



SEA LORD CONTAINERS LIMITED

(Subsidiary of Aegis Logistics Limited)

Regd. Office : 502 Skylon, G.I.D.C. Char Rasta, Vapi 396 195, Gujarat
Works: Ambapada, Mahul Village, Near BPCL Refinery Main Gate,
Chembur, Mumbai 400 074 Tel: +91 22 2553 5523/ 25535524
Fax: + +91 22 25546093/ CIN: L21029GJ1979PLC034027

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies
(Management and Administration) Rules, 2014)

To
The Member(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactments thereof for the time being in force) to the members of the Company, to consider and if thought fit, to pass the resolution noted herein as an Ordinary Resolution by way of Postal Ballot.

The said resolution and the explanatory statement are being sent to you along with a Postal Ballot Form (the "Form") and self addressed, postage pre-paid envelope for your consideration and voting.

The Board of Directors of the Company (the "Board") have appointed Mr. Prasen Naithani, Practicing Company Secretary, as the scrutinizer (the "Scrutinizer") for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed overleaf in the Form and accordingly exercise the voting rights physically by returning the Form duly completed in the enclosed self-addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before the close of the working hours i.e. 6.00 p.m. on Monday, September 28, 2015.

The Scrutinizer will submit his report to the Chairman and in his absence to any Director of the Company after completion of scrutiny of Postal Ballot Forms received. The result of voting by Postal Ballot will be declared on Monday, October 5, 2015 at 4.00 p.m. at the Registered Office of the Company at 502, Skylon, G.I.D.C. Char Rasta, Vapi 396 195, Valsad and the said date of declaration of result of Postal Ballot will be taken to be the date of passing of the Resolution.

The result will also be published in the newspapers viz. Free Press Journal (in English) and Daman Ganga Times (in Gujarati).

ORDINARY RESOLUTION REGARDING APPOINTMENT OF MR. ANISH K. CHANDARIA AS MANAGING DIRECTOR

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

"RESOLVED THAT in accordance with the provisions of the sections 196, 203 of the Companies Act, 2013 (the "Act") read with Schedule V and all other applicable provisions, if any of the Act and subject to the approval of the Central Government, if necessary, Mr. Anish K. Chandaria, not being a resident of India as envisaged in Part I of Schedule V of the Act, be and is hereby appointed as Managing Director of the Company for a term of 5 years w.e.f. August 11, 2015 till August 10, 2020 at Nil remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board") under its superintendence, control and directions, be and is hereby authorized to delegate, entrust, modify and ratify substantial powers of the management of the business and affairs of the Company from time to time, to Mr. Anish K. Chandaria in his capacity as Managing Director of the Company.

RESOLVED FURTHER THAT the appointment of Mr. Anish K. Chandaria shall be governed by the following terms and conditions during his tenure as Managing Director:

- Mr. Anish K. Chandaria, unless prevented by ill health or 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. Anish K. Chandaria will be entitled to reimbursement of expenses incurred regarding 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.
- c. Mr. Anish K. Chandaria shall not, during his tenure, without the 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 except his appointment as Managing Director in Aegis Logistics Limited and shall not divulge any trade secret or confidential information concerning the business of the Company.
- d. Mr. Anish K. Chandaria shall not during his tenure, without the consent of the Board, become interested or otherwise be concerned, directly or indirectly, or through wife and/or relatives in any selling agency of the Company without prior approval of the Company.
- e. 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.

RESOLVED FURTHER THAT any Directors 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 required for the purpose and complete related formalities required to give effect to the aforesaid resolutions."

By Order of the Board of Directors
For **Sea Lord Containers Ltd.**

Sd/-

Place : Mumbai
Dated : August 11, 2015

Raj K. Chandaria
Chairman

NOTES:

1. Only a shareholder who is entitled to vote is entitled to exercise his/her vote through Postal Ballot. Voting Rights of every member shall be reckoned on the paid-up value of shares whose names shall appear in the Register of Members as on August 14, 2015 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
2. Member's voting rights shall be in proportion to his/her share of the paid up equity share capital of the Company.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set out above is annexed hereto.
4. Postal Ballot Form and Self-addressed postage prepaid envelope are being sent to the members along with physical copy of the notice.

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

Mr. Anish K. Chandaria, B.A. (Economics) from Cambridge University and MBA from Wharton School, USA who has been the Director of the Company w.e.f. June 19, 2006 and who is also a Managing Director & CEO of Aegis Logistics Limited, the Company's Holding Company, has been spearheading the Group for last many years and has rich experience in the areas of Oil & Gas. Through his leadership, Group widened its horizons including overseas operations and made significant growth in Autogas business.

In view of the significant contribution made by Mr. Anish K. Chandaria in the Company, the Board of Directors have vide resolution dated August 11, 2015 unanimously appointed Mr. Anish K. Chandaria as Managing Director of the Company for a term of five years i.e. from August 11, 2015 to August 10, 2020 subject to the approval of Members and Central Government.

The powers of the management of the business and affairs of the Company delegated by the Board to Mr. Anish K. Chandaria include *inter-alia*:

- To interact with executives/officers and direct them for maximizing profits.
- To engage, retain, employ, authorize and remunerate employees, experts, advisors, consultants or professional advisors as may be considered necessary and expedient.

- To delegate the powers of management of specific affairs of the Company entrusted with the Managing Director and for that purpose execute such power of attorney, affidavits, letter of authority as may be necessary or expedient for the purpose in favour of any officer, on behalf of the Company.
 - To purchase, sell, take on hire or otherwise deal with the equipments, plant & machinery, vehicles, furniture & fixtures and all such other assets as may be required for the purpose of the business of the Company within an overall financial limit of Rs.500 lacs in any individual transaction and to incur capital expenditure during any financial year within the limits specified by the Board.
 - To negotiate with trade unions or group of employees and to represent the Company in matters relating to employees of the Company before courts, tribunals or other statutory authorities including the power to delegate the authority in favour of any officer of the Company.
 - To effect and maintain insurance on moveable or immoveable properties of the Company and insurance against loss and liability generally.
 - To open and operate any banking or other account and to draw, make, accept, execute, endorse, discount negotiate, retire, pay, satisfy and assign cheques, drafts, bills of exchange, promissory notes, hundis, interest warrants and other negotiable or transferable instruments or securities.
 - To open bank Accounts including Current Accounts, Fixed Deposit Accounts with Banks and/or Mutual Funds for availing various facilities viz. General Banking, investment of funds, Forward Cover regarding Forex transactions, payment of Interest Warrants and Dividend Warrants, Escrow arrangements regarding specific transactions, insertion and deletion of signatories, increase the signing limit of signatories for operating Bank / Mutual Fund Account(s) etc. and to close the Bank and Mutual Fund Account(s) upon completion of the transaction.
 - To avail Corporate Internet Banking Service over Internet Channel with the banks and to accept terms of service for the same.
 - To borrow moneys with or without security, for the purpose of the business of the Company, subject to the approvals of the Company as required under section 180(1)(c) of the Companies Act, 2013 and approval of the Board as required under section 179 of the Companies Act, 2013 and subject further to such maximum limit as the Board may impose from time to time while giving such approval.
 - To enter into contracts for and on behalf of the Company subject to compliance with the provisions of the Companies Act, 2013, wherever necessary.
 - To appoint distributors for the sale of the products of the Company subject to prior approval of the Board whenever necessary.
 - To enter into and become party to and to sign and execute all deeds, instruments, contracts, receipts and all other documents or writings on behalf of the Company.
 - To become party to and to present for registration and admit execution of and to do every act, matter or thing necessary or proper to enable registration on behalf of the Company of all deeds, instruments, contracts, agreements, receipts and all other documents whatsoever.
 - To institute, defend, prosecute, conduct, compound, refer to arbitration and abandon and to compromise legal or other proceedings, claims and disputes by or against the Company or in which the company may be concerned or interested.
 - To 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 and further subject to the superintendence, control and direction of the Board, he shall have the general control, management and superintendence of the business of the Company.
 - And generally to make all such arrangements and to do all such acts, deeds, matters and things on behalf of the Company as may be usual, necessary or expedient in the conduct and management of business and as are not by the Act or by the Memorandum and Articles of Association of the Company expressly required to be done by the Company in general meeting or by the Board.
- Mr. Anish K. Chandaria is not a 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 appointment is being made for approval of his appointment.
- There shall be no written agreement in this regard and the terms will be as approved by necessary resolution along with the explanatory statement of the Members of the Company. Kindly treat this as a written memorandum setting out the terms of appointment as required under section 190 of the Companies Act, 2013.

Brief resume and other Directorships/ committee membership details of Mr. Anish K. Chandaria are as under:

Name of the Director	Mr. Anish K. Chandaria
DIN	00296538
Date of Birth	17/09/1967
Date of Appointment as Director	19/06/2006
Qualification	B.A. (Eco), MBA
Brief resume & Expertise in specific functional areas	Mr. Anish K. Chandaria, 48 years of age, is a Graduate from Cambridge University and is a MBA from the Wharton School, USA. He has experience in the Oil & Gas Industry and in Financial Management.
*Directorships in other Public Limited Companies (excludes directorships in private companies, foreign companies and section 8 companies)	<ul style="list-style-type: none"> > Aegis Logistics Ltd. > Aegis Gas (LPG) Pvt. Ltd. > Hindustan Aegis LPG Ltd. > Konkan Storage Systems (Kochi) Pvt. Ltd. > Eastern India LPG Co. Pvt. Ltd. > Aegis Terminal (Pipavav) Ltd. > Aegis LPG Logistics (Pipavav) Ltd.
*Committee Positions held in Companies (including Sea Lord Containers Limited) C - Chairman M - Member	Audit Committee <ul style="list-style-type: none"> > Sea Lord Containers Ltd. (M) > Hindustan Aegis LPG Ltd. (C)

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

Except for Mr. Raj K. Chandaria and Mr. Anish K. Chandaria, none of the Directors or Key Management Personnel or their relatives are concerned or interested in the aforesaid resolution.

By Order of the Board of Directors
For **Sea Lord Containers Ltd.**

Sd/-

Place : Mumbai
Dated : August 11, 2015

Raj K. Chandaria
Chairman