



## AEGIS LOGISTICS LIMITED

Corporate Office: 1202, Tower B, Peninsula Business Park, G. K. Marg, Lower Parel (W), Mumbai - 400 013, India.  
Tel.: +91 22 6666 3666 ♦ Fax: +91 22 6666 3777 ♦ Email: ltdmktg@aegisindia.com ♦ Website: www.aegisindia.com  
July 16, 2018

To,  
The Secretary,  
Market Operations Department,  
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> Floor, Plot No.C/1,  
G Block, Bandra-Kurla Complex,  
Bandra (E), MUMBAI – 400 051

Scrip Code : 500003

Scrip Code : AEGISCHEM

Dear Sir/Madam,

**Sub.: Annual General Meeting/ Book Closure/ E-voting cut-off date**

We have to inform you of the following :

1. 61<sup>st</sup> Annual General Meeting (AGM) of the Company is scheduled to be held on Thursday, 9<sup>th</sup> August, 2018 at 11.15 a.m. at Fortune Park Galaxy, National Highway No. 8, G.I.D.C., Vapi - 396 195, Gujarat and in terms of Regulation 30(2) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") please find enclosed the Notice of the same.

2. Closure of Register of Members :

Type of Security	Book-Closure		Purpose
	From	To	
Equity	03/08/2018	09/08/2018	AGM & Final Dividend

3. In terms of Regulation 44 of SEBI LODR and Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules 2014, the Company has fixed 2<sup>nd</sup> August, 2018 as the cut-off date to record the entitlement of shareholders to cast their votes electronically for the said AGM by electronic means. Accordingly the shareholders of the Company, holding shares as on the cut-off date for e-voting i.e. 2<sup>nd</sup> August, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

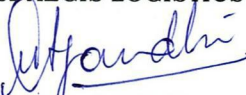
4. The Company would be availing E-voting Services of National Securities Depository Limited (NSDL). The e-voting facility will be available during the following e-voting period :

Commencement of e-voting	From 9.00 a.m. IST of 5 <sup>th</sup> August, 2018
End of e-voting	Upto 5.00 p.m. IST of 8 <sup>th</sup> August, 2018

5. For the purpose of Final Dividend Register of Members and Share Transfer Books will be closed from 3<sup>rd</sup> August, 2018 to 9<sup>th</sup> August, 2018 (both the days inclusive) and if final Dividend approved by the shareholders at the Annual General meeting, will be paid on or before 4<sup>th</sup> September, 2018.

Thanking you.

Yours faithfully,  
For AEGIS LOGISTICS LTD.

  
MONICA GANDHI  
COMPANY SECRETARY

Enc.: a/a

# Notice

NOTICE is hereby given that the 61st Annual General Meeting ('AGM') of the members of AEGIS LOGISTICS LIMITED ('Company') will be held on Thursday, 9th August, 2018 at 11.15 a.m. at Fortune Park Galaxy, National Highway No.8, G.I.D.C., Vapi - 396 195, Gujarat to transact the following business:-

## Ordinary Business

**1** To consider and adopt :

- a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors thereon.
- b. the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2018 together with the report of the Auditors thereon.

**2** To declare Final Dividend on Equity Shares @ 75 % on the face value of Re. 1 each i.e. Re. 0.75 per share and to confirm 1 (One) Interim Dividend @ 50% i.e. Re. 0.50 per share declared and paid on equity shares for the financial year 2017-18.

## Special Business

**3 Re-appointment of Mr. Anil Kumar Chandaria (DIN – 00055797) who retires by rotation at this Annual General Meeting**

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

**“RESOLVED THAT** in accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company read with Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Anil Kumar Chandaria (DIN – 00055797), who retires by rotation and eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

**4 Re-Appointment of Mr. Raj K. Chandaria (DIN - 00037518) as a Managing Director for a term of 5 (five) years w.e.f. 1st April, 2018 to 31st March, 2023**

To consider and if thought fit, to pass, 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 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, 2018 to 31st March, 2023.

**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).
Remuneration	: NIL
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 K. Chandaria shall be governed by the following terms and conditions during his tenure as a Managing Director :

- a. Mr. Raj K. 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 endeavor to promote the interest of the Company;
- b. Mr. Raj K. 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, given and imposed 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."

**5 Re-Appointment of Mr. Anish K. Chandaria (DIN - 00296538) as a Managing Director for a term of 5 (five) years w.e.f. 1st April, 2018 to 31st March, 2023**

To consider and if thought fit, to pass, 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 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. Anish K. Chandaria (DIN - 00296538) as Managing Director of the Company on continuation basis for a further term of 5 years w.e.f. 1st April, 2018 to 31st March, 2023.

**RESOLVED FURTHER THAT** the Board of Directors of the Company under its superintendence, control and direction, be and are 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. Anish K. Chandaria in his capacity as Managing Director of the Company.

**RESOLVED FURTHER THAT** Mr. Anish 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).
Remuneration	: NIL
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. Anish K. Chandaria shall be governed by the following terms and conditions during his tenure as a Managing Director:

- a. Mr. Anish K. 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 endeavor to promote the interest of the Company;
- b. Mr. Anish K. 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. Anish 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. Anish 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. Anish 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, given and imposed 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.”

#### **6 Re-Appointment of Mr. Kanwaljit S. Nagpal (DIN – 00012201), as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Kanwaljit S. Nagpal (DIN – 00012201), who was appointed as an Independent Director and who holds office of Independent Director up to the date of 31st March, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013 and to hold office for a second term of 5 (five) consecutive years on the Board of the Company w.e.f 1st April, 2019 to 31st March, 2024.

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

#### **7 Re-Appointment of Mr. Rahul Asthana (DIN – 00234247), as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rahul Asthana (DIN – 00234247) who was appointed as an Independent Director and who holds office of Independent Director up to the date of 28th May, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013 and to hold office for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. 29th May, 2019 to 28th May, 2024.

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

#### **8 Appointment of Ms. Tanvir Koreishi (DIN - 08099172) as an Independent Director**

To consider and if thought fit, to pass, the following resolution as an Ordinary 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”) and the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Tanvir Koreishi (DIN - 08099172), who has been appointed as an Additional Director (Independent) by the Board of Directors with effect from 30th March, 2018 in terms of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years w.e.f. 30th March, 2018 upto 29th March, 2023.



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

### **9 Issue of Non-Convertible Debentures on a Private Placement Basis**

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 42, 71 of the Companies Act, 2013 and other applicable provisions, if any read with the rules made thereunder, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to such other approvals, as may be required from regulatory authorities from time to time, consent of the Members be and is hereby accorded to the Board of Directors/Committee of Directors of the Company to offer, issue and allot, in one or more series/ tranches Secured or Unsecured Non-convertible Debentures/Bonds on private placement basis for an amount not exceeding Rs. 250 crores (Rupees Two Hundred and Fifty Crores only) on such terms and conditions and at such times at par or at such premium, as may be decided by the Board/Committee of Directors to such person or persons, including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, as the case may be or such other person/persons as the Board/Committee of Directors may decide so.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee thereof formed for the purpose) be and is hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors**

**Monica T. Gandhi**  
Company Secretary

Place: Mumbai  
Dated: 30th May, 2018

## **Notes**

**1** The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act), relating to the Special Business as set out in the Notice and Secretarial Standard on General Meetings (SS-2), wherever applicable, are annexed hereto.

**2** A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE ON POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxies to be valid and effective should be duly stamped, signed and deposited at the Registered Office of the Company not later than 48 hours before the commencement of the AGM. A Proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.

A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.

**3** During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a Member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

**4** Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief details of the Directors seeking re-appointment/ appointment at the ensuing Annual General Meeting are provided in the Corporate Governance Report published in this Annual Report.

**5** The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.

**6** The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.

**7** The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 3rd August, 2018 to Thursday, 9th August, 2018 (both days inclusive).

- 8** i. Subject to the provisions of the Act, dividend as recommended by the Board @ 75% i.e. Re. 0.75 per share (face value of Re.1 each), if declared at the Annual General Meeting, 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 2<sup>nd</sup> August, 2018.
- ii. Those Members who have not encashed their dividend warrants for the financial years 2010-11 to 2016-17 and interim dividends for the financial year 2017-18 are requested to return the time barred dividend warrants or forward their claims to the Company or the Registrar & Share Transfer Agents (RTA) of the Company.
- iii. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the rules made thereunder, the final dividend for the financial year 2010-11 which remains unclaimed/unpaid for a period of 7 years is due for transfer to the Investor Education and Protection Fund constituted by the Central Government. The year wise details of transfer of unclaimed dividends are given in the Corporate Governance Report.
- iv. The Ministry of Corporate Affairs has notified Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”) wherein it laid down inter alia the detailed procedure to transfer the shares to the Investor Education and Protection Fund Authority (“IEPF Authority”). Pursuant to the IEPF Rules, Members whose dividends remain unpaid/ unclaimed for a consecutive period of seven years, their equity shares would be transferred to the IEPF Authority.

In view of the above, during the year the Company has transferred 13,19,160 Equity Shares to the demat account of the Investor Education And Protection Fund held with National Security Depository Private Limited bearing Demat account details ‘IN30070810656671.

Kindly note that any cash benefit accruing on account of shares transferred to the IEPF such as dividends shall also be transferred to a bank account that has been linked to the above mentioned Demat account of the IEPF Authority.

- v. 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://www.aegisindia.com/Dividend.aspx>.
- vi. Kindly note that you can claim the said equity shares/ unclaimed dividend from IEPF Authority by filing E-form IEPF-5, once in a financial year, available on the website [www.iepf.gov.in](http://www.iepf.gov.in).

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.

**9** In terms of the Regulation 39 (4) read with Schedule VI of SEBI (Listing Obligation and Disclosure Requirements), Regulation, 2015, the list of shareholders whose share certificates lying undelivered with the Company are available on the Company's website at <http://www.aegisindia.com/Dividend.aspx> All the corporate benefits accruing on these shares will also be credited to such account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares from the Company.

**10** Pursuant to Regulation 12 of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular dated April 20, 2018, all Companies are mandated to use approved electronic mode of payment for making cash payments such as Dividend to the Members (where core banking details are available) or to print the bank account details of the Members (as per the Company's records) on the physical payment instruments (in case where the core banking details are not available or electronic payment instructions have failed or rejected by the Bank).

Hence, the Members are requested to furnish/update their bank name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with:

- i. The respective Depository Participants (DP) (in case of the shares held in Electronic Mode) or;
- ii. The RTA (in case of the shares held in Physical form).

**11** Members holding shares in demat mode may kindly note that any request for change of address or change of E-mail ID or change in bank particulars/mandates or registration of nomination are to be instructed to their Depository Participant only, as the Company or its RTA cannot act on any such request received directly from the Members holding shares in demat mode.

**12** Members holding shares in physical form are requested to lodge share transfer, transmission and intimate changes, if any, in their registered address, bank account and mandate details, residential address, E-mail ID's etc. quoting their folio number(s) to Company's RTA. Members are requested to note that as per Schedule VII of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish a copy of PAN card to the Company/RTA for registration of such transfer of shares.

**13** Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death pursuant to Section 72 of the Companies Act, 2013. The prescribed form can be obtained from the Company's RTA. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-13 to the RTA of the Company. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14 to the RTA of the Company. These forms will be made available on request.

**14** Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's RTA for consolidation into single folio.

**15** In view of the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests 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** Members are requested to:

- a. Bring their copies of the Annual Report at the time of attending the Annual General Meeting.
- b. Complete the attendance slip and deposit the same at the entrance of the meeting hall.
- c. Send their questions atleast 10 days in advance before the Annual General Meeting for any further information on accounts to enable the Company to answer their question satisfactorily.

**17** All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office and Corporate Office of the company on all working days of the company between 11:00 a.m. and 1:00 p.m. upto the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.

**18** Electronic copy of the Notice of the Meeting, inter alia, indicating the process and manner of voting through electronic means along with Attendance Slip and Proxy Form and the Annual Report 2017-18 is being sent to all the Members (except those who have requested for a physical copy of the same) whose email addresses are registered with the Company's Registrar and Share Transfer Agent/Depository Participants(s). Physical copies of the Notice of the Meeting, inter alia, indicating the process and manner of voting through electronic means along with Attendance Slip and Proxy Form and the Annual Report 2017-18 is being sent (through a permitted mode) to all those members of the Company who have not registered their email addresses or have requested for a physical copy. However, any Member may request for a physical copy of the Notice of the Meeting, Attendance Slip, Proxy Form and the Annual Report 2017-18 which will be sent by the Company to the said Member free of cost.

**19** 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 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide to the members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic voting system and the business may be transacted through such services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") is being provided by National Securities Depository Limited (NSDL).
- ii. The facility for voting electronically or through Poll Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again or change it subsequently.

- iv. The e-voting facility will be available during the following voting period:

Commencement of remote e-voting:      From 9.00 a.m. IST of 5th August, 2018

End of remote e-voting :                      Up to 5.00 p.m. IST of 8th August, 2018

During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 2nd August, 2018**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter and the facility will be blocked forthwith.

- v. The process and manner for remote e-voting are as under: NSDL
  - A. For members whose valid e-mail IDs are registered with the Company/Depository Participants(s) will receive a AGM Notice along with e-voting details from NSDL. Thereafter the following procedure is to be complied :

- i. Open e-mail and open PDF file viz. “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting then you can use your existing User ID/password for casting the vote.

(If you have forgotten your User ID/password :

- a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) Click on Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.)
- ii. Launch internet browser by typing URL: <https://www.evoting.nsd.com/>
  - iii. Click on “Shareholder – Login”
  - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vi. Home page of “remote e-voting” opens. Click on remote e-voting : Active Voting Cycles.
  - vii. Select “EVEN” of “Aegis Logistics Ltd.”
  - viii. Now you are ready for remote e-voting as “Cast Vote” page opens.
  - ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - x. Upon confirmation, the message “Vote cast successfully” will be displayed.
  - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xii. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Cast your vote electronically.
  - xiii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [naithanipcs@gmail.com](mailto:naithanipcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B. In case of members whose e-mail ID’s are not registered with the Company/Depository Participants(s) or have requested for physical copy the following procedure is to be complied:
- a. The “e-voting notice” with the user ID and password for e-voting along with process, manner and instructions for e-voting are being sent simultaneously to the members.

b. Initial password is provided in the e-voting notice for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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- c. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of 'A' as above, to cast vote. NOTE : In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DP ID + Client ID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No. + Folio No.)
- vi. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot User Details /Password' option available on the site to reset the same.
- vii. In case of any queries relating to e-voting, you may refer 'Frequently Asked Questions (FAQs) for members' and 'Remote E-voting User Manual for members' available in the 'Downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800222990 or may contact Mr. Rajiv Ranjan, Asst. Manager, M/s. National Securities Depository Ltd., E-mail ID: [rajivr@nsdl.co.in](mailto:rajivr@nsdl.co.in)/[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), Tel. No. 022–24994738/1800222990. In case of any grievances connected with the facility of e-voting, you may contact Mr. Santosh Jaiswal, Link InTime India Pvt. Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400083, Telephone : 022 - 49186270, Fax : 022 - 49186060, E-mail ID : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- viii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- ix. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- x. 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 of 2nd August, 2018.
- xi. Any person, who acquires shares of the Company (Electronically or physically) and becomes member of the Company after dispatch of the Notice of the Meeting and holding shares as of the cut-off date i.e. 2nd August, 2018, may obtain the User ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or can get in touch with Mr. Santosh Jaiswal of Link InTime India Pvt Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400083, Telephone : 022 - 49186270, Fax : 022 - 49186060 , E-mail ID : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- xii. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM either electronically or through Poll Paper.
- xiii. The Company has appointed Mr. Prasen Naithani, Practicing Company Secretary (Membership No. 3830) as the Scrutinizer to scrutinize the physical voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.
- xiv. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Poll Paper or electronically for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- xv. The Scrutinizer shall after the conclusion of voting at the annual general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting.

xvi. The Notice of the AGM shall be placed on the website of the Company till the date of AGM. The Results declared, along with the Scrutinizer's Report shall be placed on the Company's website [www.aegisindia.com](http://www.aegisindia.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. 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. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office and its Corporate Office.

**20** Route map from Vapi Railway Station (Via Station Road & Vapi - Koparli Road) to Fortune Park Galaxy, National Highway NO. 8, G.I.D.C, Vapi, Gujarat 396195 (1.2 k.m.) from Vapi (East) Railway Station.



Drive along Main Bazaar Rd/Nehru St 500m

- ↑ Head on Station Road toward Vapi – Daman Road
- ↑ Continue onto Vapi - Koparli Road
- ↪ Turn right at Hotel Sarvodaya to Fortune Park Galaxy

**By order of the Board of Directors**

**Monica T. Gandhi**  
Company Secretary

Place: Mumbai  
Dated: 30th May, 2018

## **Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2)**

### **ITEM NO. 3**

As per the provisions of the Companies Act, 2013, Mr. Anil Kumar Chandaria (DIN –00055797), presently aged 83 years retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment. However, in accordance with the SEBI (Listing Obligations and Disclosure requirements) (Amendment) Regulations, 2018 notified on 9th May, 2018, directorship of any person who has attained the age of 75 years cannot be continued unless a special resolution is passed by the members of the Company and the provision is effective 1st April, 2019. Mr. Anil Kumar Chandaria, aged 83 years, who is a B.Sc. (Economics) from London School of Economics and MBA from Harvard Business School, Cambridge, U.S.A is a Director of the Company since 1st September, 1982 and brings with him immense experience in the business of the Company. Further as the Company may not hold another general meeting of the Company shortly, it is therefore felt by the Board of Directors to continue the appointment of Mr. Anil Kumar Chandaria as a Non-executive Director of the Company and recommends the proposed item of Ordinary Business to be considered as a Special Business and pass the resolution as a Special resolution for the approval of the Members of the Company at this Annual General Meeting to give effect to the aforesaid amendment of SEBI regulations.

Except Mr. Anil Kumar Chandaria, Mr. Raj K. Chandaria and Mr. Anish K. 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 these resolution.

### **ITEM NO. 4 & 5**

The existing term of appointment of Mr. Raj K. Chandaria (aged 58 years, B.Sc (Economics) and an MBA from Boston) and Mr. Anish K. Chandaria (aged 50 years, B.A. (Economics) and an MBA from Wharton) as Managing Directors was upto 31st March, 2018.

During their term of appointment, the Company and its subsidiaries expanded the facilities at the strategic Port locations at Pipavav and Haldia. Also the new terminal facilities were set up at Kandla and Mangalore ports and achieved de-bottlenecking at its Trombay location. With all these the Company has achieved an aggregate 6,89,000 KL of liquid terminal facilities and aggregate 63,300 MT storage capacity with 5 million MT throughput capacity.

In order for the Aegis Group to maintain as well as increase its market share and further strengthen the Company's position in LPG supplies & shipping and also support the Company in building new LPG terminals to cater for the increased imports, two joint ventures were executed with ITOCHU (a Japanese trading group specializing in oil & gas, metals and other commodities and is one of the big five trading groups in Japan).

Further, Aegis Group has taken a pioneering role in the development of an extensive retail network of Auto LPG Dispensing Stations in India under the brand name "Aegis Autogas" and commercial cylinders for various segments such as Industries, Hotels and commercial applications under the brand name "Aegis Puregas".

The Company continues 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.

It is therefore felt by the Board of Directors of the Company (the "Board") that the Company under their continued leadership is well poised financially and technically to take up and complete expansions at a speed requisitioned by the present industrial scenario.

In view of the above, the Board has vide their resolution dated 2nd February, 2018 subject to the approval of Members and Central Government reappointed Mr. Raj K. Chandaria and Mr. Anish K. Chandaria as Managing Directors of the Company for a further term of five years i.e. from 1st April, 2018 to 31st March, 2023.



Mr. Raj K. Chandaria and Mr. Anish K. Chandaria are 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 their re-appointment has already been made.

It is proposed to remunerate Mr. Raj K. Chandaria and Mr. Anish K. Chandaria as Managing Directors by way of commission within the limits specified under the Companies Act, 2013.

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.

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 notified on 9th May, 2018, annual compensation payable to executive directors who are promoters or members of the promoter group shall be subject to the approval of shareholders by special resolution in general meeting if such annual remuneration exceeds the prescribed limits specified therein and the provision is effective from 1st April, 2019.

The Board therefore recommends the proposed special resolution(s) for the approval of the Members of the Company.

Brief resume of Directors appointed under item nos. 4 and 5 and their nature of their expertise in specific functional areas and names of Companies in which he holds directorships and memberships are provided in the Corporate Governance Report forming part of the Annual report.

Except the appointees and Mr. Anil Kumar 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 these resolutions.

## **ITEM NO. 6 & 7**

Mr. Kanwaljit S. Nagpal (DIN - 00012201) and Mr. Rahul Asthana (DIN - 00234247) were appointed as Independent Directors on the Board of the Company from 1st April, 2014 to 31st March, 2019 and from 29th May, 2014 to 28th May, 2019 respectively 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, have recommended reappointment of Mr. Kanwaljit S. Nagpal and Mr. Rahul Asthana for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr. Kanwaljit S. Nagpal & Mr. Rahul Asthana would be beneficial to the Company. Accordingly, it is proposed to re-appoint Mr. Kanwaljit S. Nagpal and Mr. Rahul Asthana for a second term of five years from 1st April, 2019 to 31st March, 2024 and 29th May, 2019 to 28th May, 2024 respectively.

The Company has received declarations from Mr. Kanwaljit S. Nagpal & Mr. Rahul Asthana that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Kanwaljit S. Nagpal & Mr. Rahul Asthana fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations.

Brief resume of Directors appointed under item no: 6 and 7 and their nature of their expertise in specific functional areas and names of Companies in which he holds directorships and memberships are provided in the Corporate Governance Report forming part of the Annual report.

Copy of draft letters of appointment of Mr. Kanwaljit S. Nagpal & Mr. Rahul Asthana setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company from 11.00 am to 1.00 pm during the normal working days.

Except the appointees, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the Special Resolutions set out at Item Nos. 6 and 7 of the Notice for approval by the members.

## **ITEM NO.8**

As per the provisions of Section 149 of the Companies Act, 2013 read with rules made there under and pursuant to regulation 17 of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, the Company should have atleast one woman director.

In view of the above, the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee have appointed Ms. Tanvir Koreishi as an Additional Director (Category: Independent) of the Company with effect from 30th March, 2018.

In terms of the provisions of Section 161 of the Act, Ms. Tanvir Koreishi would hold office up to the date of the ensuing Annual General Meeting.

Ms. Tanvir Koreishi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. Based on the declarations received from Ms. Tanvir Koreishi in terms of section 149(7) of the Companies Act, 2013, the Board is of the opinion that she meets with the criteria of independence and she possesses appropriate skills, experience and knowledge, inter alia, in the field of Corporate Affairs. She has almost four decades work experience in the field of Corporate Communication and Affairs and worked in Senior Management positions in various Corporates. She is presently providing Management Consultancy services to the Corporates.

Brief resume of Ms. Tanvir Koreishi, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Ms. Tanvir Koreishi is appointed as an Independent Director.

Copy of the draft letter for appointment of Ms. Tanvir Koreishi as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company from 11.00 am to 1.00 pm during the normal working days.

Save and except Ms. Tanvir Koreishi none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

## **ITEM NO.9**

Pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013 read with the Rules made thereunder, any offer or invitation to subscribe to securities on a private placement basis is required to be approved by the members by way of special resolution once in a year for all the offer/issuance of Non-Convertible Debentures (NCDs) to be made during the year.

In view of the aforesaid provisions the Board may, at an appropriate time, consider offering or inviting subscriptions for secured/unsecured Non-Convertible Securities, including but not limited to NCDs, in one or more series/tranches on private placement basis, issuable/redeemable at par, in order to augment long-term resources for financing inter alia the ongoing capital expenditure and for general corporate purposes upto an amount not exceeding Rs. 250 crores (Rupees Two Hundred and Fifty crores only). The said limit of Rs. 250 crores (Rupees Two Hundred and Fifty crores only) shall be within the overall borrowing limit under Section 180(1)(c) of the Companies Act, 2013, as approved by the members at 57th Annual General Meeting of the Company held on 31st July, 2014.

Accordingly, approval of the Members is being sought by way of special resolution as set out at Item No. 9 of this Notice, authorising the Board to issue Non-Convertible Securities, including but not limited to NCDs, up to an aggregate amount not exceeding Rs. 250 crores (Rupees Two Hundred and Fifty crores only) on a private placement basis, at par or at premium and at such interest rate as may be appropriate considering the prevailing money market conditions at the time of the issuance of such securities, during a period of one year from the date of passing this resolution.

None of the Directors and Key Managerial Personnel (KMP) or their relatives are, in any way, concerned or interested in the said resolution at Item No. 9 of the accompanying notice.

The Board recommends the Special Resolution as set out in Item No. 9 of the Notice for approval of the members.

**By order of the Board of Directors**

**Monica T. Gandhi**  
Company Secretary

Place: Mumbai  
Dated: 30th May, 2018