



AEGIS LOGISTICS LIMITED

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

August 12, 2015

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, 5th Fl., Plot No.C/1,
G Block, Bandra-Kurla Complex,
Bandra (E),
MUMBAI – 400 051.

Scrip Code: 500003

Scrip Code: AEGISCHEM

Dear Sir,

**Sub: Proceedings of Annual General Meeting held on 11th August, 2015
pursuant to clause 31 of the Listing Agreement**

The 58th Annual General Meeting (AGM) of the Members of the Company was held on Tuesday, 11th August, 2015, at Fortune Park Galaxy, National Highway No. 8, G.I.D.C., Vapi - 396 195, Gujarat.

In absence of the Chairman Ms. Kapoorchand M. Chandaria, Mr. Raj K. Chandaria, Vice Chairman & Managing Director chaired the proceedings of the meeting.

Total 44 members (including authorized representatives) attended the meeting as per the records of attendance. As necessary quorum was present, the Chairman called meeting to order.

The Chairman delivered Chairman Speech giving an overview of the financial performance of the company for the financial year ended 31st March, 2015 and future outlook. The printed copy of the Chairman's speech was also distributed to the members attending the meeting.

The Chairman announced that there were no qualifications, observations or comments on financial transactions or matters which have adverse effect on the functioning of the Company mentioned in the Auditors' Report on the Financial Accounts for the year ended 31st March, 2015

The Chairman informed the Members that pursuant to the provisions of section 108 of Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the Members of the Company in respect of business to be transacted at the Annual General Meeting and appointed Mr. Prasen Naithani, Practicing Company Secretary as a Scrutiniser. The e-voting commenced at 9.00 a.m. on 7th August, 2015 and ended at 5.00 p.m. IST on 10th August, 2015.

The Chairman further informed the Members that the Company has arranged for a poll on all resolutions for those members present who had not casted their vote electronically. Thereafter all the 7 resolutions were proposed and seconded.

Thereafter the Chairman ordered the poll to be taken at the meeting and appointed Mr. Prasen Naithani, Practicing Company Secretary as the Scrutinizer for the poll process and requested for an orderly conduct of the voting in a fair and transparent manner. The Chairman informed that combined result of e-voting and the poll will be promptly

CIN No. L63090GJ1956PLC001032

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

communicated to BSE Ltd. and National Stock Exchange of India Ltd. and will be simultaneously uploaded on the website of the Company within 48 hours of the meeting.

Accordingly, the Company has received the Scrutinizers's Report on combined result of e-voting and poll wherein all the resolutions put up for voting at the AGM were passed with requisite majority. The resolutions briefly related to:

- 1. Adoption of Accounts (Ordinary Resolution):**
The Members adopted Audited Balance Sheet (Standalone & Consolidated) as at 31st March, 2015, Statement of Profit and Loss for the year ended on that date and Cash Flow Statement together with Directors & Auditors Report thereon;
- 2. Confirmation of Interim Dividend paid on equity shares for the year 2014-15 as Final Dividend (Ordinary Resolution):**
The Members confirmed the 3 (three) Interim Dividend paid during the financial year ended 31st March, 2015, aggregating to total dividend of 75% i.e. Rs. 7.5 per share for the year 2014-15 as Final Dividend;
- 3. Re-appointment of Director (Retiring by rotation) (Ordinary Resolution):**
Mr. Kapoorchand M. Chandaria (DIN - 00296538), Director who retired by rotation and being eligible for re-appointment, was re-appointed as Director of the Company;
- 4. Ratification of appointment of Statutory Auditors (Ordinary Resolution):**
M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, having Firm Registration No.117366W/W-100018 were ratified for appointment as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM of the Company and at remuneration to be determined by Audit Committee and finalised by Board of Directors.
- 5. Sub-division of Equity Shares (Ordinary Resolution):**
The Members approved the sub-division of one equity share of nominal value of Rs. 10/- each into ten equity shares of nominal value of Re.1/- each, fully paid up.
- 6. Amendment to clause V of the Memorandum of Association (Ordinary Resolution):**
The Members approved the amendment to clause V of the Memorandum of Association consequent to Sub-division of Equity Shares of the Company.
- 7. Amendment to Article 3(1) of the Artcles of Association (Special Resolution):**
The Members approved the amendment to article 3(1) of the Articles of Association consequent to Sub-division of Equity Shares of the Company.

The Voting results of the Company as per Clause 35A of the Listing Agreement are being simultaneously submitted.

Kindly take the same on record.

Thanking you.

Yours faithfully,
For AEGIS LOGISTICS LTD.


MONICA GANDHI
DY. GENERAL MANAGER - COMPANY SECRETARY

Encl : As above



AEGIS LOGISTICS LIMITED

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Date: August 12, 2015

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, 5th Fl., Plot No.C/1,
G Block, Bandra-Kurla Complex,
Bandra (E),
Mumbai – 400 051.

Scrip Code: 500003

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Re.: Clause 35A of the Listing Agreement – Voting Results

Voting results of the business transacted at the Annual General Meeting held on 11th August, 2015 in accordance with Clause 35A of the Listing Agreement is as under:

Sr.No.	Description	Particulars		
A	Date of the AGM	11 th August, 2015		
B	Book Closure Date E-voting record Date	5 th August, 2015 to 11 th August, 2015 4 th August, 2015		
C	Total No. of Shareholders on record Date	22,797		
D	No. of Shareholders present in the meeting either in person or through proxy			
	Shareholders	In Person	Proxy	Total
	Promoters and Group	3	-	3
	Public	41	-	41
	Total	44	-	44
E	No. of Shareholders attended the meeting through Video Conferencing	Not Applicable		
	Shareholders	In Person	Proxy	Total
	Promoters and Group			
	Public			
	Total			

The Annual General Meeting of the Members of the Company was held on Tuesday, 11th August, 2015 at 11.30 a.m. at Fortune Park Galaxy, National Highway No.8, G.I.D.C., Vapi - 396 195. The mode of voting was by way of E-voting and poll.

Request you to kindly take the same on record.

Thanking you.

Yours faithfully,
For AEGIS LOGISTICS LTD.

MONICA GANDHI
DY. GENERAL MANAGER - COMPANY SECRETARY

Encl : As above

AEGIS LOGISTICS LIMITED (CIN : L63090G1956PLC001032)
Clause 35A (Physical and e-Voting)

Resolution 1 - To consider and adopt:
a. Audited Financial Statements, Reports of the Board of Directors and Auditors thereon.
b. Audited Consolidated Financial Statements and Report of the Auditors thereon.

	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter/Public	4	21019609	21019609	100.000000	21019609	0	100.000000	0.000000
Promoter and Promoter Group	14	5051601	2767517	54.784948	2767517	0	100.000000	0.000000
Public – Institutional holders	90	7328790	119642	1.632493	119609	33	99.972418	0.027582
Public-Others	108	33400000	23906768	71.577150	23906735	33	99.999862	0.000138

AEGIS LOGISTICS LIMITED (CIN : L63090G1956PLC001032)
Clause 35A (Physical and e-Voting)

Resolution 2 - Confirmation of Interim Dividend paid on equity shares for the year 2014-15 as final dividend

	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter/Public	4	21019609	21019609	100.000000	21019609	0	100.000000	0.000000
Promoter and Promoter Group	16	5051601	3144377	62.245158	3144377	0	100.000000	0.000000
Public – Institutional holders	90	7328790	119642	1.632493	119606	36	99.969910	0.030090
Public-Others	110	33400000	24283628	72.705473	24283592	36	99.999852	0.000148

AEGIS LOGISTICS LIMITED (CIN : L63090G1956PLC001032)
Clause 35A (Physical and e-Voting)

Resolution 3 - Appointment of Mr. Kapoorchand M. Chandaria, who retires by rotation

	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter/Public	4	21019609	21019609	100.000000	21019609	0	100.000000	0.000000
Promoter and Promoter Group	16	5051601	3144377	62.245158	2682802	461575	85.320622	14.679378
Public – Institutional holders	90	7328790	119642	1.632493	119469	173	99.855402	0.144598
Public-Others	110	33400000	24283628	72.705473	23821880	461748	98.098521	1.901479

AEGIS LOGISTICS LIMITED (CIN : L63090G1956PLC001032)
Clause 35A (Physical and e-Voting)

Resolution 4 - Ratify the appointment of Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors and fixing their remuneration

	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter/Public	4	21019609	21019609	100.000000	21019609	0	100.000000	0.000000
Promoter and Promoter Group	16	5051601	3144377	62.245158	3144377	0	100.000000	0.000000
Public – Institutional holders	89	7328790	119392	1.629082	119340	52	99.956446	0.043554
Public-Others	109	33400000	24283378	72.704725	24283326	52	99.999786	0.000214

AEGIS LOGISTICS LIMITED (CIN : L63090GJ1956PLC001032)

Clause 35A (Physical and e-Voting)

Resolution 5 - Approve Sub-division of shares

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	4	21019609	21019609	100.000000	21019609	0	100.000000	0.000000
Public - Institutional holders	16	5051601	3144377	62.245158	3144377	0	100.000000	0.000000
Public-Others	90	7328790	119642	1.632493	119609	33	99.972418	0.027582
Total	110	33400000	24283628	72.705473	24283595	33	99.999864	0.000136

AEGIS LOGISTICS LIMITED (CIN : L63090GJ1956PLC001032)

Clause 35A (Physical and e-Voting)

Resolution 6 - Approve amendment to clause V of the Memorandum of Association of the Company

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	4	21019609	21019609	100.000000	21019609	0	100.000000	0.000000
Public - Institutional holders	16	5051601	3144377	62.245158	3144377	0	100.000000	0.000000
Public-Others	90	7328790	119642	1.632493	119465	177	99.852059	0.147941
Total	110	33400000	24283628	72.705473	24283451	177	99.999271	0.000729

AEGIS LOGISTICS LIMITED (CIN : L63090GJ1956PLC001032)

Clause 35A (Physical and e-Voting)

Resolution 7 - Approve amendment to article 3(1) of the Articles of Association of the Company

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	4	21019609	21019609	100.000000	21019609	0	100.000000	0.000000
Public - Institutional holders	16	5051601	3144377	62.245158	3144377	0	100.000000	0.000000
Public-Others	90	7328790	119633	1.632370	119456	177	99.852048	0.147952
Total	110	33400000	24283619	72.705446	24283442	177	99.999271	0.000729



P. NAITHANI & ASSOCIATES

Company Secretaries

902, B Wing, Venus Tower, Veera Desai Road, Andheri (W), Mumbai - 400 053.

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COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND ON POLL

To
The Chairman,
AEGIS Logistics Limited
Regd. Offi. : 502 5th Floor,
Skylon Coop Housing Soc. Ltd,
GIDC Char Rasta, Vapi-396165,
District Valsad, Gujrat.

Dear Sir,

Sub: Report on Remote e-voting carried out during 7th August, 2015 (9.00 a.m.) to 10th August, 2015 (5.00 p.m.) and Poll conducted at the 58th Annual General Meeting (AGM) of AEGIS Logistics Limited held on 11th August, 2015.

I, Mr. Prasen Naithani, in the capacity of the Scrutinizer, furnish the consolidated report as under:

1. The Company engaged the services of National Securities Depository Limited (NSDL) (hereinafter referred to as the "Service Provider") to offer the Remote e-voting facility to its shareholders. The Remote e-voting facility was offered and kept open by the Company to its Shareholders for the period commencing on 7th August, 2015 (9.00 a.m.) and ending on 10th August, 2015 (5.00 p.m.). The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 4th August, 2015 (i.e. cut - off date) were allowed to participate and vote electronically during the aforesaid period of Remote e-voting. On 11th August, 2015, the votes cast through Remote e-voting facility were duly unblocked by me in the capacity of the Scrutinizer in the presence of Ms. Pramila Gawde and Ms. Kavita Thombare who were present as witnesses.
2. At the AGM of the Company held on Tuesday the 11th August, 2015, at 11:30 a.m. at Fortune Park Galaxy, National Highway No.8, GIDC, Vapi - 396195, Gujarat, a Poll was conducted on all the resolutions to facilitate the members present at the meeting, who did not participate in the Remote e-voting to cast their votes through the poll.
3. Further, Empty ballot (polling) box were locked and sealed by me in the presence of the members and the proxies. Subsequent to the completion of polling process, the ballot (polling) box were unlocked by me in the presence of Mr. Y. M. Kini and Mr. C. N. Soni and the poll papers were diligently scrutinized by me. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



4. All the resolutions were passed with requisite majority. I am herewith enclosing the details containing inter alia, list of equity shareholders, who cast their votes through e-voting and by poll on each of the resolutions.

CONSOLIDATED REPORT

Sr. No. Resolution	Particulars of Resolution	Method of Voting	Votes in favour of Resolution		Votes against Resolution		Invalid Votes
			No.	%	No.	%	
1	(a) Adoption of Audited Financial Statement of the Company for the Financial Year ended 31 st March 2015 together with the Report of Board of Directors and auditors thereon.	e-voting	21721208	99.9999	33	0.0001	-
		Poll	2185527	100.0000	-	-	382
		Total	23906735	99.9999	33	0.0001	-
2	(b) Adoption of Consolidated Audited Financial Statement of the Company for the Financial Year ended 31 st March 2015 and the report of Auditors thereon - Ordinary Resolution	e-voting	22098065	99.9999	36	0.0001	-
		Poll	2185527	100.0000	-	-	382
		Total	24283592	99.9999	36	0.0001	-
3	Confirmation of Interim Dividend for the year 2014-15- Ordinary Resolution	e-voting	21636353	97.9105	461748	2.0895	-
		Poll	2185527	100.0000	-	-	382
		Total	23821880	98.0985	461748	1.9015	-
4	Reappointment of Mr. Kapoorchand M. Chandaria (DIN - 00280405), who retires by rotation and being eligible, offer himself for reappointment - Ordinary Resolution	e-voting	22097799	99.9998	52	0.0002	-
		Poll	2185527	100.0000	-	-	382
		Total	24283326	99.9998	52	0.0002	-
4	Ratification of appointment of Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No. 117366W/W-100018) as Statutory Auditors of the Company - Ordinary Resolution	e-voting	22097799	99.9998	52	0.0002	-
		Poll	2185527	100.0000	-	-	382
		Total	24283326	99.9998	52	0.0002	-



5	Approval for Sub-division of Equity shares – Ordinary Resolution	e-voting	22098068	99.9999	33	0.0001	-
		Poll	2185527	100.0000	-	-	382
		Total	24283595	99.9999	33	0.0001	-
6	Approval for amendment to clause V of Memorandum of Association of the company – Ordinary Resolution	e-voting	22097924	99.9992	177	0.0008	-
		Poll	2185527	100.0000	-	-	382
		Total	24283451	99.9992	177	0.0008	-
7	Approval for Amendment to Article 3(1) of Articles of Association of company – Special Resolution	e-voting	22097915	99.9992	177	0.0008	-
		Poll	2185527	100.0000	-	-	382
		Total	24283442	99.9992	177	0.0008	-

From the above report I state that the entire resolutions stand passed under the combined Remote e-voting and poll with requisite majority.

The register and all other papers and relevant records relating to Remote electronic voting & voting by poll are handed over to the Company Secretary.

Thanking you.

Yours Faithfully,
For P. Naithani & Associates,
Practicing Company Secretary



Mr. Prasen Naithani
Proprietor
CP: 3389
FCS: 3830



Place : Vapi
Date : 11/08/2015