

CIN: L63090GJ1956PLC001032

Regd. Office: 502 Skylon, G.I.D.C., Char Rasta, Vapi 396 195, Dist. Valsad, Gujarat
Corp. Office: 1202, Tower B, Peninsula Business Park, G. K. Marg, Lower Parel (W), Mumbai – 400013
◆ Tel.:+91 22 6666 3666 ◆ Fax: +91 22 6666 3777 ◆ E-mail: aegis@aegisindia.com ◆ Website: www.aegisindia.com

NOTICE is hereby given that the 68th Annual General Meeting ('AGM') of the members of AEGIS LOGISTICS LIMITED ('The Company') will be held on Thursday, August 14, 2025 at 3:00 pm (IST) through Video Conference ('VC')/ Other Audio-Visual Means ('OAVM') facility, to transact the following business.

Ordinary Business

- To consider and adopt the Audited Financial Statements of the Company (Standalone and Consolidated)
 for the financial year ended March 31, 2025, together with the reports of the Board of Directors and
 the Auditors thereon.
- 2. To declare Final dividend @ 600% i.e. Rs. 6.00/- per equity share of the Company having face value of Rs. 1 each and to confirm 1 (one) Interim Dividend @ 150 % of Rs. 1.25/-per equity share declared and paid on the face value of Rs. 1 each during FY 2024-25.
- 3. To appoint a Director in place of Mr. Rahul Asthana (DIN: 00234247), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

4. Re-appointment of Ms. Tasneem Ahmed Ali (DIN: 03464356) 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 pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder or any other law for the time being in force (including any statutory modification(s) or amendment(s) thereto or re-enactments thereof), applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 amended from time to time, Ms. Tasneem Ahmed Ali (DIN: 03464356) who has been appointed to hold office as an Independent Director for the first term of 5 (five) years up to January 27, 2026 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. January 28, 2026 to January 27, 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To approve the appointment of M/s Naithani & Shetty Associates as Secretarial Auditor of the Company for the first term of five years.

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of

India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s. Naithani & Shetty Associates, Company Secretaries (Firm Registration No. P2025MH103800); (Peer reviewed certificate no. 6548/2025) as the Secretarial Auditor of the Company for a period of five (5) years, i.e., from FY 2025-26 to FY 2029-30, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution."

6. To approve the material related party transaction(s) proposed to be entered into by the Company

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier arrangements / transactions or, subject to the approval of the Audit Committee and Board, as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) by the Company with Aegis Vopak Terminals Limited ("AVTL"), its associate Company and/or wholly owned subsidiary(ies) of AVTL, for a period of three years commencing from FY 2025-26 to FY 2027-28, individually and/or in the aggregate upto Rs. 5000 crores, as per the details set out in the explanatory statement annexed to this notice and the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT upon approval by the Board of the relevant transactions, the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard."

To approve the material related party transaction(s) proposed to be entered into by Aegis Gas (LPG) Private Limited ("AGPL"), wholly owned subsidiary of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier arrangements / transactions or, subject to the approval of the Audit Committee and Board as fresh and independent transaction(s) or otherwise(whether individually or series of transaction(s) taken together or otherwise), by Aegis Gas (LPG) Private Limited ("AGPL"), wholly owned subsidiary of the Company with Aegis Vopak Terminals Limited ("AVTL") and/or wholly owned subsidiary(ies) of AVTL for a period of three years commencing from FY 2025-26 to FY 2027-28, individually and/or in the aggregate upto Rs. 5000 Crores, as per the details set out in the explanatory statement annexed to this notice and the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT upon approval by the Board of the relevant transactions, the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard."

8. To approve the material related party transaction(s) proposed to be entered into by Sea Lord Containers Limited ("SCL"), wholly owned subsidiary of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("**Board**"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier arrangements / transactions or, subject to the approval of the Audit Committee and Board, as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), by Sea Lord Containers Limited ("SCL"), wholly owned subsidiary of the Company with Aegis Vopak Terminals Limited ("AVTL") and/or wholly owned subsidiary(ies) of AVTL for a period of three years commencing from FY 2025-26 to FY 2027-28, individually and/or in the aggregate upto Rs. 5000 crores, as per the details set out in the explanatory statement annexed to this notice and the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT upon approval by the Board of the relevant transactions, the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard."

9. To approve the material related party transaction(s) proposed to be entered into by Aegis Group International Pte Limited, Subsidiary Company.

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier arrangements / transactions or, subject to the approval of the Audit Committee and Board, as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), by Aegis Group International Pte Limited, subsidiary Company, for a period of three years commencing from FY 2025-26 to FY 2027-28, individually and/or in the aggregate upto Rs. 5000 crores, with each related party, as per the details set out in the explanatory statement annexed to this notice and the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT upon approval by the Board of the relevant transactions, the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard."

By order of the Board of Directors

Sd/-Sneha Parab Company Secretary

Place: Mumbai Dated: June 19, 2025

NOTES FOR MEMBERS' ATTENTION:

- An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ('the Act'), relating to Special Business as set out in item no. 4 to 9 of this Notice and Secretarial Standard on General Meetings (SS-2), wherever applicable, are annexed hereto.
- 2. Pursuant to provisions of the Act, read with Rules made thereunder and General Circular No. 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs ("MCA") and such other applicable circular issued by MCA (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 SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and such other applicable circular issued by SEBI (collectively referred as "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 and SEBI Circulars, the AGM of the Company is being held through VC/OAVM on Thursday, August 14, 2025 at 3:00 pm (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 authorising their representative to attend and vote on their behalf at the AGM.
- 5. 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.
- 6. In line with the SEBI Circular dated October 3, 2024, the Notice of the AGM alongwith the Annual Report for FY 2024-25, indicating the process and manner of voting through electronic means along with the process to attend the meeting through VC/OAVC is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 68th AGM along with Annual Report has been uploaded on the website of the Company at www.aegisindia.com 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 and www.nseindia.com respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
- 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.
- 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.
- 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.
- 10. 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 prior to the AGM.
- 11. Members are requested to note that:
 - Subject to the provisions of the Act, dividend as recommended by the Board @ 600% i.e. Rs. 6.00 per share (face value of Re.1 each), if declared at the AGM, will be paid within a period of 30 days from the date of declaration, to those members whose name appear on the Registrar of Members as on Friday, July 18, 2025 (Record Date).
 - Those Members who have not encashed their dividend warrants/ demand drafts from FY 2017-18 (Final) to FY 2024-25 (Interim) are requested to return the time barred dividend warrants/ demand drafts or forward their claims to the Company or the Registrar & Share Transfer Agents ('RTA') of the Company along with 'KYC details' (if not updated earlier) and as per SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 and Circular dated June 10,2024 and more particularly described at point no. 13 of 'NOTES FOR MEMBERS' ATTENTION'.
 - iii) Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the rules made thereunder, the dividend for the financial years 2017-18 (Final) which remains unclaimed/ unpaid for a period of 7 years is due for transfer to the Investor Education and Protection Fund constituted by the Central Government in FY 2025-26. The year wise details of transfer of unclaimed dividends are given in the Corporate Governance Report.
 - iv) The Ministry of Corporate Affairs ('MCA') has notified Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), pursuant to which the Members whose dividends remain unpaid/ unclaimed for a consecutive period of seven years, their equity shares would also be transferred to the IEPF Authority. In view of the same, during FY 2024-25, the Company has transferred 69929 Equity Shares (Previous year –4,16,956 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.
 - 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.
 - vi) Kindly note that you can claim the said equity shares/unclaimed dividends from IEPF Authority by filing e-Form IEPF-5, available on the website at https://www.mca.gov.in/content/mca/global/ en/foportal/fologin.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.
- vii) The voting rights on such shares transferred to IEPF Authority shall remain frozen until the rightful owner claims the shares. All the benefits accruing on such shares e.g. Bonus Shares, Split, Consolidation, Fraction shares etc. except right issue shall also be credited to such demat account of the IEPF Authority.

- viii) 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 in terms of securities accruing on such shares viz. bonus shares, split etc. 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. 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 rnt.helpdesk@in.mpms.mufg.com.

Kindly note that the tax exemption related documents are required to be updated by visiting the link https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html on or before July 30, 2025 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate.

13. Norms for furnishing of PAN, KYC, Bank details and Nomination:

Members holding shares in demat form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their DPs only.

Members holding shares in physical form are hereby informed that SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 and Circular dated June 10, 2024 has mandated all holders of physical securities in listed companies to furnish PAN, Choice of Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature ('KYC details') for their corresponding folio numbers (Email ID is optional). Thus Members, who hold shares in physical form and whose folios are not updated with any of the KYC details, shall be eligible to get dividend only in electronic mode with effect from April 1, 2024 upon furnishing the relevant required documents viz. Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 to the Company/Registrar and Transfer Agent. The formats for updation of KYC details and Nomination are available on Registrar & Transfer Agent's ('MUFG Intime India Pvt. Ltd.') website at https://web.in.mpms.mufg.com/KYC-downloads.html.

Accordingly, payment of final dividend, subject to approval by the Members in the AGM, shall be paid to physical holders only after the above details are updated in their folios.

The relevant Circular dated May 7, 2024 and June 10,2024 is available Company's website at http://aegisindia.com/investor-information/#investor-downloads.

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 dematerialised form only (Gazette Notification no. SEBI/LAD-NRO/GN/2022/66dated dated January 24, 2022) 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. MUFG Intime India Private Limited at https://web.in.mpms.mufg.com/client-downloads.html. The RTA shall verify and process the service requests and thereafter will issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant. It may be noted that any service request can be processed only after the folio is KYC Compliant.

- 14. 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 and on Registrar & Transfer Agent's (MUFG Intime India Pvt. Ltd.) website at https://web.in.mpms.mufg.com/KYC-downloads.html. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialised form and to RTA in case the shares are held in physical form.
- 15. 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.
- 16. 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 2024-25 is being sent to all the Members whose e-mail addresses are registered with the Company's RTA/Depository Participants(s) as on Friday, July 18, 2025.

17. 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/ MUFG Intime India Pvt. Ltd. ("MUFG InTime") system as per the instructions provided separately to this notice as Annexure 3.
- (ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- (iii) 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.
- (iv) 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.
- (v) 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 10, 2025. : Up to 5.00 p.m. IST of Wednesday, August 13, 2025. End of remote e-voting

During this period Members' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Thursday, August 7, 2025 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 7, 2025 may refer the remote e-voting instructions given below to obtain the login ID and password.

- B. INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO ATTEND AND TO VOTE THROUGH INSTAMEET ARE PROVIDED SEPARATELY TO THIS NOTICE AS ANNEXURE 4.
- C. INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO REGISTER THEMSELVES AS SPEAKERS AND SPEAK DURING ANNUAL GENERAL MEETING THROUGH INSTAMEET:
 - Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request from their registered email id mentioning their name, demat account number/folio number, email id, mobile number at speaker@aegisindia.com from August 7, 2025, 10.00 a.m. to August 9, 2025, 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://aeqisindia.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. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
 - Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
 - The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 - Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

18. General Guidelines for Shareholders:

- 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 7, 2025.
- 2. Members who are not shareholders on the record date i.e. Friday, July 18, 2025 or who have not registered their e-mail ID as on record date are requested to approach MUFG Intime India Private Limited at their e-mail ID enotices@in.mpms.mufg.com or calling on 022 – 4918 6000 for e-voting related queries. Any person who is not a member as on the cut-off date for e-voting i.e. Thursday, August 7, 2025 should treat this Notice for information purposes only.
- 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, August 7, 2025, only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM electronically.
- 4. During the 68th 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 68th 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 68th AGM.
- The Company has appointed Mr. Prasen Naithani, Practicing Company Secretary (Membership No. 3830) as the Scrutiniser to scrutinise the voting and remote e-voting process for the AGM in a fair and transparent manner.

- 6. The Scrutiniser 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.
- 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 and on the website of MUFG InTime immediately after the declaration of results by the Chairman or a person authorised 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.
- 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/-Sneha Parab Company Secretary

Place: Mumbai Dated: June 19, 2025

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:

Re-appointment of Ms. Tasneem Ahmed Ali (DIN: 03464356) as an Independent Director of the Company

Ms. Tasneem Ahmed Ali (DIN: 03464356) was appointed as Independent Director on the Board of the Company from January 28, 2021 to January 27, 2026 pursuant to the provisions of Section 149 of the Act read with the rules made thereunder and the applicable provisions with respect to the Companies listed with the Stock exchanges. The Nomination and Remuneration Committee, on the basis of the report of performance evaluation of Independent Directors, has recommended the reappointment of Ms. Tasneem Ahmed Ali for a second term of 5(five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Director and as per the recommendation of the Nomination and Remuneration Committee, considers that, given Ms. Tasneem Ahmed Ali's background, experience and contributions made by her during her tenure, the continued association of her would be beneficial to the Company. Accordingly, it is proposed to re-appoint Ms. Tasneem Ahmed Ali for a second term of five years from January 28, 2026 to January 27, 2031.

Ms. Tasneem Ahmed Ali is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act nor she has been debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (SEBI) or any such authority. The Company has received declarations from Ms. Tasneem Ahmed Ali that she meets with the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act and under SEBI LODR. In the opinion of the Board, Ms. Tasneem Ahmed Ali fulfills the conditions for reappointment as Independent Director.

Brief resume of Ms. Tasneem Ahmed Ali, nature of her expertise in specific functional areas and names of Companies in which she holds directorships and memberships is separately being provided in the Explanatory Statement under the heading 'Additional Information of Directors being appointed/reappointed as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India' annexed as **Annexure-1** to this Notice.

A copy of the draft letter for re-appointment of Ms. Tasneem Ahmed Ali as an Independent Director setting out the terms and conditions is available for electronic inspection by the members. Members are requested to write to the Company on secretarial@aegisindia.com for such inspection prior to the Annual General Meeting.

Except Ms. Tasneem Ahmed Ali, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolution at Item No.4 of the accompanying notice. The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 5:

To approve the appointment of M/s Naithani & Shetty Associates as Secretarial Auditor of the Company for the first term of five years.

SEBI vide its notification dated December 12, 2024 amended regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the SEBI Listing Regulations).

Pursuant to the amended regulation 24A of the SEBI Listing Regulations, w.e.f. 1 April 2025, every Listed Company based on the recommendation of the Board of Directors shall appoint or re-appoint, with the approval of its shareholders in its Annual General Meeting:

- i) An Individual as Secretarial Auditor for not more than one term of five consecutive years; or
- ii) Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors in its meeting held on June 19, 2025 has approved the appointment of M/s. Naithani & Shetty Associates, (Firm registration No. P2025MH103800); (Peer reviewed certificate no. 6548/2025) Company Secretaries, as the Secretarial Auditors of the Company for a period of five years, commencing from April 1, 2025, until March 31, 2030. The appointment is subject to shareholders' approval at the Annual General Meeting.

M/s. Naithani & Shetty Associates has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of M/s. Naithani & Shetty Associates as the Secretarial Auditors of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for approval of the members.

Proposed fees payable to the Secretarial auditor for FY 2025-26	The proposed fees payable to the Secretarial Auditor for the Secretarial Audit would be Rs. 2,00,000/- per annum (excluding taxes).
Terms of appointment	The Secretarial Auditor would be appointed for period of 5 consecutive years commencing from FY 2025-26 till FY 2029-30.
Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial auditor proposed to be appointed	
Brief Profile of Secretarial Auditor	M/s Naithani & Shetty Associates is a distinguished partnership firm of qualified Company Secretaries, registered with the Institute of Company Secretaries of India (ICSI). They specialise in providing end-to-end Secretarial, Corporate Compliance, and Advisory Services under Corporate Laws, SEBI Regulations, and FEMA to companies across various sectors. Backed by deep domain expertise and decades of practical experience, they assist businesses—ranging from emerging startups to top-listed entities—in seamlessly navigating the legal and regulatory landscape of India. Their goal is to serve as a trusted partner, delivering strategic and compliant solutions tailored to business needs. The Partners, in their individual capacities, cater to a wide spectrum of clients—including Top 1000 listed companies, unlisted public, and private enterprises—providing tailored legal and secretarial support to businesses at every stage of growth

ITEM NO. 6, 7, 8 and 9:

In terms of the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), related party transactions, if material, require the prior approval of shareholders through an ordinary resolution. A transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company and specific subsidiaries of the Company proposes to enter into certain related party transaction(s) as mentioned in item 6 to 9 of the said notice for a period of three years commencing from FY 2025-26 to FY 2027-28, on mutually agreed terms and conditions, and at the aggregate of such transaction amount as mentioned in the resolutions. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for the respective arrangements / transactions proposed to be undertaken by the Company, Aegis Gas (LPG) Private Limited ("AGPL"), Sea Lord Containers Limited ("SCL") its wholly owned subsidiary companies and Aegis Group International Pte Limited ("AGI"), Subsidiary Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on June 19, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Master Circular SEBI/ HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is provided as Annexure -2.

The Board of Directors recommends the Ordinary Resolutions, as set out in Item No.6 to 9 of this Notice, for approval of the Members of the Company.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote on the Ordinary Resolutions set forth at Item No. 6 to 9 of the Notice, whether the entity is a Related Party to the particular transaction(s) or not.

None of the Directors and key managerial personnel or their relatives is directly or indirectly concerned or interested, financially or otherwise, in the proposed resolutions, except to the extent of their directorship and shareholding, if any, in the Companies involved in the transactions.

By order of the Board of Directors

Sd/-Sneha Parab Company Secretary

Place: Mumbai Dated: June 19, 2025

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:

Particulars	Mr. Rahul Durgaprasad Asthana	Ms. Tasneem Ahmed Ali
DIN	00234247	03464356
Date of Birth	February 18, 1953	January 25, 1973
Date of Appointment as May 29, 2024 Director		January 28, 2021
Relationship with other Director/Key Managerial Personnel	Not applicable	Not applicable
Terms & conditions of appointment/re-appointment	Non-Executive Director, liable to retire by rotation	As per the resolution in Item no. 4 of the Notice of AGM, read with the explanatory statement thereto.
Remuneration sought to be paid and remuneration last drawn	Not Applicable	Not applicable
Experience (including expertise in specific functional area) / Brief Resume	Mr. Rahul Durgaprasad Asthana has been associated with the Company as an Independent Director since 2014. He belongs to the Indian Administrative Service and served in the Government of India and Government of Maharashtra for 35 years. He has extensive experience in the management and implementation of Infrastructure projects in the country. As Chairman of MbPT, he was instrumental in bringing about efficiency in port operations and implementation of PPP projects like the Offshore container Terminal. He retired from the IAS in 2013 and now works as an Independent Consultant and Advisor in the Infrastructure space.	Independent Director of our Company. She is based in Mumbai and has over 25 years of experience as a creative professional in the advertising and communication design business, currently serving as Chief Creative Office of Future Brand, a global brand-led strategy and design company. She has worked in Mumbai, Bangalore and Singapore creating enduring brands and impactful campaigns across sectors like FMCG, Fashion, Technology, jewellery, consumer durables, mass transit and aviation including creation
Qualification	B.Tech (Aero. Eng., MBA)	B.E. Production
*Directorship of other Board as on March 31, 2025	 Blue Planet Integrated Waste Solutions Limited Indigrid Limited Indigrid 2 Limited Mahindra Last Mile Mobility Limited Mahindra Integrated Business Solutions Pvt. Ltd. 	 Aegis Gas (LPG) Private Limited Marigold Estates Private Limited H.R. Cornucopia Private Limited
	Solutions Pvt. Ltd. Hindustan Aegis LPG Limited	

Particulars	Mr. Rahul Durgaprasad Asthana	Ms. Tasneem Ahmed Ali
**Chairman/Member of the Committee of the Board of directors of other Companies as on March 31, 2025	 Audit Committee Blue Planet Integrated Waste Solutions Limited Indigrid Limited Indigrid 1 Limited Mahindra Integrated Business Solutions Pvt. Ltd Mahindra Last Mile Mobility Limited Hindustan Aegis LPG Limited Shareholder Relationship Committee Nil 	Nil
Name of the listed companies from which Director has resigned in past three years	Nil	Nil
No. of shares held in the Company	4000	Nil
Number of Board Meetings attended during FY (2024-25)	5	4

^{*} 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.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

For Item No. 6, 7 & 8

Details of the Material Related Party Transactions of the Aegis Logistics Limited ("Company") and Aegis Gas (LPG) Private Limited ("AGPL"), Sea Lord Containers Limited ("SCL"), wholly owned subsidiary(ies) of the Company:

Sr. No	Particulars	Resolution 6	Resolution 7	Resolution 8
1.	Name of the Company/ wholly owned subsidiary(ies):	Aegis Logistics Limited ("the Company/ALL")	Aegis Gas (LPG) Private Limited ("AGPL"), wholly owned subsidiary of Aegis Logistics Limited ("Holding Company").	Sea Lord Containers Limited ("SCL"), wholly owned subsidiary of Aegis Logistics Limited("Holding Company").
2.	Name of the Related Party of the Company/ wholly owned subsidiary(ies) and Nature of Relationship	Aegis Vopak Terminals Limited ("AVTL"), associate Company of Aegis Logistics Limited and/or Wholly owned subsidiary(ies) of AVTL i.e., a. Konkan Storage Systems (Kochi) Private Limited ("KCPL"). b. CRL Terminals Private Limited ("CRL"). ALL holds 44.71% of the paid-up equity share capital of AVTL.	Aegis Vopak Terminals Limited ("AVTL"), associate Company of Aegis Logistics Limited. and/or Wholly owned subsidiary(ies) of AVTL i.e., a. Konkan Storage Systems (Kochi) Private Limited ("KCPL"). b. CRL Terminals Private Limited ("CRL"). ALL holds 44.71% of the paid-up equity share capital of AVTL and 100% of the paid-up equity share capital of AGPL. Thus, AVTL and AGPL are related parties.	Aegis Vopak Terminals Limited ("AVTL"), associate Company of Aegis Logistics Limited. and/or Wholly owned subsidiary(ies) of AVTL i.e., a. Konkan Storage Systems (Kochi) Private Limited ("KCPL"). b. CRL Terminals Private Limited ("CRL"). ALL holds 44.71% of the paid-up equity share capital of AVTL and 100% of the paid-up equity share capital of SCL. Thus, AVTL and SCL are related parties.
3	(i) Nature of transaction, material terms and particulars of the proposed transaction	The Company will enter into or continue to enter into transactions/ contract(s)/ agreement(s) with AVTL, and/or with wholly owned subsidiaries of AVTL i.e. KCPL and CRL as the case maybe, the transaction relates to infrastructure developments i.e. developing and maintenance of	AGPL will enter into or continue to enter into transactions/ contract(s)/ agreement(s) with AVTL, and/or with wholly owned subsidiaries of AVTL i.e. KCPL and CRL as the case maybe, the transaction relates to infrastructure developments i.e. developing and maintenance of infrastructure facilities in	SCL will enter into or continue to enter into transactions/ contract(s)/ agreement(s) with AVTL, and/or with wholly owned subsidiaries of AVTL i.e. KCPL and CRL as the case maybe which relates to infrastructure developments i.e. developing and maintenance of infrastructure facilities in relation to tank storage

Sr. No	Particulars	Resolution 6	Resolution 7	Resolution 8
		infrastructure facilities in relation to tank storage terminals for liquified petroleum gas and other liquid products at ports of India. The transactions are in the ordinary course of business and at arm's length basis. Material terms and conditions are based on the transactions/ contract(s)/ agreement(s) which inter alia includes the terms and conditions based on prevailing/ extant market conditions, and commercial terms as on the date of entering into such transactions/ contract(s)/ agreement(s).	relation to tank storage terminals for liquified petroleum gas and other liquid products at ports of India. The transactions are in the ordinary course of business and at arm's length basis. Material terms and conditions are based on the transactions/ contract(s)/ agreement(s), which inter alia include the terms and conditions based on prevailing/ extant market conditions, and commercial terms as on the date of entering into such transactions/ contract(s)/ agreement(s).	terminals for liquified petroleum gas and other liquid products at ports of India. The transactions are in the ordinary course of business and at arm's length basis. Material terms and conditions are based on the transactions/ contract(s)/ agreement(s) which inter alia include the terms and conditions based on prevailing/ extant market conditions, and commercial terms as on the date of entering into such transactions/ contract(s)/ agreement(s).
	(ii) Tenure of the Transaction	Three financial years commencing from FY 2025-26 to FY 2027-28.	Three financial years commencing from FY 2025-26 to FY 2027-28.	Three financial years commencing from FY 2025-26 to FY 2027-28.
4.	Value of the proposed transaction	Aggregate upto Rs. 5,000 cores (whether individually and/or in the aggregate). The upper limit mentioned is an enabling limit to help to undertake the aforesaid proposed transaction(s) smoothly without interruptions.	Aggregate upto Rs. 5,000 cores. (whether individually and/or in the aggregate). The upper limit mentioned is an enabling limit to help to undertake the aforesaid proposed transaction(s) smoothly without interruptions.	Aggregate upto Rs. 5,000 cores. (whether individually and/or in the aggregate). The upper limit mentioned is an enabling limit to help to undertake the aforesaid proposed transaction(s) smoothly without interruptions.
5.	Transaction related to providing loan(s)/ advances(s) or securities for loan taken by a related party	Not Applicable	Not Applicable	Not Applicable

Sr. No	Particulars	Resolution 6		Resolution 7	Resolution 8
6.	Details of the source of funds in connection with the proposed transaction	Internal Accruals/Bank Loans/Advance from Party			
7.	If any financial indebtedness is incurred to make or give such loans/ advances/ securities for loan and Nature of Indebtedness/ Cost of Funds/Tenure	Not Applicable			
8.	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Not Applicable			
9.	Purpose for which funds will be utilised	Not Applicable			
10.	Any advance paid or received for the transaction	Advance would be received/paid as per terms and conditions of the proposed transaction(s)/ contract(s)/ agreements(s).			
11.	Percentage of the Company's annual Consolidated turnover for the immediately	aggregate, with ea	ch related	action (whether indivion I party) constitute 73.9 De Company. (on basis	2% of the annual
	preceding financial year (i.e FY 2024-25) that is represented by the value of the	Name of the Subsidiary	and/or in	the aggregate, with e	tion (whether individually each related party) as a dalone Turnover of the
	proposed transaction	AGPL	1101.71%	on basis of the upper	limit of Rs. 5,000 crores)
	(and for a related party transaction	SCL	6124.31%	on basis of the uppe	er limit of Rs. 5,000 crores)
	involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)				
12.	Details about valuation, arms length and ordinary course of business	The valuation will be taken, if required, as and when proposed transaction(s)/ contract(s)/ agreements(s) are undertaken. The transactions are in the ordinary course of business and at arm's length basis.			

Sr. No	Particulars	Resolution 6	Resolution 7	Resolution 8	
13.	Rationale/Benefit of the transaction and	These proposed transactions are commercially viable for the Company and its specified wholly owned subsidiaries (as stated above in point 1).			
	why this transaction is in the interest of the Company	ALL, AGPL and SCL undertake the respective transactions detailed in No.3(i) with AVTL and/or with wholly owned subsidiary(ies) of AVTL i.e and CRL as the case maybe. These transactions are intended to supplusiness operations of the Company and its subsidiaries primarily for following reasons, as set out below:		liary(ies) of AVTL i.e. KCPL re intended to support the	
		Optimisation of R Enhancement:	esources, Leverage of Expo	ertise & Value	
		strong capabilities i.e, developing and to the construction gas and other liqu over the span of p on time ensures c execution. Addition contribute signification	It its wholly owned subsidiar in construction of infrastruction of infrastruction of tank storage terminals fid products at ports of India ast years. Their expertise in ost-effective solutions, which nally, these strategic collaborantly in long-term value creatits derive from these projected its wholly owned subsidiantly in infrastructure.	cture developments cure facilities in relation or liquified petroleum and execution of it delivering projects h plays a key role in prations are expected to ation, as the financial and as will ultimately flow back	
		and maintenance timely, efficient an owned subsidiary the said projects. I the methodology	e Projects relating to infrastrof infrastructure facilities are dispeedy manner by the Codies) without any hamper in Furthermore, the projects are of "FRD" i.e., Fast Result Delesigned to eliminate the possis.	be being executed in a sumpany and its wholly the pace of execution of the being delivered using livery. This approach/	
		services among the Construction (EPC owned subsidiary development—po	nis will also include the provice parties, under Engineerin c) contracts, carried out by C (ies) with proven expertise is essessing the required techn execution capabilities.	g, Procurement, and ompany/ its wholly n tank terminal	
		construction relate personnel employ the construction a is not subject to b the open plot whil	ction-related Risk: We are a ed risk as the Company use: ed in the Company/ its who ctivity. The Company/ its who oundary management issue e the construction is in prog a from any boundary manage	s the expertise of Illy owned subsidiaries for solly owned subsidiaries s like encroachment on press, thereby protects	
		is no levy of applic	itionally, there is tax-efficien cable GST under the Centra her, input tax credit is transf	Goods and Services Tax	
14.	Any other information relevant or important for the shareholders to take an informed decision	None			

For Item No. 9 Details of the Material Related Party Transactions to be entered by the Aegis Group International Pte Limited ("AGI"), Subsidiary Company:

Sr. No	Particulars	Resolution 9	
1.	Name of the Subsidiary Company	Aegis Group International Pte Limited ("AGI"), Foreign Subsidiary, incorporated in Singapore.	
2.	Name of the Related Parties and Nature of Relationship	Itochu Petroleum Co. (Singapore) Pte. Ltd. Itochu Petroleum Co. (Singapore) Pte. Ltd holds 40% shares in AGI.	Itochu Corporation. Itochu Corporation is Holding Company of Itochu Petroleum Co. (Singapore) Pte. Ltd.
2.	Nature, tenure, material terms and particulars of the proposed transaction	ordinary course of business and at arm's length basis. Material terms and conditions are based on the transactions/ contra	
	agreement(s) which inter alia include the on prevailing/ extant market conditions date of entering into such transactions/ The tenure of proposed transactions with		ditions and commercial terms as on the ctions/ contract(s)/ agreement(s). Tons with each related party is three
3.	Value of the proposed transaction	Aggregate upto Rs. 5,000 cores (whether individually and/or in the aggregate).	Aggregate upto Rs. 5,000 cores (whether individually and/or in the aggregate).
		The upper limit mentioned is an enabling limit to help to undertake the aforesaid proposed transaction(s) smoothly without interruptions.	The upper limit mentioned is an enabling limit to help to undertake the aforesaid proposed transaction(s) smoothly without interruptions.
4.	Transaction related to providing loan(s)/ advances(s) or securities for loan taken by a related party	Not Applicable.	
5.	Details of the source of funds in connection with the proposed transaction	Internal Accruals/Bank Loans	
6.	If any financial indebtedness is incurred to make or give such loans/advances/ securities for loan and Nature of Indebtedness/ Cost of Funds/Tenure	Not Applicable	
7.	Purpose for which funds will be utilised	Not Applicable	

Sr. No	Particulars	Resolution 9		
8.	Any advance paid or received for the transaction	Not Applicable		
9.	Percentage of the Company's annual Consolidated turnover for the immediately	aggregate, with each rel	ansaction (whether individually and/or in the ated party) constitute 73.92% of the annual f the Company. (on basis of the upper limit of	
	preceding financial year (i.e FY 2024-25) that is represented by the value of the proposed transaction. (and for a related party transaction	Name of the Subsidiary	Value of the proposed transaction (whether individually and/or in the aggregate, with each related party) as a percentage of the annual Standalone Turnover of the Subsidiary Company	
	involving a subsidiary, such percentage	AGI	171.16% (on basis of the upper limit of Rs. 5,000 crores)	
	calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)			
10	Details about valuation, arms length and ordinary course of business	The valuation will be taken, if required, as and when proposed transaction(s)/ contract(s)/ agreements(s) are undertaken. The transactions are in the ordinary course of business and at arm's length basis.		
11	Rationale/Benefit of the transaction and why this transaction is in the interest of the Company.	beneficial for Aegis Grou Company. Itochu Petrole Corporation are one of the player engaged in the bu Propone, Butane, Ammo supplier with a strong pro ITOCHU commands sign	tions are commercially viable and operationally up International Pte Limited ("AGI"), Subsidiary um Co. (Singapore) Pte. Ltd. (ITOCHU). Itochune largest Japanese Sogo Shosha and global usiness of Liquified Petroleum Gases (LPG), nia and other products. As a globally reputed esence across multiple international markets, ificant economies of scale and procurement a trading in international markets.	
		lead times and logistics of infrastructure and geogra	nefits, the arrangement significantly reduces costs due to ITOCHU's robust supply chain aphical proximity. The transaction is therefore business and supports business continuity, d overall cost efficiency.	
		The expertise and strategic alignment between AGI and ITOCHU facilitate operational optimisation and value creation. These transactions help in leveraging each party's strengths, thereby enhancing the efficiency and sustainability of AGI's core operations.		
12	Any other information relevant or important for the shareholders to take an informed decision	None		

REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

<u>Shareholders registered for IDeAS facility:</u>

- a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Click on "Beneficial Owner" icon under "IDeAS Login Section".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: https://eservices.nsdl.com/ and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- a) Visit URL: https://www.evoting.nsdl.com
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
- b) Enter your 8 character DP ID, 8 digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on "Login".
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https:// web.cdslindia.com/myeasitoken/Registration/EasiestRegistration
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: https://www.cdslindia.com
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

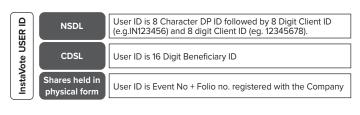
Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.
- b) Enter details as under:
 - 1. User ID: Enter User ID

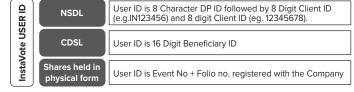
- 2. Password: Enter existing Password
- Enter Image Verification (CAPTCHA)
 Code
- Click "Submit".
 (Home page of e-voting will open.
 Follow the process given under "Steps to cast vote for Resolutions")



Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:
 - 1. User ID: Enter User ID
 - PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/

Company shall use the sequence number provided to you, if applicable.



- 3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company in DD/MM/YYYY format)
- 4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders holding shares in **NSDL form**, shall provide 'D' above
 - o Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
- 5. 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).

- 6. Enter Image Verification (CAPTCHA) Code.
- Click "Submit" (You have now registered on InstaVote).
 Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 - Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: https://instavote.linkintime.co.in
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organisation ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 - Investor Mapping

- A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu Section
- C. Map the Investor with the following details:
 - 'Investor ID' Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' Enter your 10-digit PAN.
 - 'Power of Attorney' Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be - DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.
 - Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No.".
- 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). 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.
 - (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- Download sample vote file from "Download Sample Vote File" tab. e)
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload f) the same under "Upload Vote File" option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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 request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organisation ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated September 19, 2024, the Companies can conduct their AGMs/ EGMs on or before September 30, 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- Visit URL: https://instameet.in.mpms.mufg.com & click on "Login".
- Select the "Company Name" and register with your following details:
- Select Check Box **Demat Account No**. / **Folio No.** / **PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box Folio No. and enter the Folio Number registered with the Company.
 - Shareholders shall select check box PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
 - Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- Shareholders who would like to speak during the meeting must register their request with the Company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
- c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

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

- a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- 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
- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

- e) 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'.
- f) 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. 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 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 General Meeting will be eligible to attend/ participate in the 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.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.