



April 17, 2023

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

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

Scrip Code: 500003

Scrip Code: AEGISCHEM

Dear Sir,

**Sub.: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulation") - Dispatch of Postal Ballot Notice to the Shareholders.**

This is furtherance to our letter dated February 2, 2023, regarding the approval of the Board of Directors for re-appointment of Mr. Raj K. Chandaria (DIN: 00037518), Chairman as a Managing Director for the period of five (5) years with effect from April 1, 2023 to March 31, 2028.

Pursuant to the Regulation 30 of the SEBI LODR Regulation, we enclose a copy of Postal Ballot Notice ("Notice") seeking the approval of members through remote e-voting for re-appointment of Mr. Raj K. Chandaria (DIN: 00037518), Chairman, as a Managing Director for the period of five (5) years with effect from April 1, 2023 to March 31, 2028 by way of special resolution.

In accordance with circulars issued by Ministry of Corporate Affairs, from time to time, the Notice of Postal Ballot is being sent only in electronic form to the Members whose names are recorded in the Register of Members/List of Beneficial Owners as on Friday, April 14, 2023 (cut-off date).

The above mentioned documents may also be accessed on the website of the Company [www.aegisindia.com](http://www.aegisindia.com).

The Company has engaged the services of M/s. Link Intime India Private Limited ("LI IPL"), for the purpose of providing e-voting facility to all the members. **The e-voting period will commence from 9.00 a.m. (IST) of Tuesday, April 18, 2023 and ends on 5.00 p.m. (IST) of Wednesday, May 17, 2023.**

This is for your information and record.

Thanking you.

Yours faithfully,  
For AEGIS LOGISTICS LIMITED

MONICA GANDHI  
COMPANY SECRETARY

Encl.: as above

**AEGIS LOGISTICS LTD.**

Corporate Office: Unit No. 1202, Tower B, Peninsula Business Park, G.K. Marg, Lower Parel (W), Mumbai - 400 013, India.

Tel: 022 - 6666 3666; Fax: 022 - 6666 3777; Email: [aegis@aegisindia.com](mailto:aegis@aegisindia.com); Website: [aegisindia.com](http://aegisindia.com)

Registered Office: 502, 5th Floor, Skylon, G.I.D.C. Char Rasta, Vapi - 396 195, Dist. Valsad, Gujarat, India.

CIN No: L63090GJ1956PLC001032



## **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 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'), 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 No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 05, 2022 and Circular No 11/2022 dated December 28, 2022 in view of the COVID-19 pandemic (collectively referred to as 'MCA 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 Special Resolution set hereinafter.

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, 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. 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 **Wednesday, May 17, 2023** failing which it will be considered that no reply has been received from the Member.

The Company has engaged M/s. 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 Friday, May 19, 2023**. 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](http://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 **Wednesday, May 17, 2023**.

**SPECIAL BUSINESS:**

**RE-APPOINTMENT OF MR. RAJ K. CHANDARIA AS MANAGING DIRECTOR FOR A TERM OF 5 YEARS W. E. F. 01<sup>ST</sup> APRIL 2023 TO 31<sup>ST</sup> MARCH, 2028.**

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 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("The Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") as amended from time to time, the relevant provisions of the Articles of Association of the Company and subject to the approval, permission, sanction etc., required if any, of the Central Government or any other concerned authorities, consent of the Members be and is hereby accorded for the re-appointment of Mr. Raj K. Chandaria (DIN - 00037518) as Managing Director of the Company on continuation basis for a further term of 5 years w.e.f. 1st April, 2023 to 31st March, 2028.

**RESOLVED FURTHER THAT** the Board of Directors of the Company under its superintendence, control and direction, be and is hereby authorised to delegate, entrust, modify and ratify substantial powers of the management of the business and affairs of the Company from time to time unto Mr. Raj K. Chandaria in his capacity as Managing Director of the Company.

**RESOLVED FURTHER THAT** Mr. Raj K. Chandaria, Managing Director be and is hereby entitled to receive the following remuneration as recommended by the Nomination and Remuneration Committee as may be permissible in law, viz.

Commission	:	As approved by the Board of Directors of the Company from time to time, annually not exceeding 5% of the Net Profit of the Company or such other prescribed limit permissible with requisite approval of the members in accordance with the provisions of Section 197 of the Act read with schedule V and other applicable provisions of the Companies Act, 2013 (as amended from time to time)
Perquisites	:	NIL
Sitting Fees	:	NIL
Reimbursement of expenses incurred for travel/ telephone etc. on behalf of the Company or in connection with the business of the Company including for attending the Board Meetings, Committee Meetings, General Meetings and Business Meetings of the Company, from time to time.	:	As Actuals

**RESOLVED FURTHER THAT,** the re-appointment of Mr. Raj Chandaria shall be governed by the following terms and conditions during his tenure as a Managing Director:

- a. Mr. Raj Chandaria, unless prevented by ill health or save while on leave, will devote attention and abilities to the business and affairs of the Company and shall use his utmost endeavour to promote the interest of the Company;
- b. Mr. Raj Chandaria shall not, during his tenure and without previous consent of the Board, engage or interest himself either directly or indirectly in the business or affairs of any other person, firm, company or in any undertaking of a nature similar to or competing with the Company's business and shall not divulge any trade secret or confidential information concerning the business of the Company;
- c. Mr. Raj K. Chandaria shall resign/withdraw from the services of the Company with an advance notice of six months, provided that the Board may waive the notice period;
- d. the terms of office of Mr. Raj K. Chandaria shall not be subject to retirement by rotation during his tenure as Managing Director of the Company unless it is necessary to comply with the provisions of the Act or other Applicable laws.
- e. Mr. Raj K. Chandaria shall exercise and perform such powers and duties as the Board shall, from time to time, determine, and subject to any directions and restrictions, from time to time delegated by the Board.

**RESOLVED FURTHER THAT** the Directors of the Company and the Company Secretary of the Company be and are hereby authorized severally to make necessary application to the Central Government, file such e-forms as are required with the Ministry of Corporate Affairs and to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this resolution.”

**By order of the Board of Directors**

Sd/-

**Monica T. Gandhi**  
Company Secretary

Place: Mumbai

Dated: February 02, 2023

**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 attached.
- 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](http://www.aegisindia.com), website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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) on **Friday, April 14, 2023 (“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:-**

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, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

- a. **For shares held in electronic form:** to their Depository Participants (DPs).
  - b. **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. For the benefit of the Members, the Circular is uploaded on the website of the Company [www.aegisindia.com](http://www.aegisindia.com)
- 6) Members holding shares in physical form are advised to update their KYC details and Nomination details as mandated under SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, to avoid freezing of their folios on or after October 1, 2023, with RTA.
  - 7) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.
  - 8) 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 [helpdesk@linkintime.co.in](mailto:helpdesk@linkintime.co.in) and on the Company's website at [www.aegisindia.com](http://www.aegisindia.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.
  - 9) 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 **Tuesday, April 18, 2023 at 09.00 A.M. IST and ends on Wednesday, May 17, 2023 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.
  - 10) 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.
  - 11) 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 Friday, May 19, 2023**.
  - 12) The results of the Postal Ballot will be posted on the Company's website at [www.aegisindia.com](http://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.

### 13) 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:**

**(i) The process and manner to vote electronically for Individual Shareholders holding securities in demat mode with National Securities Depository Limited (“NSDL”):**

- **If you have already registered for NSDL IDeAS facility**, open the web browser and launch the following URL: <https://eservices.nsdl.com>
- Click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.
- After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- **If you are not registered for IDeAS e-Services**, option to register is available at <https://eservices.nsdl.com> Select “Register Online for IDeAS” on the main webpage or click at the following URL: <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> and register yourself. Post registrations please follow the instructions as mentioned above to vote.
- **Alternately, you can open the web browser and launch the following URL:** <https://www.evoting.nsdl.com/> Click on the icon “Login” which is available under ‘Shareholder/Member’ section. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**(ii) The process and manner to vote electronically for Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited (“CDSL”):**

- **Existing users who have opted for Easi / Easiest**, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
- After successful login of Easi / Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.



- **If the user is not registered for Easi/Easiest**, option to register is available <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- **Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page.** The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective e-Voting service provider where the E Voting is in progress.
- Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/depository participants website.

- In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800-1020-990 and 1800-224-430
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542/43.

**(iii) The process and manner to vote electronically for Individual Shareholders (holding securities in demat mode) & login through their respective depository participants:**

- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.
- Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**(iv) The process and manner to vote electronically for Individual Shareholders holding securities in Physical mode and Shareholders other than individuals holding shares of the Company in demat mode by using Link Intime India Private Limited (“LIPL”) system:**

1. Open the web browser and launch the following URL: <https://instavote.linkintime.co.in> Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:



- Click on “**Sign Up**” tab, available under “Shareholders” section and register with the following details.
  - A. USER ID :-** Enter your User ID details as given below:
    - Shareholders/members holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
  - B. PAN:-** Enter your 10-digit Permanent Account Number (PAN)  
(Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.)
  - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
  - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
    - Shareholders/members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- Click “confirm” (Your password is now generated).

**To register your vote** - Click on “**login**” under the “Shareholder” Section.

2. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.
3. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select ‘View’ icon of the Company you choose to vote.
4. E-voting page will appear.
5. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
6. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
7. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and

register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same. Further, they would also require to email the scrutinizer a scanned certified true copy of the board resolution /authority letter/power of attorney etc. at [naithanipcs@gmail.com](mailto:naithanipcs@gmail.com)

8. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
9. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

**Individual Shareholders holding securities in Physical mode have forgotten the password:**

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
  - Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- ❖ In case shareholders/members is having valid email address, Password will be sent to his / her registered e-mail address.
  - ❖ Shareholders/members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
  - ❖ The password should contain minimum 8 characters, at least one special character(@!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.
  - ❖ For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice. During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular "Event". Shareholders/members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
  - ❖ In case shareholders/members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel.: 022 -49186175.

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

Mr. Raj K. Chandaria, aged 63 years, is B.Sc (Economics) and an MBA from Boston and is associated with the Company as a Director since the year 1999 and the existing term of appointment of Mr. Raj K. Chandaria as a Managing Director is upto 31st March, 2023.

During his term of appointment, the Company expanded the terminal facilities at the strategic Port locations at Pipavav, Kandla, Mangalore and Haldia. Further, Aegis Group has also taken a pioneering role in the development of retail network of commercial cylinders for various segments such as industries, hotels and commercial applications. Further, the Aegis Logistics Limited has also joined hands with Royal Vopak of Netherlands (through its subsidiary Vopak India B.V), the world's leading independent tank storage company with the aim to grow together in the LPG, chemicals storage and handling business in India, which will accelerate the growth of Aegis in the terminals business and which also has the potential to allow Aegis to diversify into new areas of gas storage such as LNG and other energy projects including renewables in partnership with Royal Vopak of Netherlands (through its subsidiary Vopak India B.V).

It is therefore felt by the Board of Directors of the Company (the "Board") that the Company under continued leadership of Mr. Raj Chandaria is well poised financially and technically to take up and increase its market share and grow at a speed requisitioned by the present industrial scenario and scale up to be a leading provider of logistics and supply chain services to India's oil, gas and chemical industry in a safe and environmentally responsible manner.

In view of the above and based on the recommendation of the Nomination and Remuneration Committee, the Board has vide their resolution dated February 02, 2023 subject to the approval of the Members and Central Government reappointed Mr. Raj K. Chandaria as Managing Director of the Company for a further term of five years i.e. from 1st April, 2023 to 31st March, 2028. Brief resume of Mr. Raj K. Chandaria, nature of his expertise in specific functional areas and names of companies in which he holds directorships are provided in the **Annexure -1** of this Notice.

Mr. Raj K. Chandaria is not resident of India as envisaged in Part I of Schedule V of the Companies Act, 2013 and therefore the application seeking the approval of Central Government for his re-appointment is being made.

It is proposed to remunerate Mr. Raj K. Chandaria, Chairman as Managing Director by way of commission as per the limits recommended by Nomination and Remuneration Committee and as approved by the Board of Directors from time, annually not exceeding 5% of the Net Profit of the Company or such other prescribed limit permissible with requisite approval of the members in accordance with the provisions of Section 197 of the Act read with schedule V and other applicable provisions of the Companies Act, 2013 (as amended from time to time). As per regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), annual compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting if the remuneration exceeds prescribed limits. In compliance with the said SEBI LODR regulations and in accordance with provisions of Section 197 of the Companies Act, 2013, the remuneration may exceed the prescribed limits and the Board therefore recommends the proposed special resolution for the approval of the Members of the Company.

There shall be no written agreement in this regard and the terms will be as approved by necessary resolution of the Board / Members of the Company.

Except the appointee, Mr. Anil Kumar Chandaria and Mr. Amal Chandaria, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

### **ANNEXURE 1**

**Additional Information of Directors being appointed/re-appointed as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in order of the items mentioned in the Notice:**

Particulars	Mr. Raj K. Chandaria
DIN	00037518
Date of Birth	10 <sup>th</sup> September, 1959
Date of Appointment as Director	27 <sup>th</sup> March, 2008
Relationship with other Director/Key Managerial Personnel	<ul style="list-style-type: none"> <li>• Nephew of Mr. Anilkumar M. Chandaria</li> <li>• Father of Mr. Amal R. Chandaria</li> </ul>
Terms & conditions of appointment/re-appointment	As mentioned in the resolution and Explanatory Statement
Remuneration sought to be paid and remuneration last drawn	As approved by the Board of Directors of the Company from time to time, annually not exceeding 5% of the Net Profit of the Company or such other prescribed limit permissible with requisite approval of the members in accordance with the provisions of Section 197 of the Act read with schedule V and other applicable provisions of the Companies Act, 2013 (as amended from time to time)
Experience (including expertise in specific functional area) / Brief Resume	Provided in the Explanatory Statement to the Notice of the Meeting
Qualification	B.Sc. (Economics) from the London School of Economics, MBA from Boston University.
Directorship of other Board as on March 31, 2023	<ul style="list-style-type: none"> <li>➤ Aegis Gas (LPG) Pvt. Ltd.</li> <li>➤ Hindustan Aegis LPG Ltd.</li> <li>➤ Konkan Storage Systems (Kochi) Pvt. Ltd.</li> <li>➤ Eastern India LPG Co. Pvt. Ltd.</li> <li>➤ Sea Lord Containers Limited.</li> <li>➤ Aegis Vopak Terminals Limited</li> <li>➤ Aegis Terminal (Pipavav) Limited</li> <li>➤ CRL Terminals Private Limited</li> <li>➤ Aegis International Pte. Ltd</li> <li>➤ Aegis International Marine Services Pte. Limited</li> </ul>
Chairman/Member of the Committee of the Board of	<u>Audit Committee</u> Aegis Logistics Limited. (M)

directors of other Companies as on March 31, 2023	<u>Shareholders Relationship Committee</u> Aegis Logistics Ltd. (M)  <u>Corporate Social Responsibility Committee</u> Aegis Logistics Ltd. (C)  <u>Risk Management Committee</u> Aegis Logistics Ltd. (C)
No. of shares held in the Company	Nil
Number of Board Meetings attended during the financial year (2022-23)	6 (Six)

**By order of the Board of Directors**

Sd/-

**Monica T. Gandhi**  
Company Secretary

Place: Mumbai

Dated: February 02, 2023