

FORM NO. CAA 2
BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH
COMPANY APPLICATION NO: CA(CAA)/154/(MB)/2024

In the matter of Companies Act, 2013;
AND

In the matter of Sections 230 to 232 and other applicable provisions of the
Companies Act, 2013 read with Companies (Compromises, Arrangements and
Amalgamations) Rules, 2016;
AND

In the matter of Composite Scheme of Arrangement amongst J M Baxi Ports & Logistics Private Limited ("**J M Baxi**" or "**Demerged Company**") and J M Baxi Container Holdings Private Limited ("**J M Baxi Container**" or "**Resulting Company 1**") and J M Baxi Ports Services Private Limited (formerly, J M Baxi Cargo Holdings Private Limited) ("**J M Baxi Dev Co**" or "**Resulting Company 2**") and their respective shareholders

J M Baxi Ports & Logistics Private Limited

a company incorporated under the provisions of the Indian Companies Act, 1913 and existing under the Companies Act, 2013, having its registered office at Godrej Coliseum, Office No.801, C-Wing, Behind Everard Nagar, Off Somaiya Hospital Road, Sion East, Mumbai - 400022, Maharashtra
CIN: U63090MH1947PTC251291 **Applicant No. 1 / Demerged Company**

**NOTICE AND ADVERTISEMENT OF NOTICE OF THE MEETING OF
THE EQUITY SHAREHOLDERS OF J M BAXI PORTS & LOGISTICS
PRIVATE LIMITED**

Notice is hereby given that by an order dated 24th October 2024 (the "**Order**") passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Tribunal**"), the Tribunal has directed a meeting of the Equity Shareholders of Applicant No. 1, for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed Composite Scheme of Arrangement amongst J M Baxi Ports & Logistics Private Limited ("**J M Baxi**" or "**Demerged Company**" or "**Applicant No. 1**") and J M Baxi Container Holdings Private Limited ("**J M Baxi Container**" or "**Resulting Company 1**" or "**Applicant No. 2**") and J M Baxi Ports Services Private Limited (formerly, J M Baxi Cargo Holdings Private Limited) ("**J M Baxi Dev Co**" or "**Resulting Company 2**" or "**Applicant No. 3**") (together referred to as the "**Applicant Companies**") and their respective shareholders ("**Scheme**") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**").

In pursuance of the Order and as directed therein, and in compliance with the applicable provisions of the Act and the circulars issued thereunder as amended from time to time, notice is hereby given that the meeting of the Equity Shareholders of the Applicant No. 1/Demerged Company will be held on Thursday, 5th December, 2024 at 2:00 p.m. IST ("**Meeting**") through video conferencing ("**VC**") / other audio-visual means ("**OAVM**"), in compliance with the applicable provisions of the Act and following the operating procedures prescribed by the Ministry of Corporate Affairs, Government of India, in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014, as per the schedule below, at which day, date and time, the said shareholders are requested to attend the Meeting:

Class of meeting	Date of meeting	Time of meeting
Equity Shareholders	Thursday, 5th December 2024	2:00 p.m. IST

The Demerged Company has provided facility of voting by remote electronic voting ("**Remote e-voting**") and e-voting during the Meeting through VC/OAVM. The Demerged Company has appointed National Securities Depository Limited ("**NSDL**") to provide facility for remote e-voting and e-voting during the Meeting, so as to enable the shareholders of the Demerged Company to consider and approve the Scheme by way of the resolution included in the notice, as well as to enable the shareholders to attend and participate in the Meeting through VC/OAVM. The detailed instructions for joining the Meeting through VC/OAVM, manner of casting vote through remote e-voting prior to the Meeting or through e-voting during the Meeting, are given in the notes to the notice of the Meeting. The deemed venue for the Meeting shall be the registered office of the Demerged Company.

The notice, together with the documents accompanying the same, of the aforesaid Meeting has been sent as per details in the records of the Demerged Company, to the shareholders whose name appears in the records of the Demerged Company as on 30th April 2024.

If so desired, a person may obtain a physical copy of the Scheme, statements under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**CAA Rules**"), on all days except Saturday, Sunday and public holidays, free of charge from the registered office of the Company between 11:00 a.m. and 4:00 p.m., or a written request in this regard, may be addressed to the Demerged Company at Godrej Coliseum, Office No. 801, C-Wing, Behind Everard Nagar, Off Somaiya Hospital Road, Sion East, Mumbai - 400022; or can be obtained from the office of its Advocate viz. Trilegal, One Forbes, 2D, 2nd Floor, VB Gandhi Marg, Kala Ghoda, Fort, Mumbai - 400 001.

The cut-off date for e-voting (including remote e-voting) and time period for the remote e-voting of the Meeting is as under:

Particulars	Shareholders' meeting
Cut-off date	30th April 2024
Remote e-voting start date and time	Monday, 2nd December 2024 at 09:00 a.m. IST
Remote e-voting end date and time	Wednesday, 4th December 2024 at 05:00 p.m. IST

The facility for casting vote by remote e-voting would be disabled after the end time, as mentioned above, for the Meeting. If the required quorum for the Meeting is not present within half an hour from the time appointed for holding the Meeting, the Meeting shall stand adjourned to the same day of next week at the same time through same process of VC/OAVM. The shareholders who opt for remote e-voting will only be entitled to attend and participate in the Meeting but will not be entitled to vote again during the Meeting.

Since the Meeting is being held through VC / OAVM, the facilities of appointment of proxies by the Equity Shareholders will not be available for the Meeting.

Only the shareholders whose names appear in the records of the Demerged Company as on 30th April 2024 shall be entitled to avail the facility of remote e-voting/e-voting and attend the meeting of the Equity Shareholders of the Demerged Company. Voting rights of an equity shareholder shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Demerged Company as on 30th November 2024.

The Tribunal has appointed Mr. Yogesh Chaudhary, as the Chairperson and Ms. Bindu Shah, as the Scrutinizer of the Meeting of the Equity Shareholders of the Demerged Company to be held as aforesaid. The Scheme, if approved at the Meeting, by the equity shareholders of the Demerged Company, will be subject to the subsequent sanction of the Tribunal.

Dated: 30th October 2024

Sd/-
Mr. Yogesh Chaudhary
Chairperson appointed for the Meeting of the Equity Shareholders of
Applicant No. 1/Demerged Company