



# AEGIS LOGISTICS LIMITED

CIN: L63090GJ1956PLC001032

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NOTICE is hereby given that the 65<sup>th</sup> Annual General Meeting ('AGM') of the members of AEGIS LOGISTICS LIMITED ('The Company') will be held on Thursday, August 18, 2022 at 05:00 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, 2022, together with the reports of the Board of Directors and the Auditors thereon.
2. To declare Final Dividend on Equity Shares @ 50% on the face value of Re. 1 each i.e. Rs. 0.50/- per equity share and to confirm 1 (One) Interim Dividend @ 200% i.e. Rs. 2/-per equity share declared and paid during the Financial Year 2021-22.

## 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. Amal R. Chandaria (DIN: 09366079) as a Director.

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

**"RESOLVED THAT** Mr. Amal R. Chandaria (DIN: 09366079), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 27th October, 2021 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act 2013 ("Act"), who is eligible for appointment and has consented to act as a director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or Company Secretary be and is hereby 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: May 27, 2022

## 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. Pursuant to General Circulars nos. 14/2020 dated April 08, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020 and 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021 and Circular No. 21/2021 dated December 14, 2021 (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. 02/2022 dated May 05, 2022 and Securities Exchange Board of India ('SEBI') vide Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 have extended the above exemptions till December 31, 2022.

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') MCA Circulars, the AGM of the Company is being held through VC/OAVM on Thursday, August 18, 2022 at 05:00 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 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 13, 2022, the Notice of the AGM alongwith the Annual Report for the financial year 2021-22, 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 65<sup>th</sup> AGM along with Annual Report has been uploaded on the website of the Company at 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. In case of joint holders, the Members whose names appears as the first holder in the order of names as per Register of members of the Company will be entitled to vote at the AGM.
8. 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.

9. 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 Company had complied with all applicable provisions under the Foreign Exchange Management Act ("FEMA") 1999 and rules made thereunder in relation to investments made by the Company 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.

10. Members are requested to note that:

- i) Subject to the provisions of the Act, dividend as recommended by the Board @ 50% i.e. Rs. 0.50 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 Wednesday, July 20, 2022 (Record Date).
- ii) Those Members who have not encashed their dividend warrants for the financial years 2015-16 (Final) to 2021-22 (Interim) 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 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 Registrar & Transfer Agents, M/s. Link Intime India Private Limited (R& T Agents) (in case of the shares held in Physical form) as referred in point No. 14 of the notes of AGM.
- iv) 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 2015-16 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.
- v) 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 2021-22, the Company has transferred 1,33,470 Equity Shares (Previous year – 2,05,331 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.

- vi) 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://aegisindia.com/investor-information/#divident-related-details>.

- vii) 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> along with requisite fee as decided by the Authority from time to time. Post making the online application the shareholder shall send at the Company's Corporate Office the duly signed Form IEPF- 5 along with requisite documents to the Nodal Officer at the Company's Corporate Office for verification of the claim and payment/transfer of the shares by IEPF Authority.
  - viii) 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.
11. 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://aegisindia.com/investor-information/#investor-downloads> 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.
  12. 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 dispatch the dividend warrant/bankers' cheque/demand draft to such Members.
  13. 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 is being sent to the shareholders along with the Notice of Annual General Meeting and Annual Report of the Company at their registered email ids and the same is also uploaded on the Company's website at <http://aegisindia.com/investor-information/#divident-related-details>

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 [kyc@linkintime.co.in](mailto:kyc@linkintime.co.in)

Kindly note that the tax exemption related documents are required to be submitted to the Company / Registrar at email ID [aegisdivtax@linkintime.co.in](mailto:aegisdivtax@linkintime.co.in) with Subject "Tax Exemption related documents" or update the same by visiting the link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before August 02, 2022 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate.

14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc:
  - a. **For shares held in electronic form:** to their Depository Participants (DPs)
  - b. **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent letters to the shareholders for furnishing the required details. Members may also refer to Guidance letter as per SEBI Circular dated 03-11-2021 on the Company's website <http://aegisindia.com/investor-information/#investor-downloads>.

- c. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at <http://aegisindia.com/investor-information/#investor-downloads> and on the website of the Company’s Registrar and Transfer Agents (RTA), M/s. Link Intime India Private Limited at <https://web.linkintime.co.in/KYC-downloads.html> It may be noted that any service request can be processed only after the folio is KYC Compliant.
- d. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.
15. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company’s website [www.aegisindia.com](http://www.aegisindia.com). Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
16. 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.
17. 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.
18. 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 2021-22 is being sent to all the Members whose e-mail addresses are registered with the Company’s RTA/Depository Participants(s) as on Wednesday, July 20, 2022.
- 19. 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 (“LIPL”) 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, August 14, 2022.

End of remote e-voting: Up to 5.00 p.m. IST of Wednesday, August 17, 2022.

During this period Members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e; Thursday, August 11, 2022 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, August 11, 2022 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:

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 **August 10, 2022, 10.00 a.m. to August 13, 2022, 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://aegisindia.com/investor-information/> 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.

**20. 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 i.e; Thursday, August 11, 2022.
2. Members who are not shareholders on the record date i.e; Wednesday, July 20, 2022 or who have not registered their e-mail ID as on record date 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 022-49186000 for e-voting related queries. Any person who is not a Member as on the cut-off date for e-voting i.e; Thursday, 11th August, 2022 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 i.e; Thursday, 11<sup>th</sup> August, 2022 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM electronically.

4. During the 65th AGM, the Chairman shall, after response to the questions raised by the members in advance or as a speaker at the 65th AGM, formally propose to the members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 65th AGM and announce the start of the casting of vote through the e-Voting system. After the members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 65th AGM.
5. 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.
6. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The results will be announced within the time stipulated under the applicable laws i.e; within two workings days of conclusion of the meeting.
7. 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.
8. 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: May 27, 2022

**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 87 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) as amended from time to time, the 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. Mr. Anilkumar Chandaria, aged 87 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 1st September, 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.

Except Mr. Anilkumar Chandaria, Mr. Raj K. Chandaria and Mr. Amal R. Chandaria, who are related to each other, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

**ITEM NO.4:**

The Board of Directors at its meeting held on 27th October, 2021 on recommendation by the Nomination and Remuneration Committee appointed Mr. Amal R. Chandaria as an Additional director of the Company under section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Act, being an Additional Director, Mr. Amal R. Chandaria will hold office up to the date of the ensuing Annual General Meeting (“AGM”) and is eligible to be appointed a Director of the Company. The Company has received notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Amal R. Chandaria for the office of Director.

Mr. Amal R. Chandaria is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

In the opinion of the Board, Mr. Amal R. Chandaria is a person of integrity and possesses relevant subject matter expertise in relevant field. He is currently engaged in consulting in design & art direction as a Creative Director on freelance under his own Spaghetti Studios LLC. Brief resume of Mr. Amal R. Chandaria, nature of his expertise in specific functional areas and names of companies in which he holds directorships are provided in the Annexure -1 and Corporate Governance Report forming part of the Annual Report.

Keeping in view his expertise and knowledge, it will be in the interest of the Company that Mr. Amal R. Chandaria is appointed as a Director on the Board of the Company.

Except for Mr. Amal R. Chandaria, Mr. Raj K. Chandaria and Mr. Anilkumar Chandaria, who are related to each other, none of the Directors and Key Managerial Personnel (KMP) or relatives of directors and KMPs are concerned or interested in the 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 by the shareholders.

**ANNEXURE 1**

**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:**

<b>Name of the Director</b>	<b>Mr. Anilkumar Chandaria</b>	<b>Mr. Amal R. Chandaria</b>
DIN	00055797	09366079
Date of Birth	6 <sup>th</sup> May, 1935	9 <sup>th</sup> June, 1993
Date of Appointment as Director	1 <sup>st</sup> September, 1982	27 <sup>th</sup> October, 2021
Relationship with other Director/Key Managerial Personnel	Uncle of Mr. Raj K. Chandaria	Son of Mr. Raj K. Chandaria
Terms & conditions of appointment/re-appointment	Non-Executive Director, liable to retire by rotation	Non-Executive Director, liable to retire by rotation
Remuneration sought to be paid and remuneration last drawn	Not Applicable	Not Applicable
Experience (including expertise in specific functional area) / Brief Resume	Mr. Anilkumar M. Chandaria, is a Director of the Company since 1982. He has extensive work experience in Management Position for over four decades in Tanzania, Kenya, United Kingdom, Belgium, Thailand and India as well. He brings with him immense experience in the business of the Company.	Mr. Amal Raj Chandaria is currently engaged in consulting in design & art direction as a Creative Director on freelance under his own Spaghetti Studios LLC. He was earlier employed by DoorDash Inc. in San Francisco, CA as a Senior Art Director, where he was mainly responsible for conceptualizing and executing national full-funnel advertising and partnership campaigns. Prior to DoorDash, he was employed by McKinsey & Co. in the area of design consulting.
Qualification	B.Sc. (Economics) from London School of Economics and MBA from Harvard Business School, Cambridge, U.S.A	B.A. International Relations and B.F.A. Graphic Design from Boston University
*Directorship of other Board as on March 31, 2022	Nil	<ul style="list-style-type: none"> <li>➤ Sea Lord Containers Ltd.</li> <li>➤ Hindustan Aegis LPG Ltd.</li> <li>➤ Aegis Vopak Terminals Ltd.</li> <li>➤ Aegis Terminal (Pipavav) Ltd.</li> <li>➤ Aegis Gas (LPG) Pvt. Ltd.</li> <li>➤ Konkan Storage Systems (Kochi) Pvt. Ltd.</li> <li>➤ Eastern India LPG Co. Pvt. Ltd.</li> </ul>
**Chairman/Member of the Committee of the Board of directors of other Companies as on March 31, 2022	<u>Audit Committee</u> Nil <u>Shareholder Grievance Committee</u> Nil	<u>Audit Committee</u> Nil <u>Shareholder Grievance Committee</u> Nil
No. of shares held in the Company	Nil	Nil
Number of Board Meetings attended during the financial year (2021-22)	8	Nil

\* 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.

**By order of the Board of Directors**

Sd/-

**Monica T. Gandhi**  
Company Secretary

Place: Mumbai

Dated: May 27, 2022