

# NHAVA SHEVA FREEPORT TERMINAL

## NOTICE OF 2<sup>ND</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 2<sup>nd</sup> Annual General Meeting of the Nhava Sheva Freeport Terminal Private Limited (**The Company**) will be held on **Monday 15<sup>th</sup> July 2024, at 15:00 HRS Indian Standard Time** (11:30 HRS Central European Time) at registered office of the Company at Godrej Coliseum, Office No.801, 8th Floor, C-Wing, Behind Everard Nagar, Off Somaiya Hospital Road, Near Priyadarshini, Sion (East), Mumbai – 400022 to transact the following business:

### ORDINARY BUSINESS:

#### ITEM NO. 1: TO RECEIVE, CONSIDER AND ADOPT THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24.

To receive, consider and adopt, the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2024, including Audited Balance Sheet, Statement of Profit & Loss Account and Cash Flow Statement and the Reports of the Board of Directors and the Auditors thereon and in this regard pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year 2023-24, including Audited Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement and the reports of the Board of the Directors and Auditors thereon tabled before the meeting, be and are hereby considered and adopted.”

### SPECIAL BUSINESS:

#### ITEM NO. 2: TO APPOINT MR. BENOIT KLEIN (DIN: 10616886) AS A DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (the **“Act”**) and the relevant rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Articles of Association of the Company, Mr. Benoit Klein (DIN: 10616886), who was appointed as an Additional Director by the Board of Directors at its meeting held on 4<sup>th</sup> June, 2024 to hold office up to the date of the Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** the Director and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

**By Order of the Board of Directors  
For Nhava Sheva Freeport Terminal Private Limited**

**Krishnadas Kumaran Kodalil  
Director**

**DIN : 00202948**

#### **NHAVA SHEVA FREEPORT TERMINAL PVT. LTD.**

T: +91 22 6153 7900  
F: +91 22 6153 7995  
[www.nsft.com](http://www.nsft.com)  
[info@nsft.com](mailto:info@nsft.com)

**Registered Office:**  
Godrej Coliseum, Office No 801  
“C” Wing, Behind Everard Nagar,  
Off Somaiya Hospital Road, Sion, East  
Mumbai 400 022, Maharashtra, India

**Terminal Office:**  
NSFT Operations Centre  
JNPA Complex  
Sheva, Uran,  
Raigad 400702

CIN U61200MH2022PTC387244

# NHAVA SHEVA FREEPORT TERMINAL

**Registered Office:**

Godrej Coliseum, Office No.801,8<sup>th</sup> Floor,  
C-Wing, Behind Everard Nagar, Off Somaiya Hospital Road,  
Near Priyadarshini, Sion (East), Mumbai - 400022.  
CIN: U61200MH2022PTC387244

Website: [www.nsft.com](http://www.nsft.com)

Email: [info@nsft.com](mailto:info@nsft.com)

Date: 20 June 2024

Place: Mumbai

**NOTES:**

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.PROXY FORM IS ENCLOSED TO THIS NOTICE.
- A person can act as a 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 a proxy for any other person or shareholder. The proxy holder shall prove his identity at the time of attending the Meeting.
- No person shall be entitled to attend and vote at the meeting as a duly authorized representative of anybody corporate which is a shareholder of the Company, unless a copy of the resolution appointing him/her a duly authorised representative, certified to be true copy by the Chairman/Managing Director/Company Secretary, shall have been deposited at the registered office of the Company before the time fixed for the commencement of the meeting.
- Members whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP). Members whose shareholding is in physical mode are requested to opt for the electronic mode.
- All documents referred to in the notice shall be open for inspection at the Registered office of the Company in Mumbai during normal working hours on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
- None of the Directors, Key Managerial Personnel of the Company or their respective relatives, is in any way concerned or interested in the resolution as set out in the Notice.
- Attendance Slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
- The prominent landmark for the venue of the Meeting is Godrej Coliseum

**By Order of the Board of Directors  
For Nhava Sheva Freeport Terminal Private Limited**

**Krishnadas Kumaran Kodalil  
Director  
DIN : 00202948**

**Registered Office:**

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Date: 20 June 2024

Place: Mumbai

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**Terminal Office:**

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# NHAVA SHEVA FREERPORT **TERMINAL**

## EXPLANATORY STATEMENT PURSUANT TO SECTION 110 OF COMPANIES ACT 2013 (the Act)

### Special Business:

#### Item No. 2

#### TO APPOINT MR. BENOIT KLIEN (DIN: 10616886), AS A DIRECTOR OF THE COMPANY:

Mr. Benoit Klien (DIN: 10616886) was appointed as the Additional Director at the meeting of the Board of Directors of the Company held on dated 4<sup>th</sup> June 2024 in accordance with the provisions of Section 161 of the Companies Act, 2013.

In terms of Section 161(1) of the Act Mr. Benoit Klien (DIN: 10616886) can hold office only up to the date of the ensuing Annual General Meeting.

The Board is of the opinion that the appointment and presence of Mr. Benoit Klien (DIN: 10616886), on the Board will be desirable, beneficial and in the best interest of the Company and hence the Board recommends the resolution set out in item no.2 of the accompanying Notice for approval and adoption by Members of the Company.

The requisite details as required under Secretarial Standard (SS-2) issued by the ICSI are provided in **Annexure - I**.

None of the Directors/Key Managerial Personnel of the Company/their relatives of the Company except Mr. Benoit Klien (DIN: 10616886), is concerned or interested in the proposed resolution set out in item no.2.

The Board recommends the said resolution to be passed as an ordinary resolution.

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# NHAVA SHEVA FREEPORT **TERMINAL**

## Annexure - I

Name DIN	Mr. Benoit Klien (DIN: 10616886)
Age, Date of Birth	52 years 18 <sup>th</sup> June, 1972
Qualifications	<ul style="list-style-type: none"><li>• Postgraduate Diploma in Business Administration</li><li>• MSC in International Shipping And Logistics Management</li><li>• Higher National Diploma In International Business</li><li>• High School Diploma In Economy</li></ul>
Experience in specific functional area	Mr. Benoit Klien (DIN: 10616886) has a vast experience in the maritime transport and currently
Remuneration last drawn (Being sitting fees paid for attending Board & Committee Meetings)	Nil
Date of first appointment on Board	04-06-2024
Shareholding in the Company	Nil
Relationship with other Directors and other Key Managerial personnel	Nil
Number of Meeting attended during the year (*'Total' represents from date of appointment of the Director)	Nil
Directorship held in other Companies as on March 31, 2024	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	Nil

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# NHAVA SHEVA FREEPORT **TERMINAL**

## ATTENDANCE SLIP SECOND ANNUAL GENERAL MEETING

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Name of Member: \_\_\_\_\_ Signature \_\_\_\_\_

Name of Proxyholder: \_\_\_\_\_ Signature \_\_\_\_\_

No. of Equity Shares Held: \_\_\_\_\_

I hereby record my presence at the 2<sup>nd</sup> Annual General Meeting of the company to be held on **Monday 15<sup>th</sup> July 2024**, at **15:00 HRS IST** (11:30 HRS CET) Godrej Coliseum, Office No. 801, 'C' Wing, Behind Everard Nagar, Off Somaiya Hospital Road, Sion East, Mumbai-400022, Maharashtra, India

### **NOTE:**

1. ONLY MEMBER / PROXYHOLDER CAN ATTEND THE MEETING
2. SHAREHOLDERS ATTENDING THE MEETING IN PERSON OR BY PROXY ARE REQUESTED TO COMPLETE THE ATTENDANCE SLIP IN ALL RESPECTS AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.
3. MEMBER / PROXYHOLDER SHOULD BRING HIS / HER COPY OF THE ANNUAL REPORT FOR REFERENCE AT THE MEETING

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# NHAVA SHEVA FREEPORT TERMINAL

FORM NO. 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: U61200MH2022PTC387244**

**Name of the Company: Nhava Sheva Freeport Terminal Private Limited**

**Registered office:** Godrej Coliseum, Office No.801, 8th Floor, C-Wing, Behind Everard Nagar, Off Somaiya Hospital Road, Near Priyadarshini, Sion (East), Mumbai-400022

Name of Member(s) : \_\_\_\_\_

Registered Address: \_\_\_\_\_

Email Id : \_\_\_\_\_

Folio No. / Client Id No. : \_\_\_\_\_ DP ID No. \_\_\_\_\_

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

1.\_Name:

Address:

E-mail Id:

Folio No/ Client Id:

DP ID:

Signature ..... or failing him

2.\_Name:

Address:

E-mail Id:

Folio No/ Client Id:

DP ID:

Signature ..... or failing him

3.\_Name:

Address:

E-mail Id:

Folio No/ Client Id:

DP ID:

Signature ..... or failing him

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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1<sup>st</sup> Annual General Meeting of the company, to be held **on Monday, 15<sup>th</sup> July 2024 , at 15:00 HRS IST (11:30 HRS CET)** at registered office of the Company at Godrej Coliseum, Office No. 801, 'C' Wing, Behind Everard Nagar, Off Somaiya Hospital Road, Sion East, Mumbai-400022, Maharashtra, India

#	Resolutions (Business to be Transacted)	For	Against
<b>Ordinary Business</b>			
1	To adopt the Financial Statements for the Financial Year ended 31 <sup>st</sup> March 2024, together with the Auditor's Report and the Directors' Report thereon.		
<b>Special Business</b>			
3	To appoint Mr. Benoit Klein (DIN: 10616886) as a Director of the Company.		

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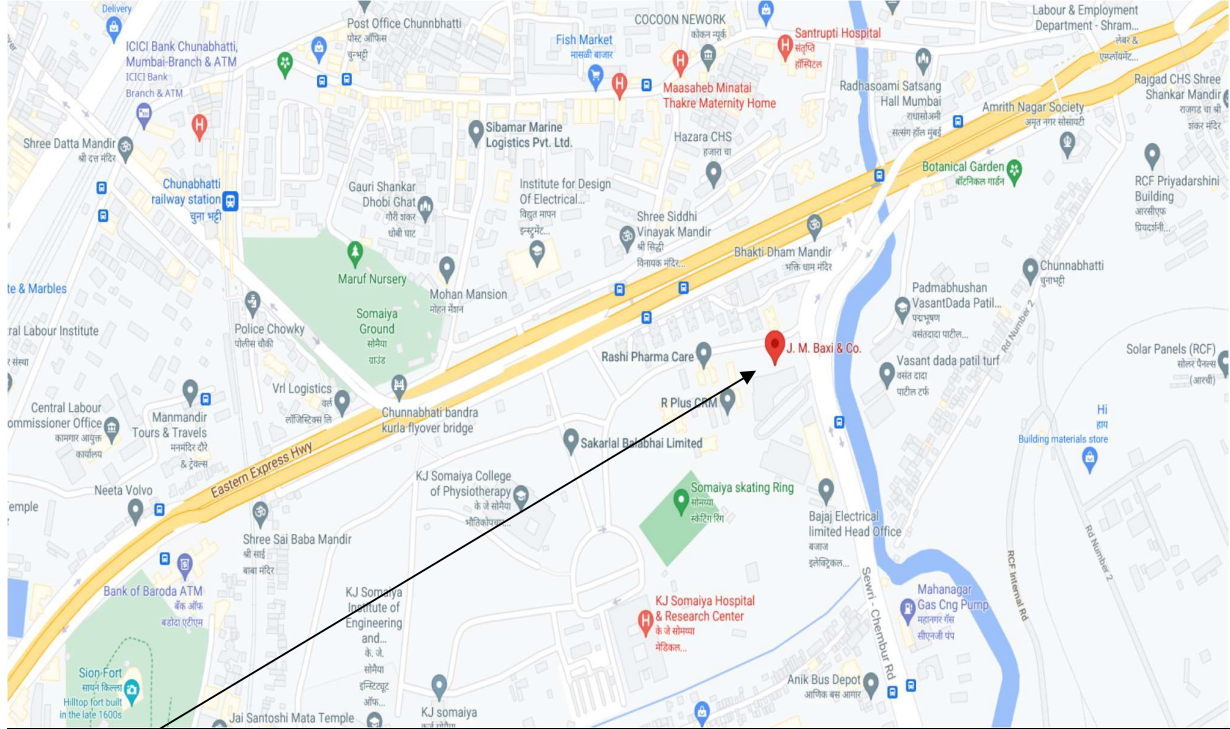
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**NOTE: THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

## **ROUTE MAP TO THE AGM VENUE**



**Godrej Coliseum, Office No. 801, 8<sup>th</sup> Floor, A-Wing, Behind Everard Nagar, Off Somaiya Hospital Road, Near Priyadarshini, Sion (East), Mumbai - 400022.**

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