>th</sup> May, 2014, along with Explanatory Statement under Section 102 of the Act were sent to the shareholders in respect of the items of business mentioned therein to be passed at the Annual General Meeting of the company to be held on 31<sup>st</sup> July, 2014.

The Company has availed the e-voting facility offered by National Securities Depository Ltd.(NSDL) for conducting e-voting by shareholders of the company. The voting period commenced on 25<sup>th</sup> July 2014 at 9.00 a.m. and ended on 27<sup>th</sup> July, 2014 at 6.00 p.m and the NSDL e-voting platform was blocked thereafter.

3. I have scrutinized and reviewed the voting through electronic means and votes tendered therein and maintained a register in which necessary entries have been made in accordance with the above rules.

I now submit my Report as under on the result of the voting through electronic means in respect of the following items of business which is as under:



Reso- lution No.	Particulars	In favour of the Resolution			Against the Resolution		
		No. of share- holder s	No. of Shares/e- votes	% of shares/e- votes received	No. of share- holders	No. of shares/ e-votes	% of shares/e- votes received
1	<b>Ordinary Resolution-</b> To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the reports of the Directors and Auditors thereon	27	20880599	100	0	0	0
2	<b>Ordinary Resolution –</b> To declare dividend on Equity Shares	28	21087625	100	0	0	0
3	<b>Ordinary Resolution –</b> To appoint a Director in place of Mr. Anil M. Chandaria (DIN – 00055797), who retires by rotation and being eligible, offers himself for re-appointment	25	20318681	96.35	3	768944	3.65
4	<b>Ordinary Resolution –</b> To re-appoint Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the third consecutive Annual General Meeting.	24	20111655	95.37	4	975970	4.63
5	<b>Ordinary Resolution -</b> Appointment of Mr. Dineshchandra J. Khimasia as an Independent Director	25	20880495	99.02	3	207130	0.98
6	<b>Ordinary Resolution -</b> Appointment of Mr. Rajnikant J. Karavadia as an Independent Director	25	20880495	99.02	3	207130	0.98
7	<b>Ordinary Resolution -</b> Appointment of Mr. Kanwaljit S. Nagpal as an Independent Director	25	20880495	99.02	3	207130	0.98
8	<b>Ordinary Resolution -</b> Appointment of Mr. Rahul Asthana as an	27	21087606	99.99	1	19	0.01

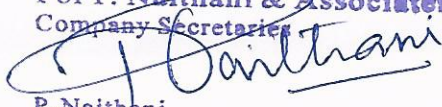


	Independent Director						
9	Special Resolution - Limit for borrowing of funds.	26	21087521	99.99	2	104	0.01
10	Special Resolution - Creation of Charge/ Mortgage on Assets/ Undertakings of the company.	26	21087521	99.99	2	104	0.01

4. The aforesaid results of e-voting for the items of business as set out in Notice dated 29.05.2014 may accordingly be declared by the Chairman.

Thanking you,

Place: Mumbai  
Dated: 29<sup>th</sup> July 2014

For P. Naithani & Associates  
Company Secretaries  
  
P. Naithani  
FCS No. 3830 CP. No. 3389