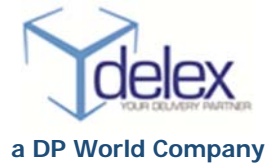


DELEX CARGO INDIA PRIVATE LIMITED



Annual General Meeting for Financial year 2020- 2021

Date : September 23, 2021

Day : Thursday

Time : 2:00 P.M

Venue: Darabshaw House, Level 1, Soorji Vallabhdas Marg, Ballard estate, Mumbai, MH, 400 001

DELEX CARGO INDIA PRIVATE LIMITED

NOTICE

Notice is hereby given that the 12th Annual General Meeting of the Members of **DELEX CARGO INDIA PRIVATE LIMITED** will be held on Thursday September 23, 2021, at 2:00 p.m at Darabshaw House, Level 1, Soorji Vallabhdas Marg, Ballard estate, Mumbai, MH, 400 001 to transact the following business to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the Reports of the Board of Directors' and Auditors thereon;

SPECIAL BUSINESS

2. **To approve appointment of Mr. Devang Bhupendrakumar Mankodi (DIN: 00139006) as a Director of the Company.**

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

"RESOLVED THAT, pursuant to the provisions of Sections 152(5), 164(2) and 161(1) and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules made there under (including any amendment thereto or re-enactment thereof) ("Act") and in accordance with the Articles of Association of the Company, Mr. Devang Bhupendrakumar Mankodi (DIN: 00139006) who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 17, 2021 be and is hereby appointed as Director of the Company."

3. **To approve appointment of Mr. Gaurav Khanna (DIN: 08192362) as a Director of the Company.**

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

"RESOLVED THAT, pursuant to the provisions of Sections 152(5), 164(2) and 161(1) and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules made there under (including any amendment thereto or re-enactment thereof) ("Act") and in accordance with the Articles of Association of the Company, Mr. Gaurav Khanna (DIN: 08192362) who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 17, 2021 be and is hereby appointed as Director of the Company."

4. **To approve appointment of Ms. Aparna Chablani (DIN: 03084850) as a Director of the Company.**

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

"RESOLVED THAT, pursuant to the provisions of Sections 152(5), 164(2) and 161(1) and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules made there under (including any amendment thereto or re-enactment thereof) ("Act") and in accordance with the Articles of Association of the Company, Ms. Aparna Chablani (DIN:

03084850) who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 17, 2021 be and is hereby appointed as Director of the Company .”

5. To approve granting of loans or giving of guarantee/security in connection with the loan(s) under section 185 of the Companies Act, 2013

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

“**RESOLVED THAT** in accordance with the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any amendment thereto or re-enactment thereof) (“Act”), and subject to such consents, permissions, approvals as may be required in that behalf, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (Hereinafter referred as “Board”, which term shall deemed to include, unless the context otherwise required, any committee of the Board or any director(s,) or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for granting of loans and/or advances in one or more tranches from time to time including loan represented by way of book debt to, and/or giving guarantee(s), and /or providing of security(ies) in connection with any loan taken or to be taken by any entity which is a group Company or body corporate as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company upto the maximum amount of Rs. 50 Crores (Rupees Fifty Crores) outstanding at any point of time subject to a maximum of Rs. 15 Crore per Company at a time, notwithstanding that the aggregate amount of all the loans / inter corporate deposits / guarantees / corporate guarantees / security / so far made together with the proposed loans / guarantees / corporate guarantees / security to be made within the overall limit of INR 50 Crores.

RESOLVED FURTHER THAT the powers be delegated to the Board and the Board be and is hereby authorised to negotiate and finalise the terms and condition of the aforesaid Loan/guarantee/security and to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign, execute and to submit deeds, applications, agreements, amendments, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**By Order of the Board of Directors
For Delex Cargo India Private Limited**

**Vinita Dandwani
Company Secretary
M. No. : A40879**

Date : September 22, 2021

Place : Mumbai

Registered Office Address:

NDR Estates,110,GMT Kanakkachatram
Madhavaram Chennai TN 600110 IN

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (“The Meeting”) is also entitled to appoint a proxy to attend and, on a poll, to vote instead of himself. Such proxy need not be a member of the Company.
2. The instrument appointing a Proxy to be effective must be lodged at the Registered Office of the Company at least 48 hours before the commencement of the Meeting.
3. A person can act as proxy on behalf of members not exceeding fifty (50) 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 a proxy and such person shall not act as proxy for any other person or shareholder. A Proxy form is sent therewith.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the board resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
5. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts.
6. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in Which Directors are Interested shall be available for the inspection at the Meeting.
8. The relative Explanatory Statement pursuant to section 102 (2) of the Companies Act 2013 relating to the special business to be transacted at the meeting is annexed thereto.
9. In terms of the requirements of the Secretarial Standards -2 on “General Meetings” issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2, 3 and 4.

The Members are hereby informed that the Company's holding company "Continental Warehousing Corporation (Nhava Seva) Limited" was converted into a Private Company with effect from December 15, 2020. Pursuant to the conversion of the holding company into a private limited company, the Company shall be treated as a private Company and hence the provisions of Companies Act 2013 read with rules made thereunder as applicable to private Companies are applicable to the Company effective December 15, 2020.

Consequent to the Company becoming a Private Limited Company, the Company is not mandatorily required to have Independent Directors on the Board. Accordingly, Mr. Devang Bhupendrakumar Mankodi Mr. Gaurav Khanna and Ms. Aparna Chablani, resigned as an Independent Directors with effect from February 17, 2021.

The Company has received, consent to act as directors of the Company in Form DIR-2 from Mr. Devang Bhupendrakumar Mankodi Mr. Gaurav Khanna and Ms. Aparna Chablani and the relevant documents are available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The Board of Directors of the Company approved their appointment as Additional Directors at its Board meeting held on February 17, 2021.

In terms of Section 161 of the Companies Act, 2013, Mr. Devang Bhupendrakumar Mankodi, Mr. Gaurav Khanna and Ms. Aparna Chablani holds office upto the date of this Annual General Meeting and is eligible for appointment as Directors.

Approval of the members of the Company in Annual General Meeting is therefore sought for appointment of Mr. Devang Bhupendrakumar Mankodi Mr. Gaurav Khanna and Ms. Aparna Chablani as Directors of the Company.

Further required details as per Secretarial Standard SS-2 of the proposed directors are as follows:

Name of the Director	Devang Mankodi
Director Identification Number	00139006
Age	52 years
Qualification	CA & CWA
Experience	More than 20 years
Terms & Condition of appointment	As may be approved by the Board
Remuneration	NA
Remuneration last drawn	N.A
Date of appointment	Date of AGM
No of shares held in the Company	NIL
Inter-se relationship with other Directors/Mangers/Key Managerial Personnel	NIL
No of meetings attended during the financial year	Four (4) Board meeting attended during FY 2020-2021

Directorship, membership / chairmanship of committees of the other Boards	<p>Director in following Companies:</p> <ol style="list-style-type: none"> 1. Nhava Sheva (India) Gateway Terminal Private Limited 2. Cargoes Technology (India) Private Limited (Formally Known as Dubai Ports And Free Zones International (India) Private Limited) 3. Hindustan Ports Private Limited 4. Container Rail Road Services Private Limited 5. Visakha Container Terminal Private Limited 6. Chennai Container Terminal Private Limited 7. Nhava Sheva International Container Terminal Private Limited 8. India Gateway Terminal Private Limited 9. Mundra International Container Terminal Private Limited 10. Integrated Chennai Business Park (India) Private Limited 11. Integrated Mumbai Business Park (India) Private Limited 12. Continental Multimodal Terminals Private Limited 13. Continental Warehousing Corporation (Nhava Seva) Private Limited 14. Delex Cargo India Private Limited 15. Kribhco Infrastructure Private Limited
---	--

Name of the Director	Mr. Gaurav Khanna
Director Identification Number	08192362
Age	43 years
Qualification	MBA, Finance
Experience	More than 10 years
Terms & Condition of appointment	As may be approved by the Board
Remuneration	NA
Remuneration last drawn	N.A
Date of appointment	AGM Date
No of shares held in the Company	NIL
Inter-se relationship with other Directors/Mangers/Key Managerial Personnel	NIL
No of meetings attended during the financial year	Three (3) Board meeting attended during FY 2020-2021
Directorship, membership / chairmanship of committees of the other Boards	<p>Director in following Companies:</p> <ol style="list-style-type: none"> 1. Continental Multimodal Terminals Private Limited 2. Continental Warehousing Corporation (Nhava Seva) Private Limited 3. Delex Cargo India Private Limited 4. Kribhco Infrastructure Private Limited

	5. Winter Logistics Private Limited
--	-------------------------------------

Name of the Director	Ms. Aparna Chablani
Director Identification Number	03084850
Age	52 years
Qualification	Company Secretary and LLB
Experience	More than 25 years
Terms & Condition of appointment	As may be approved by the Board
Remuneration	NA
Remuneration last drawn	N.A
Date of appointment	Date of AGM
No of shares held in the Company	NIL
Inter-se relationship with other Directors/Mangers/Key Managerial Personnel	NIL
No of meetings attended during the financial year	Four (4) Board meeting attended during FY 2020-2021
Directorship, membership / chairmanship of committees of the other Boards	Director in following Companies: 1. Mundra International Container Terminal Pvt. Ltd. 2. Integrated Chennai Business Park (India) Pvt. Ltd. 3. Container Rail Road Service Pvt. Ltd. 4. Continental Multimodal Terminals Private Limited 5. Delex Cargo India Private Limited

Your Directors recommend passing of Ordinary Resolution for appointment of Mr. Devang Bhupendrakumar Mankodi, Mr. Gaurav Khanna and Ms. Aparna Chablani as Directors.

Mr. Devang Bhupendrakumar Mankodi Mr. Gaurav Khanna and Ms. Aparna Chablani, may be deemed to be interested in this resolution in so far as the same related to his appointment, otherwise none of the director of your company is concerned or interested , financially or otherwise either directly or indirectly in any manner in the proposed Ordinary resolution as set out at item No. 2,3 and 4 of the notice.

Item No. 5:

As per Section 185 of the Companies Act 2013 ("The Act) read with rules made there under, the Company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the approval of the Members

The members are advised that Company may be required to give loans, Inter Corporate Deposits, give any guarantee or provide security to any group Company or body corporate under section 185 of the Act in connection with a loan so made from time to time in the best interest of the Company and in compliance with the Act and the rules made thereunder

Approval of the members of the Company in Annual General Meeting is therefore sought under section 185 of the Act to advance any loan, including any loan represented by book debt, any other body corporate(s) or to give guarantee or provide any security in connection with any loans etc. raised by its group company(ies) for an amount upto the maximum of Rs. 50 Crores (Rupees Fifty Crores) outstanding at any point of time.

Directors, to the extent of their directorships in group companies, are deemed to be interested in the Resolution as set out at Item No. 5 of the Notice.

Your Directors recommend the Resolution set out at Item No. 5 as Special Resolution for approval of the members.

Form MGT-11**Proxy form**

Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014.

CIN: U74900TN2009PTC071996
Name of the Company: Delex Cargo India Private Limited
Registered Office: NDR Estates, 110, GMT Kanakkachatram Madhavaram, Chennai, Tamil Nadu - 600110.

Name of the member(s):
Registered Address:
E-mail Id:
Folio No./Client Id:
DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1.	Name:		
	Address:	Signature	
	E-mail Id:		
2.	Name:		
	Address:	Signature	
	E-mail Id:		
3.	Name:		
	Address:	Signature	
	E-mail Id:		

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Thursday September 23, 2021, at 2:00 p.m at Darabshaw House, Level 1, Soorji Vallabhdas Marg, Ballard estate, Mumbai, MH, 400 001 at and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions
1	To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the Reports of the Board of Directors' and Auditors thereon.
2.	To approve appointment of Mr. Devang Bhupendrakumar Mankodi as a Director of the Company
3	To approve appointment of Mr. Gaurav Khanna as a Director of the Company
4	To approve appointment of Ms. Aparna Chablani as a Director of the Company
5	To approve granting of loans or giving of guarantee/security in connection with the loan(s) under section 185 of the Companies Act, 2013

Signed this ___ day of _____ 2020

Affix Revenue Stamp

Signature of shareholder : _____

Signature of Proxy holder(s): _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

DELEX CARGO INDIA PRIVATE LIMITED

Registered Office: NDR Estates, 110, GMT Kanakkachatrammadhavaram, Chennai, Tamil Nadu - 600110.

Members Folio Number _____ **No. of shares held** _____

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the Annual General Meeting of the Members of the Company to be held on Thursday September 23, 2021, at 2:00 p.m at Darabshaw House, Level 1, Soorji Vallabhdas Marg, Ballard estate, Mumbai, MH, 400 001 and at any adjourned meeting thereof.

Shareholders/Proxy's Signature _____

Shareholders/Proxy's full name _____

(In block letters)

Folio No./ Client ID _____

No. of shares held _____

Note:

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

ROUTE MAP

