

Continental Multimodal Terminals Private Limited



a DP World Company

Extra Ordinary General Meeting FY 2020-21

Date : May 22, 2020

Day : Friday

Time : 12:00 Noon (10:30 AM Dubai Time)

Venue: G -269, G Wing, Raghunath Vihar Army CHS Ltd.
Sector 14, Kharghar, Navi Mumbai – 410 210
(General Meeting is being held by Video Conferencing via Microsoft Teams)

NOTICE

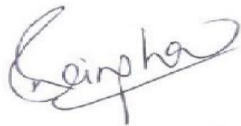
Notice is hereby given that the Extra Ordinary General Meeting of the Members of Continental Multimodal Terminals Private Limited will be held on Friday, the 22nd day of May, 2020 at 12:00 noon at shorter notice at G -269, G Wing, Raghunath Vihar Army CHS Ltd. Sector 14, Kharghar, Navi Mumbai – 410 210 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. **To appoint BSR & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.**

“RESOLVED THAT the consent of the Members of the Company be and is hereby accorded to appoint BSR & Co. LLP, Chartered Accountants (Firm Registration Number – 101248W/W-100022) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of IVS and Associates, Chartered Accountants (Firm Registration No. 011572S), existing Auditor of the Company for the financial year 2019-20, who shall hold office until the conclusion of the next Annual General Meeting of the Company, at the remuneration to be mutually between the Auditors and the Board of Directors.

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



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

Dated: May 18, 2020
Place: Mumbai

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

Notes:

1. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf.
2. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
3. Any document referred to in the proposed resolution and explanatory statement annexed hereto shall be available for inspection 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

ANNEXURE TO THE NOTICE

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

Item No. 1

The Members are advised that the Board of Directors of the Company at its meeting held on February 27, 2020 appointed BSR & Co. LLP, Chartered Accountants (Firm Registration Number – 101248W/W-100022) as Statutory Auditors of the Company for financial year 2019-20 who shall hold the office till the conclusion of the next Annual General Meeting, pursuant to resignation of IVS and Associates, Chartered Accountants (Firm Registration No. 011572S) as Statutory Auditors of the Company with effect from February 6, 2020.

The Board recommends appointment of BSR & Co. LLP, Chartered Accountants (Firm Registration Number – 101248W/W-100022) as Statutory Auditor of the Company as set out in Item No. 1 for approval of the members by way of ordinary resolution in terms of Section 139 (8) of the Companies Act, 2013 according to which if casual vacancy is as a result of the resignation of a Statuary Auditor, such appointment shall also be approved by the Company at a general meeting.

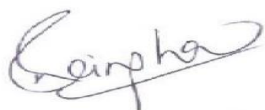
Accordingly, the approval of the Members is being sought by way of an Ordinary Resolution to appoint BSR & Co. LLP, Chartered Accountants (Firm Registration Number – 101248W/W-100022) who shall hold the office till the conclusion of the next Annual General Meeting.

Your Directors may be deemed to be considered or interested in the resolution only to the extent of their respective shareholding in the Company, if any, to the same extent as that of every other member of the Company.

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: May 18, 2020
Place: Mumbai**

Notes:

This extra-ordinary general meeting is being held by way of video-conference, as provided under the General Circular No. 14/2020 and 17/2020 issued by the Ministry of Corporate Affairs on 8 April 2020 and 13 April 2020 respectively. Accordingly, in compliance with the said circular:

(a) 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.

(b) The Members may send their questions, if any, before the meeting at naveen.singhal@dpworld.com

(c) 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.

(d) The video-conference shall allow for two way teleconferencing or web-ex for the ease of participation of the members and the participants.

(e) The facility will be kept open for at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.

(f) Attendance of members through video-conference shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

(g) At least one Independent Director and the auditor of the Company, or his authorised representative, who is qualified to be the auditor shall attend the meeting through video-conference.

(h) The Company shall provide a designated email address to all members so that the members can convey their vote, when a poll is required to be taken during the meeting on any resolution, at such designated email address. Member may convey their votes at naveen.singhal@dpworld.com in case poll is demanded.

(i) 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 only be sent to the designated email address circulated by the Company in advance.

The Shareholders may join the meeting through the link provided by the Company. The link will be sent separately at the registered email ID of the Shareholder. In case of difficulties in joining the meeting, through video conference the shareholders may contact to **Mr. Naveen Singhal, Company Secretary at Mobile No. 9664130001.**