



## AEGIS LOGISTICS LIMITED

CIN: L63090GJ1956PLC001032

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**NOTICE** is hereby given that the 66<sup>th</sup> Annual General Meeting ('AGM') of the members of AEGIS LOGISTICS LIMITED ('The Company') will be held on Friday, July 28, 2023 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, 2023, together with the reports of the Board of Directors and the Auditors thereon.
2. To declare Final dividend @125% i.e. Rs. 1.25/- per equity share of the Company having face value of Re. 1 each and to confirm 3 (three) Interim Dividend @150% i.e. Rs. 1.50/-per equity share, 2<sup>nd</sup> Interim Dividend @100% i.e. Rs. 1/-per equity share and 3<sup>rd</sup> Interim dividend @200% i.e. Rs. 2/- per equity share declared and paid on the face value of Re. 1 each during the financial year 2022-23.
3. To appoint a Director in place of Mr. Amal Chandaria (DIN: 09366079), who retires by rotation and being eligible, offers himself for re-appointment.

### Special Business

4. To appoint Mr. Raj Kishore Singh (DIN- 00071024) as an Independent Director of the Company.

**To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Raj Kishore Singh (DIN: 00071024), who was appointed as an Additional Director w.e.f 01<sup>st</sup> June, 2023, designated as an Independent Director, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) years up to May 31, 2028;

**RESOLVED FURTHER THAT** the Board of Directors of the Company and the Company Secretary be and are hereby authorized 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 30, 2023

## 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 Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars') permits 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.

Further, Securities and Exchange Board of India (SEBI), vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (SEBI Circulars) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

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 Friday, July 28, 2023 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 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 January 5, 2023, the Notice of the AGM alongwith the Annual Report for the financial year 2022-23, 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 66<sup>th</sup> AGM along with Annual Report has been uploaded on the website of the Company under 'Investor Information' 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. Members desiring inspection of statutory registers during the AGM or who wish to inspect the relevant documents referred to in the Notice, can send their request on email to [secretarial@aegisindia.com](mailto:secretarial@aegisindia.com) 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 @ 125% i.e. Rs. 1.25 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, June 30, 2023 (Record Date).
  - ii) Those Members who have not encashed their dividend warrants for the financial years 2016-17 (Interim) to 2022-23 (3<sup>rd</sup> 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 2016-17 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 2022-23, the Company has transferred 9,87,770 Equity Shares (Previous year – 1,33,470 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 immediately send at the Company's Corporate Office, the duly signed Form IEPF- 5 along with requisite documents for verification of the claim.
- 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, 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 July 12, 2023 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:
- For shares held in electronic form:** to their Depository Participants (DPs)
  - For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 . The Company has sent letters to the shareholders for furnishing the required details. Members may also refer SEBI Circular dated 16-03-2023 along with relevant annexures and forms on the Company's website <http://aegisindia.com/investor-information/#investor-downloads>.
  - Members holding shares in physical form are advised to update their KYC details and Nomination details as mandated under SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023, to avoid freezing of their folios on or after October 1, 2023, with RTA.
  - 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/ISR-5, 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.

- e. 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. 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.
17. 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 2022-23 is being sent to all the Members whose e-mail addresses are registered with the Company's RTA/Depository Participants(s) as on Friday, June 30, 2023.
- 18. Norms for furnishing of PAN, KYC, Bank details and Nomination:**

Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/ CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/ MIRSD/MIRSD RTAMB /P/CIR/2021/655 and SEBI/HO/MIRSD/ MIRSD RTAMB/ P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, shall be frozen by the RTA. Also, linking PAN with Aadhaar by June 30, 2023 or such other date as may be specified by the CBDT is mandatory.

The securities in the frozen folios shall be eligible:

- To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circular are available on our website <https://aegisindia.com/investor-information/#investor-downloads>. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The Company has dispatched a letter to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.

**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 Monday, July 24, 2023.

End of remote e-voting: Up to 5.00 p.m. IST of Thursday, July 27, 2023.

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. Friday, July 21, 2023 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. Friday, July 21, 2023 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:

Login type	Helpdesk details
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.: 022 - 4886 7000 and 022 - 2499 7000
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 1800 22 55 33.

**(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.
- Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID;
- Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**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.
- Shareholders holding shares in NSDL demat account, shall provide ‘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> & click in "login".

➤ 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 **July 20, 2023, 10.00 a.m. to July 23, 2023, 6.00 p.m.** Further, speaker shareholders are requested to send their questions in advance before the AGM for any further information on accounts to enable the Company to answer their question satisfactorily during the AGM.
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; Friday, July 21, 2023.
2. Members who are not shareholders on the record date i.e; Friday, June 30, 2023 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; Friday, July 21, 2023 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; Friday, July 21, 2023 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM electronically.
4. During the 66th AGM, the Chairman shall, after response to the questions raised by the speaker members, formally propose to the members participating through VC/ OAVM Facility to vote on the resolutions as set out in the Notice of the 66th 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 66th 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 the 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 30, 2023

**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:**

Mr. Raj Kishore Singh, Director of the Company fulfilled the criteria of independence prescribed under the section 149 of the Companies Act, 2013 (the "Act"). However, as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), if any relative of an individual is employed with the company or its subsidiary or its associate, such individual cannot be appointed as an independent director of that Company. As one of the relatives of Mr. Raj Kishore Singh is an employee of the subsidiary company, Mr. Raj Kishore Singh was acting as non-independent director of the Company.

With the amendment in SEBI Listing Regulations w.e.f. January 1, 2022, an individual can be appointed as an Independent Director subject to the condition that his relative employed with the Company or its subsidiary or its associate is not a key management personnel. None of the relatives of Mr. Raj Kishore Singh is a key management personnel in the Company or its subsidiary or its associate.

Accordingly, Mr. Raj Kishore Singh meets the requirements of Listing Regulations for his appointment as an independent director of the Company. Further, apart from receiving the sitting fees for attending the Board meetings of the Company, Mr. Raj Kishore Singh did not have any material pecuniary relationship with the Company, its holding, subsidiary or associate company, or their promoters, or directors as per the requirements of the Listing Regulations.

In view of the above, the Nomination and Remuneration Committee, at its meeting held on May 30, 2023, considered and recommended the appointment of Mr. Raj Kishore Singh as an Independent Director of the Company. Upon such recommendation, the Board of Directors approved the appointment of Mr. Raj Kishore Singh as an Additional Director, designated as an Independent Director of the Company, with effect from June 1, 2023 pursuant to the provisions of the Act read with the Articles of Association of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and applicable provisions of the Listing Regulations, appointment of Independent Directors requires approval of members of the Company by way of special resolution. Mr. Raj Kishore Singh is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Mr. Raj Kishore Singh that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations. The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Raj Kishore Singh for the office of a Director of the Company.

Disclosure of brief resume, qualifications, skills and expertise and other details as prescribed under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice of Annual General Meeting.

In the opinion of the Board, Mr. Raj Kishore Singh fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Raj Kishore Singh is independent of the management and possesses appropriate skills, experience and knowledge to be appointed as an Independent Director in the opinion of the Board of Directors and also that his appointment is in the interest of the Company.

A copy of the draft letter for appointment of Mr. Raj Kishore Singh setting out the terms and conditions of appointment and other relevant documents shall be available for inspection as per the instructions provided in the Notes of this Notice.

The Board recommends the Special resolution set out at Item No. 4 of the Notice for approval by the members.

Except Mr. Raj Kishore Singh, being appointee, 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. 4 of the accompanying Notice.

**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>Particulars</b>	<b>Mr. Amal R. Chandaria</b>	<b>Mr. Raj Kishore Singh</b>
DIN	09366079	00071024
Date of Birth	9 <sup>th</sup> June, 1993	17 <sup>th</sup> September, 1953
Date of Appointment as Director	27 <sup>th</sup> October, 2021	1 <sup>st</sup> June, 2023
Relationship with other Director/Key Managerial Personnel	Son of Mr. Raj K. Chandaria	Not applicable
Terms & conditions of appointment/re-appointment	Non-Executive Director liable to retire by rotation	As mentioned in the resolution and Explanatory Statement
Remuneration sought to be paid and remuneration last drawn	Not Applicable	Not applicable
Experience (including expertise in specific functional area) / Brief Resume	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.	Mr. Raj Kishore Singh, aged 70 years, is qualified as Bachelor of Technology (Honours), Mechanical Engineering, Banaras Hindu University, India. He has occupied Board Level position of Chairman & 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. He has spearheaded upstream forays in Oil blocks in Brazil, Gas finds in Mozambique, Shale gas in Australia and E&P activities on Indian and foreign soils. Presently he is providing consultancy & advisory services in India and Globally to companies operating/investing in the Oil & Gas Sector.
Qualification	B.A. International Relations and B.F.A. Graphic Design from Boston University	Bachelor of Technology (Honours), Mechanical Engineering, Banaras Hindu University, India.
*Directorship of other Board as on March 31, 2023	<ul style="list-style-type: none"> <li>➤ Sea Lord Containers Ltd.</li> <li>➤ Aegis Terminal (Pipavav) Ltd.</li> <li>➤ Aegis Gas (LPG) Pvt. Ltd.</li> <li>➤ Eastern India LPG Co. Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>➤ Tema India Limited</li> <li>➤ Gandhar Oil Refinery (India) Limited</li> </ul>
**Chairman/Member of the Committee of the Board of directors of other Companies as on March 31, 2023	<u>Audit Committee</u> Nil  <u>Shareholder Relationship Committee</u> Nil	<u>Audit Committee</u> <ul style="list-style-type: none"> <li>➤ Tema India Limited – Chairman</li> <li>➤ Gandhar Oil Refinery (India) Limited - Member</li> </ul>

		<u>Shareholder Grievance Committee</u> Gandhar Oil Refinery (India) Limited - Member
No. of shares held in the Company	Nil	Nil
Number of Board Meetings attended during the financial year (2022-23)	6	6

\* 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 30, 2023