



AEGIS LOGISTICS LIMITED

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

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Management and Administration) Rules, 2014, (the 'Rules'), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India (SS-2), as amended and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meeting/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the MCA ("MCA Circulars"), read with applicable SEBI Circulars and other applicable laws, regulations, circulars, notifications (including any statutory modification or re-enactment thereof for the time being in force), for the approval of the members of Aegis Logistics Limited (hereinafter referred to as the 'Company') through Postal Ballot only by way of remote e-voting ("e-voting") process for the Ordinary Resolution set hereinafter. An explanation Statement pertaining to the said resolution setting out the material facts and the reasons/ rationale thereof form part of this Postal Ballot Notice (the "Notice" or "the Postal Ballot Notice")

The proposed resolution along with the statement under Section 102(1) of the Act, forming part of this Notice, stating the material facts and reasons thereof are set out hereafter, for your consideration.

In terms of the requirements specified in the MCA Circulars, this Notice is being sent through electronic mode only to those Members whose e-mail addresses are registered with the Company/ Depositories.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars and SEBI Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice. The instructions for e-voting are appended to this Notice.

Mr. Prasen Naithani, Company Secretary in whole time practice (Membership No. 3830), who is not in the employment of the Company and is in the opinion of the Board, capable of conducting the postal ballot process in a fair and transparent manner, has been appointed as the Scrutinizer (the 'Scrutinizer') for conducting the postal ballot process.

Members are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e-voting' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolution through the e-voting process **not later than 5:00 p.m. (IST) on Sunday, 30th November, 2025** failing which it will be considered that no reply has been received from the Member.

The Company has engaged M/s. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), the Registrar & Transfer Agent ("RTA") as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. The postal ballot results will be submitted within 2 working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him, after the completion of the scrutiny of the e-voting. The result of the postal ballot along with Scrutinizer's Report shall be announced **on or before Tuesday, 2nd December, 2025** i.e. (two working days from the date of passing of resolution). The results shall be communicated to the Stock Exchanges and the same alongwith the Scrutinizer's Report will be displayed on the Company's website www.aegisindia.com as well as on the and RTA's website <https://instavote.linkintime.co.in>.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. **Sunday, 30th November, 2025**.

SPECIAL BUSINESS:

1. **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 Regulations 2(1)(zc), 23 and other relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time and other applicable provisions of the Companies Act, 2013 ("Act") read with rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee to be constituted by the Board), the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) by Aegis Gas (LPG) Private Limited ("AGPL"), wholly owned subsidiary of the Company with Aegis Vopak Terminals Limited ("AVTL") a related party pursuant to Section 2(76) of the Act and Regulation 2(1) (zb) of the SEBI Listing Regulations, for sale of 51% equity stake held by AGPL in Hindustan Aegis LPG Limited (HALPG), subsidiary of AGPL to AVTL, during financial year 2025-26, as per the details set out in the explanatory statement annexed to this notice and on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related parties, provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out at arm's length basis."

RESOLVED FURTHER THAT upon approval by the Board of the relevant transactions (as described above), the Board be and is hereby severally authorised to do and perform all such acts, deeds, matters and things as it may deemed fit and 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: October 29, 2025

NOTES:

- 1) The Explanatory Statement and reasons for the proposed Resolution pursuant to Section 102 of the Companies Act, 2013 setting out all material facts are annexed hereunder and forms part of the Notice. Further, additional information as required under the Listing Regulations is enclosed.
- 2) In compliance with the MCA Circulars the Company is sending this Notice to the Members in electronic form only. Accordingly, the communication of assent or dissent of the Members would take place through remote e-voting system only. Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.
- 3) A copy of this Notice is also available on the Company’s website at www.aegisindia.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the RTA’s website <https://instavote.linkintime.co.in>.
- 4) The Notice is being sent via email only to the Members of the Company, whose names appear in the Register of Members or the list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (in demat form) and with RTA of the Company (in physical form) on **Thursday, October 30, 2025 (“cut-off date”)**. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
- 5) **In accordance with MCA Circulars, the Company had made necessary arrangements for the Members to register their email address including PAN, KYC details and Nomination:**

Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically. 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, choice of nominations (optional), power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc as directed below:-

- a. **For shares held in electronic form:** to their Depository Participants (DPs).
- b. **For shares held in physical form:** to the Company/Registrar and Transfer Agent by submitting the relevant required documents viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 pursuant to SEBI Master Circular dated May 7, 2024 and Circular dated June 10, 2024. The formats for updation of KYC details and Nomination are available on Registrar & Transfer Agent's (M/s. MUFG Intime India Private Limited) website at <https://in.mpms.mufg.com/> > Resources > Downloads > KYC > Formats for KYC. The above referred KYC documents and SEBI Circular is also available on the Company's website at <http://aegisindia.com/investor-information/#investor-downloads>.
- 6) 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/folio, transmission and transposition.
- 7) Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4/ISR-5 as applicable, the format of which is available on the website of the Company's RTA at <https://in.mpms.mufg.com/> and on the Company's website at www.aegisindia.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.
- 8) The Members shall exercise their right to vote on the matters included in the Notice of Postal Ballot by electronic means i.e. through e-voting services provided by RTA. The remote e-voting period commences on **Saturday, 01st November, 2025 at 09.00 A.M. IST and ends on Sunday, 30th November, 2025 at 05.00 P.M. IST**. During this period, Members of the Company holding shares in physical or electronic form as on the cut-off-date may cast their vote electronically. The remote e-Voting module shall be disabled by RTA for voting thereafter. Once the vote on any Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
- 9) The Company has appointed Mr. Prasen Naithani, Company Secretary in whole time practice (Membership No. 3830) of M/s. Naithani & Associates, Practicing Company Secretaries to act as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.
- 10) The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after completion of scrutiny of the votes. The results of the voting by Postal Ballot (through remote e-voting process) along with the Scrutinizer's report will be announced by the Chairman or person so authorized by him, **on or before Tuesday, 2nd December, 2025** i.e. (two working days from the date of passing resolution).
- 11) The results of the Postal Ballot will be posted on the Company's website at www.aegisindia.com and the website of RTA at <https://instavote.linkintime.co.in> and the same shall also be communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.
- 12) **INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:**

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:

Login method for Individual shareholders holding securities in demat mode is given below:

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

Shareholders registered for IDeAS facility:

- 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".
- c) 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:

- a) 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".
- d) 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.

- Login to DP website
- 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:

- Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- Enter details as under:
 - User ID: Enter User ID
 - 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")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no, registered with the Company

Shareholders not registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
 - 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.
 - DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
 - Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders holding shares in NSDL form, shall provide ‘D’ above
 - Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
 - Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Enter Image Verification (CAPTCHA) Code.
 - Click “Submit” (You have now registered on InstaVote).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no, registered with the Company

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 organization 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:
 - 1) ‘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.
 - 4) ‘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.”.
- e) 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’.
- f) 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.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) 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.mufig.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, Organization 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".

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2)

ITEM NO. 1

BACKGROUND OF THE TRANSACTION

Aegis Gas (LPG) Private Limited (“AGPL”) is wholly owned subsidiary of Aegis Logistics Limited (“the Company”) i.e. the Company holding 100% of the paid-up share capital of AGPL. AGPL is engaged in the business of Import, Trading and distribution of LPG. Aegis Gas (LPG) Private Limited (“AGPL”) holds 51% equity stake in Hindustan Aegis LPG Limited (HALPG), which is subsidiary of AGPL.

Aegis Vopak Terminals Limited (“AVTL”) is a joint venture between the Company and Vopak India BV (“Vopak”), part of Royal Vopak. AVTL is the largest Indian third-party owner and operator of tank storage terminals for LPG and liquid products in terms of storage capacity. In furtherance of its business activities, promoting operational synergy and enhancing the ease of doing business within group structure, the AVTL is proposing to make Investment in HALPG by purchasing 51% equity stake from AGPL. Further, Vopak India BV (“Vopak”), part of Royal Vopak is also transferring its holding of 24% equity stake held in HALPG to AVTL.

With the proposed transfer of 51% equity stake of HALPG held by AGPL to AVTL and 24% equity stake of HALPG held by Vopak India BV to AVTL, it will result into 75% equity stake of AVTL in HALPG.

It is pertinent to note that the transactions contemplated under this approval are taking place at the subsidiary level and Aegis Logistics Limited is not a party to it.

The proposed transactions comprising of sale of shares aggregating to 51% equity stake held by AGPL in Hindustan Aegis LPG Limited (HALPG), subsidiary of AGPL to AVTL is based on independent summary of valuation report prepared by a renowned registered valuer viz M/s. Deloitte Haskins & Sells Chartered Accountant LLP. The summary of valuation report provide a detailed assessment of valuation, ensuring that the proposed transaction are at arm’s length and are in line with best market practices and regulatory requirements. The summary of valuation report can be accessed by scanning the adjoining QR code



and also website of the Company under tab > Disclosure under Regulation 46 of SEBI(LODR) Regulation, 2015 at <https://aegisindia.com/investorinformation/#DisclosureunderRegulation>.

The Audit Committee has on the basis of relevant details provided by the management as required by the law, along with summary of valuation report from a registered valuer considered and approved the transaction subject to approval of the Members, while noting that such transactions shall be on arms’ length basis. Further, the Committee reviewed and noted the certificate provided by Managing Director of the Company and Chief Financial Officer of the Company.

Transactions of a listed entity and/ or its subsidiaries with its related party(ies) or related party(ies) of subsidiaries are governed by the provisions of the Companies Act 2013 read with relevant rules made thereunder and Regulation 23 of the SEBI LODR Regulations. A Related Party Transaction is considered ‘material’ if the transaction/(s) with a related party to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the listed entity or 1000 crore whichever is lower. The annual consolidated turnover of the Company as on March 31, 2025 is 6763.79 Crores.

The Securities and Exchange Board of India ("SEBI") vide its recent Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, ("Circular") has mandated listed companies to follow "Industry Standards on Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction ("ISF Note"). The ISF Note prescribes information to be provided for review of the Audit Committee and Shareholders for approval of Material Related Party Transactions(s).

The Board of Directors recommends the Ordinary Resolution, as set out in Item No.1 of this Notice, for approval of the Members of the Company.

The Members may note that in terms of the provisions of the Companies Act, 2013 and SEBI Listing Regulations, no Related Party shall vote on the Ordinary Resolution set forth at Item No. 1 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 resolution, except to the extent of their directorship and shareholding, if any, in the Companies involved in the transaction.

The material related party transaction for which the approval of the members is sought are as follows:

1. Transaction between Aegis Gas (LPG) Private Limited ('AGPL') and Aegis Vopak Terminal Limited ('AVTL') for sale of shares i.e., 51% equity stake held by AGPL in Hindustan Aegis LPG Limited (HALPG), subsidiary of AGPL to AVTL for an amount aggregating not exceeding INR. 703 Crores (Indian Rupees Seven Hundred Three Crores Only).

Details of the proposed transactions with related party/(ies) of the Company, as required pursuant to Clause 4 of the Industry Standards read with SEBI Circular and applicable provisions of the Act, placed before for review of Audit Committee and seeking approval of Shareholders are provided below:

Sr.No	Description as per ISF Note	Information provided by the Management
A. Details of the related party and transactions with the related party		
A (1). Basic details of the Related Party Transaction		
1	Name of the subsidiary	Aegis Gas (LPG) Private Limited ("AGPL"), wholly owned subsidiary of Aegis Logistics Limited ("Holding Company").
2	Name of the related party	Aegis Vopak Terminal Limited ('AVTL')
3	Country of incorporation of the related party	India
4	Nature of business of the related party	AVTL is the largest Indian third-party owner and operator of tank storage terminals for LPG and liquid products in terms of storage capacity.
A(2). Relationship and ownership of the related party		
5	- Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party-including nature of its concern (financial or otherwise) and the following: - Shareholding of the listed entity/	AGPL is the wholly owned subsidiary of Aegis Logistics Limited ("the Company") i.e; holding 100% of the paid-up share capital of AGPL. Aegis Logistics Limited ("the Company") holds 44.71% of the paid-up equity share capital of Aegis Vopak Terminal Limited ('AVTL') and is also one of the promoter of AVTL. Thus, AVTL and AGPL are related parties. Refer above

	subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party - Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). - Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Not Applicable Not Applicable												
A(3). Details of previous transactions with the related party														
6	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last financial year. Note: Details need to be disclosed separately for listed entity and its subsidiary	Transactions undertaken by AGPL, Subsidiary of the Company with AVTL: (INR in Lakhs) <table border="1"> <tr> <th>Sr. No.</th><th>Nature of Transaction</th><th>FY 2024-25</th></tr> <tr> <td>1.</td><td>Sales of LPG/stores</td><td>425.38</td></tr> <tr> <td>2.</td><td>Interest income</td><td>1313.64</td></tr> <tr> <td>3.</td><td>Other Expenses</td><td>54.03</td></tr> </table>	Sr. No.	Nature of Transaction	FY 2024-25	1.	Sales of LPG/stores	425.38	2.	Interest income	1313.64	3.	Other Expenses	54.03
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		Transactions undertaken by the Company with AVTL: (INR in Lakhs) <table> <tr> <th>Sr. No.</th><th>Nature of Transaction</th><th>FY 2024-25</th></tr> <tr> <td>1.</td><td>Investments</td><td>30,000</td></tr> <tr> <td>2.</td><td>Storage Revenue/Throughput Charges received</td><td>6830.24</td></tr> <tr> <td>3.</td><td>Sales & others</td><td>2918.05</td></tr> <tr> <td>4.</td><td>Purchase & others</td><td>8.25</td></tr> </table>	Sr. No.	Nature of Transaction	FY 2024-25	1.	Investments	30,000	2.	Storage Revenue/Throughput Charges received	6830.24	3.	Sales & others	2918.05	4.	Purchase & others	8.25
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7	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	INR 398.40 lakhs															
8	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	No															
	A(4). Amount of the proposed transaction(s)																
9	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Individually or in aggregating not exceeding INR. 703 Crores.															
10	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes															
11	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	10.39% of the consolidated turnover of the Company															
12	Value of the proposed transactions as a percentage of subsidiary's	154.90% of the subsidiary i.e., AGPL's standalone turnover.															

	annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)									
13	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	113.19% of the consolidated turnover of AVTL.								
14	Financial performance of the related party for the immediately preceding financial year: <i>Explanations: The above information is to be given on standalone basis. If Standalone is not available, provide on consolidated basis</i>	Details of AVTL on standalone basis: (INR in lakhs) <table><tr><th>Particulars</th><th>FY 2024-25</th></tr><tr><td>Turnover</td><td>51,799.75</td></tr><tr><td>Profit after tax</td><td>10,835.20</td></tr><tr><td>Net worth</td><td>2,02,479.47</td></tr></table>	Particulars	FY 2024-25	Turnover	51,799.75	Profit after tax	10,835.20	Net worth	2,02,479.47
Particulars	FY 2024-25									
Turnover	51,799.75									
Profit after tax	10,835.20									
Net worth	2,02,479.47									
	A(5) Basic details of the proposed transaction									
15	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of equity shares aggregating to 51% equity stake held by Aegis Gas (LPG) Private Limited ('AGPL') in Hindustan Aegis LPG Limited (HALPG), subsidiary of AGPL to Aegis Vopak Terminal Limited ('AVTL').								
16	Details of each type of the proposed transaction	Please refer point No. 15								
17	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Within 4 months from the date of approval of Members.								
18	Whether omnibus approval is being sought?	No. Since this is a specific proposal, no omnibus approval is being sought.								
19	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Individually or in aggregating not exceeding INR. 703 Crores. The transaction will be completed before the current financial year end.								

20	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	➤ The proposed transaction involving the transfer of a 51% equity stake held by AGPL in HALPG to AVTL is expected to promote operational synergies and enhance the overall ease of doing business within the Group structure. Further, Vopak India BV ("Vopak"), part of Royal Vopak is also transferring its holding of 24% equity stake in HALPG to AVTL on the same terms & conditions, thus, AVTL will hold 75% equity stake in HALPG thereby making HALPG a subsidiary of AVTL. ➤ HALPG currently operates a terminal at Haldia, West Bengal, which is one of the leading LPG storage, throughput, and bottling service providers at the Haldia Port. The proposed transaction is intended to consolidate LPG throughput services from various locations across India (excluding the Mumbai Terminal) under AVTL. Together with AVTL's existing LPG terminals at Pipavav, Kandla, and Mangalore, this consolidation will enhance operational efficiency and strengthen AVTL's position in the LPG logistics segment, while enabling Aegis Logistics Limited to strategically focus on the premium high-demand market served by its Mumbai Terminal. ➤ Following the transfer of the 51% equity stake held by AGPL in HALPG to AVTL, Aegis Logistics Limited (the Company) will continue to maintain an indirect holding in HALPG of approximately 33.5% through its 44.71% equity stake in AVTL. Accordingly, the Company's interest in HALPG will remain protected and consolidation remains unaffected. Thus, by diluting the differential minority stake of 17.4%, the Company will make up for this an incremental earning from the amount received from sales proceeds through AGPL. Hence the transaction will have no major effect on consolidated Aegis EPS. All transactions will be executed on an arm's-length basis. The pricing and terms are benchmarked against prevailing market conditions to ensure competitiveness and alignment with standard industry practices. Furthermore, these transactions are subject to appropriate internal controls, approval processes, and governance mechanisms, including review and oversight by the Audit Committee. This ensures compliance with applicable regulatory requirements and the protection of the entities' interests.
21	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	No promoter(s)/ director(s) / key managerial personnel of the Company have any interest in the transaction, whether directly or indirectly except of their directorship in the Companies. Promoters to the extent of their holdings in the Company
22	A copy of the valuation or other external party report, if any, shall be placed	The summary of valuation report can be accessed by scanning the adjoining QR code

	before the Audit Committee.	 and also on the website of the Company under tab > Disclosure under Regulation 46 of SEBI(LODR) Regulation, 2015 at https://aegisindia.com/investorinformation/#DisclosureunderRegulation. The said report was placed before the Audit Committee and the Board of Directors at their respective meetings.
23	Other information relevant for decision making.	None
	B(1). Disclosure <i>only</i> in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
24	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable, since the transaction pertains to sale of equity shares held by AGPL in Hindustan Aegis LPG Limited (HALPG), subsidiary of AGPL to AVTL which ultimately remains a part of the Group Structure.
25	Basis of determination of price.	Based on the summary of valuation report issued by M/s. Deloitte Haskins & Sells Chartered Accountant LLP uploaded on the website at https://aegisindia.com/
26	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a) Amount of Trade advance b) Tenure c) Whether same is self-liquidating?	Not Applicable.
	B(6). Disclosure <i>only</i> in case of transactions relating to disposal of shares of subsidiary - Sale of equity shares held by AGPL in Hindustan Aegis LPG Limited (HALPG), subsidiary of AGPL to AVTL	
27	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	Not Applicable, since the transaction pertains to sale of equity shares held by AGPL in Hindustan Aegis LPG Limited (HALPG), subsidiary of AGPL to AVTL which ultimately remains a part of the Group Structure.
28	Basis of determination of price.	Based on the summary of valuation report issued by M/s. Deloitte Haskins & Sells Chartered Accountant LLP uploaded on the website at https://aegisindia.com/
29	Reasons for disposal of shares of subsidiary	Please refer to point no. 20 in relation to Sale of shares held by AGPL in Hindustan Aegis LPG Limited (HALPG), subsidiary of AGPL to AVTL.

30	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:	Not applicable as the proposed transaction relates to Sale of equity shares held by AGPL in Hindustan Aegis LPG Limited (HALPG), subsidiary of AGPL to AVTL. However, the financial track record of HALPG is as follows: (INR in lakhs) <table><tr><td></td><td>FY 2024-25</td><td>FY 2023-24</td><td>FY 2022-23</td></tr><tr><td>Turnover</td><td>16813.01</td><td>15046.19</td><td>13581.44</td></tr><tr><td>Net worth</td><td>44724.05</td><td>34036.34</td><td>29032.68</td></tr><tr><td>Net Profit*</td><td>10686.55</td><td>10813.60</td><td>8,776.83</td></tr></table> <i>*Profit after tax</i>		FY 2024-25	FY 2023-24	FY 2022-23	Turnover	16813.01	15046.19	13581.44	Net worth	44724.05	34036.34	29032.68	Net Profit*	10686.55	10813.60	8,776.83
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31	Expected financial impact on the consolidated turnover, net worth and net profits of the subsidiary due to sale of the subsidiary	Considering that the transaction of sale of equity shares held by AGPL in Hindustan Aegis LPG Limited (HALPG), subsidiary of AGPL to AVTL is proposed to be entered within the Group, there is no impact envisaged on the consolidated turnover, net worth and net profits.																
	C(5). Disclosure only in case of transactions relating to disposal of shares of subsidiary - Sale of equity shares held by AGPL in Hindustan Aegis LPG Limited (HALPG), subsidiary of AGPL to AVTL																	
32	Details of earlier disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	Nil																
33	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	The consideration for the transactions shall be received in cash.																
34	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	No																
35	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	No effect on continued business as regards intangible assets and customers.																
36	Are there any other major non-financial reasons for going ahead with the proposed transaction?	Please refer to point no. 20																

By order of the Board of Directors

Sd/-
Sneha Parab
Company Secretary

Place: Mumbai
Dated: October 29, 2025