

# Continental Multimodal Terminals Private Limited



## 2<sup>nd</sup> Extra Ordinary General Meeting FY 2020-21

**Date** : August 10, 2020

**Day** : Monday

**Time** : 10:00 A.M.

**Venue:** General Meeting is being held through Video Conferencing via Microsoft Teams

# Continental Multimodal Terminals Private Limited



## NOTICE

**Notice** is hereby given that 2<sup>nd</sup> Extra Ordinary General Meeting of the Members of Continental Multimodal Terminals Private Limited will be held on Monday, the 10<sup>th</sup> day of August, 2020 at 10:00 A.M. at shorter notice through video-conference (Microsoft Teams), as provided under the General Circular Nos. 14/2020 and 17/2020 issued by the Ministry of Corporate Affairs on 8 April 2020 and 13 April 2020 respectively to transact the following business:

### **SPECIAL BUSINESS:**

1. **Increase in Authorised Share Capital of the Company and consequent amendment to the Memorandum of Association:**

To consider and, if thought fit, to pass, with or without modifications, if any, the following as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the approval of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from existing INR 1,500,000,000 (Rupees One Hundred and Fifty Crores Only) divided into 150,000,000 (Fifteen Crores) Equity Shares of Rs. 10 (Rupees Ten Only) each to INR 1,850,000,000 (Rupees One Hundred and Eighty Five Crores Only) divided into 185,000,000 (Eighteen Crores Fifty Lacs) Equity shares of Rs. 10 (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted with the following new clause as Clause V:

*V. The Authorised Share Capital of the Company is INR 185,00,00,000 (Rupees One Hundred and Eighty Five Crores) divided into 18,50,00,000 (Eighteen Crores Fifty Lacs) Equity shares of Rs. 10 (Rupees Ten Only) each.*

**RESOLVED FURTHER THAT** any one of Directors and Company Secretary of the Company be and are hereby severally authorized to sign and submit necessary applications, documents, forms, if any, with Registrar of Companies or any other Authority and to do all other acts, deeds, things as may be necessary in this regards.”

**By Order of the Board of Directors  
For Continental Multimodal Terminals Private Limited**



**Naveen Singhal  
Company Secretary  
M. No.: A18471**

Dated: July 29, 2020  
Place: Mumbai

**Registered office address:**  
6-3-713, 1st Floor, Topaz Buildings,  
Amrutha Hills, Punjagutta, Hyderabad  
Rangareddi TG 500082 IN

**Notes:**

1. In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "said Circulars") permitted the holding of the Extra Ordinary General Meeting ("EGM") through VC, without the physical presence of the Members at a common venue.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 ("Act") read with the said Circulars, the Company has decided to convene its ensuing EGM through VC.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this EGM is being held through VC, whereby physical attendance of the Members has been dispensed with and in line with the said Circulars, THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE MEMBERS IS NOT MADE AVAILABLE FOR THIS EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. In terms of the provisions of Section 113 of the Act read with the said Circulars, Corporate Members are entitled to appoint their authorized representatives to attend the EGM through VC on their behalf and participate there, including cast votes by electronic means.

However, the Corporate Members are requested to send a certified true copy of the relevant Board Resolution authorizing their representative to attend and vote at the Meeting through email at the e-mail id: [naveen.singhal@dpworld.com](mailto:naveen.singhal@dpworld.com).

4. The Explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Extraordinary General Meeting is annexed hereto.
5. In view of the outbreak of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Notice and in line with the said Circulars issued by the MCA, the Notice of the EGM of the Company inter alia indicating the process for attending meeting is being sent only by Email, to all the Members whose Email IDs are registered with the Company/ Depository Participant(s) for communication purposes to the Members and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, read with the said Circulars issued by MCA, the Notice of the EGM of the Company will also be available on the website of the Company at [www.cmtl.in](http://www.cmtl.in).
6. Any document referred to in the proposed resolution and explanatory statement annexed hereto shall be available for inspection electronically by the members before and during the Extraordinary General Meeting electronically. Request for inspection of the documents can be made before or during the Extraordinary General Meeting by sending an email at [naveen.singhal@dpworld.com](mailto:naveen.singhal@dpworld.com)

7. The members shall be sent a Microsoft Teams link on their respective registered email ids to join the EGM through Audio Visual means at the scheduled time. At the scheduled time, the Members shall have to click on the "Join the meeting" link. The members shall keep their video on, at all times. The Members may note that the proceedings shall be recorded as required by Companies Act, 2013 read with rules made and circulars issued thereunder.
8. The Members may send their questions, if any, before the meeting at [naveen.singhal@dpworld.com](mailto:naveen.singhal@dpworld.com) and mobile no. 9664130001.
9. The Company shall maintain a recorded transcript of the meeting in safe custody and shall make the same available on the Company's website, as soon as possible.
10. The video-conferencing shall allow for two way teleconferencing or web-ex for the ease of participation of the members and the participants.
11. The facility to join the meeting will be kept open for at least 15 minutes before the time scheduled to start the meeting and will remain open till the expiry of 15 minutes after such scheduled time.
12. Attendance of members through video-conferencing shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
13. During the meeting held through video-conference facility, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the Company. The said emails shall be sent at the designated email address [naveen.singhal@dpworld.com](mailto:naveen.singhal@dpworld.com).
14. Since the EGM will be held through Video Conferencing or Other Audio Visual Means, the route map of venue of the EGM and admission slip is not attached to this Notice.

## **ANNEXURE TO THE NOTICE**

### **Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013**

#### **Item No. 1**

#### **Increase in Authorised Share Capital of the Company and consequent amendment to the Memorandum of Association:**

The Members are informed that the Company is proposing Rights Issue of equity shares for meeting capital expenditure i.e. acquisition of land and for other general corporate purposes and in order to issue equity shares it is necessary to increase the Authorised Share Capital of the Company from the existing INR 1,500,000,000 to INR 1,850,000,000.

Subsequent to the increase in the Authorised Share Capital, Clause V of the Memorandum of Association of the Company would have to be altered accordingly.

A copy of the altered Memorandum of Association and Articles of Association of the Company are open for inspection electronically by the members at the Registered Office of the Company during the normal business hours at any time upto the date of the Extra Ordinary General Meeting and at the Meeting.

None of the Directors and/or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 1 of the Notice.

Your Directors recommend the Resolution set out at Item No. 1 as Ordinary Resolution for approval of the members.

**By Order of the Board of Directors  
For Continental Multimodal Terminals Private Limited**



**Naveen Singhal  
Company Secretary  
M. No.: A18471**

**Dated: July 29, 2020**

**Place: Mumbai**