

**DP WORLD****NOTICE**

NOTICE is hereby given that Twenty Fourth Annual General Meeting of the Members of Chennai Container Terminal Private Limited will be held on Monday, the 25<sup>th</sup> day of September 2024, at 10:00 a.m. at Unit No. 151, 152, 153 & 154A, Maker Chambers VI, 15th Floor, Plot No. 220, Jamnalal Bajaj Road, Nariman Point, Mumbai – 400 021 to transact the following:

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with Reports of the Board of Directors and Auditors thereon;

**SPECIAL BUSINESS:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as an Ordinary Resolution:

2. Regularisation of Additional Director, Mr. Hemant Kumar Ruia (DIN: 09262609), by appointing him as Director of the Company:

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Hemant Kumar Ruia (DIN: 09262609), who was appointed as an Additional Director on the Board of Directors (‘Board’) of the Company with effect from June 04, 2024, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company with immediate effect, not liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.”

3. Regularisation of Additional Director, Mr. Ravinder Singh Johal (DIN: 07674145), by appointing him as Director of the Company:

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Ravinder Singh Johal (DIN: 07674145), who was appointed as an Additional Director on the Board of Directors (‘Board’) of the Company with effect from June 04, 2024, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company with immediate effect, not liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.”

**Registered Office**

Chennai Container Terminal Private Limited  
Ahura Centre, A Wing, 5<sup>th</sup> Floor, Mahakali Caves Road,  
Andheri (East), Mumbai – 400 093, Maharashtra, India.  
CIN – U28120MH2000PTC128675  
T: +91 22 6910 7300, E: contact\_sco@dpworld.com

**Facility Office**

Chennai Container Terminal Private Limited  
No. ‘1’, Ground Floor, Chennai Port Trust Administrative Building,  
Rajaji Salai, Chennai – 600 001, Tamil Nadu, India.  
dpworld.com

4. Regularisation of Additional Director, Mr. Vishal Lather (DIN: 08706301), by appointing him as Director of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 152, 196 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, Mr. Vishal Lather (DIN: 08706301), Chief Executive Officer of the Company, who was appointed as an Additional Director with effect from 04/06/2024, who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company with immediate effect, not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Vishal Lather (DIN: 08706301) shall continue to be the CEO of the Company.

RESOLVED FURTHER THAT the terms and conditions of Mr. Vishal Lather as Whole-time Director being Chief Executive Officer & Director of the Company including his remuneration and tenure, shall be decided by the Board of Directors from time to time.

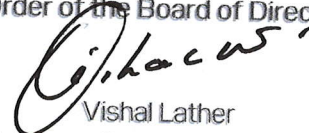
RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.”

5. Appointment of M/s. Madhavan Mohan & Associates, Chennai, as the Cost auditor of the Company:

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Madhavan Mohan & Associates, Chennai (Firm No. 003483) be appointed as Cost Auditor for conducting audit of the cost records of the Company, for the financial year ending March 31, 2025, be paid remuneration not exceeding Rs.1,00,000/-(Rupees one lakh only) excluding service tax and reimbursement of out of pocket expense at actual, if any, incurred in connection with the audit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”

By Order of the Board of Directors



Vishal Lather  
Chief Executive Officer & Director  
DIN: 08706301

Place: Chennai

Dated: August 22, 2024

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Shareholders are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
3. Authorized Representative should fill in the attendance slip for attending the Meeting.
4. The Register of Directors Shareholding shall be available for inspection at the Meeting.
5. The relative Explanatory Statement pursuant to section 102 (2) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.

## ANNEXURE TO NOTICE

### Explanatory Statement under Section 102(2) of the Companies Act, 2013

#### ITEM NO. 02

Mr. Hemant Kumar Ruia was appointed as an Additional Director of the Company with effect from 04<sup>th</sup> June 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

The Board is of the view that the appointment of Mr. Hemant Kumar Ruia, on the Company's Board as Director not liable to retire by rotation is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 02 for approval by the members of the Company.

Following is the information required under SS-2 (Secretarial Standard on General Meeting) with respect to appointment or re-appointment and/or fixation of remuneration:

Name of the Director	Mr. Hemant Kumar Ruia
Director Identification Number	09262609
Age	56 Years
Qualification	Chartered Accountant, Cost Accountant, Chartered Financial Analyst
Experience	32 years
Terms & Condition of appointment	As may be approved by the Board
Remuneration	Nil
Remuneration last drawn	N.A.
Date of appointment	04-06-2024
No of shares held in the Company	Nil
Inter-se relationship with other Directors/Mangers/Key Managerial Personnel	Nil
No of meetings attended during the financial year	Nil
Directorship, membership/chairmanship of committees of the other Boards	DP World Cold Chain Logistics Private Limited, Avana Logistek Limited, DP World Rail Logistics Private Limited, Hindustan Gateway Container Terminal Kandla Private Limited, DP World Multimodal Logistics Private Limited, DP World Multimodal Logistics Hyderabad Private Limited, Mundra International Container Terminal Private Limited, Nhava Sheva International Container Terminal Private Limited, Nhava Sheva (India) Gateway Terminal Private Limited, Container Rail Road Services Private Limited, Integrated Chennai Business Park (India) Private Limited and Nhava Sheva Business Park Private Limited

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Hemant Kumar Ruia himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

**ITEM NO. 03**

Mr. Ravinder Singh Johal was appointed as an Additional Director of the Company with effect from 04<sup>th</sup> June 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

The Board is of the view that the appointment of Mr. Ravinder Singh Johal, on the Company's Board as Director not liable to retire by rotation is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 03 for approval by the members of the Company.

Following is the information required under SS-2 (Secretarial Standard on General Meeting) with respect to appointment or re-appointment and/or fixation of remuneration:

Name of the Director	Mr. Ravinder Singh Johal
Director Identification Number	07674145
Age	51 Years
Qualification	(i) Business and Technical Education Council diploma in nautical science from South Tyneside College UK, (ii) diploma in container terminal management from North West Kent College, (iii) NEBOSH International General Certificate in Occupational Health and Safety
Experience	More than 30 years
Terms & Condition of appointment	As may be approved by the Board
Remuneration	Nil
Remuneration last drawn	N.A.
Date of appointment	04-06-2024
No of shares held in the Company	Nil
Inter-se relationship with other Directors/Mangers/Key Managerial Personnel	Nil
No of meetings attended during the financial year	Nil
Directorship, membership/chairmanship of committees of the other Boards	Mundra International Container Terminal Private Limited, Nhava Sheva International Container Terminal Private Limited and Nhava Sheva (India) Gateway Terminal Private Limited, DP World Multimodal Logistics Private Limited, Hindustan Gateway Container Terminal Kandla Private Limited, and India Gateway Terminal Private Limited

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Ravinder Singh Johal himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

**ITEM NO. 04**

Mr. Vishal Lather was appointed as an Additional Director of the Company with effect from 04<sup>th</sup> June 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. Vishal Lather was appointed as the Chief Executive Officer of the Company with effect from 01<sup>st</sup> August 2021 and designated as Key Managerial Personnel (KMP) with effect from 26<sup>th</sup> May 2023. Being the Chief Executive Officer and KMP, Mr. Vishal Lather will be a Whole-Time Director of the Company.

The Board is of the view that the appointment of Mr. Vishal Lather, on the Company's Board as Director not liable to retire by rotation is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 04 for approval by the members of the Company.

Following is the information required under SS-2 (Secretarial Standard on General Meeting) with respect to appointment or re-appointment and/or fixation of remuneration:

Name of the Director	Mr. Vishal Lather
Director Identification Number	08706301
Age	47 Years
Qualification	Master's Degree from Institute of Management & Technology, Ghaziabad.
Experience	More than 25 years
Terms & Condition of appointment	As may be approved by the Board
Remuneration	Not exceeding INR 24.5 Million
Remuneration last drawn	Not exceeding Rs. 23.0 Million
Date of appointment	04-06-2024
No of shares held in the Company	Nil
Inter-se relationship with other Directors/Mangers/Key Managerial Personnel	Nil
No of meetings attended during the financial year	Nil
Directorship, membership/chairmanship of committees of the other Boards	Nil

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Vishal Lather himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

**ITEM NO. 05**

The Board of Directors at their meeting held on August 22, 2024, appointed M/s. Madhavan Mohan & Associates, Chennai (Firm No. 003483), as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ended March 31, 2025 at a

remuneration not exceeding 1,00,000 (Rupees one lakh only) excluding service tax and reimbursement of out of pocket expenses as actual, if any, in connection with the audit.

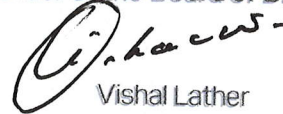
In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with the rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 02 for ratification of remuneration payable to the Cost Auditor for conducting the audit of the cost records of the Company, for the financial year ended March 31, 2025

None of the Directors of the Company or their relatives are concerned or interested in the proposed Ordinary Resolution as set out at Item No. 05 of the Notice.

The Board recommends the Ordinary Resolution as set out in Item No. 05 of the Notice for approval by the members.

By Order of the Board of Directors



Vishal Lather

Chief Executive Officer & Director

DIN: 08706301

Place: Chennai

Dated: August 22, 2024

**THE COMPANIES ACT, 2013**  
**Consent of shareholder for shorter notice**  
**[Pursuant to section 101(1)]**

To,  
The Board of Directors,  
Chennai Container Terminal Private Limited  
Ahura Centre, A Wing,  
5th Floor, Mahakali Caves Road,  
Andheri (East) – Mumbai 400 093,  
Maharashtra

I / We \_\_\_\_\_ \*son/daughter of \_\_\_\_\_ \*resident of / \*having  
Registered Office at \_\_\_\_\_ holding  
\_\_\_\_\_ Equity Shares of the Company of Rs. 10 each in our \*name / joint name hereby give  
consent, pursuant to section 101(1) of the Companies Act, 2013, to hold the Annual General  
Meeting on Monday, September 25, 2024 at 10:00 a.m. at a shorter notice.

Signature .....

Name .....  
(in Block Letters)

Date: .....

\*Strike off whatever is not applicable

## 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: U28120MH2000PTC128675  
Name of the Company: Chennai Container Terminal Private Limited  
Registered Office: Ahura Centre, A Wing, 5th Floor, Mahakali Caves Road,  
Andheri (East) – Mumbai 400 093, Maharashtra  
Name of the Member(s):  
Registered Address:  
E-mail Id:  
Folio No. / Client ID:  
DP ID:

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

1. Name:.....Address:.....  
Email Id:.....Signature:....., or failing him
2. Name:.....Address:.....  
Email Id:.....Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22<sup>nd</sup> Annual General Meeting of the Company, to be held on Monday, the 25<sup>th</sup> day of September 2024 at 10:00 a.m. at Unit No. 151, 152, 153 & 154A, Maker Chambers VI, 15th Floor, Plot No. 220, Jamnalal Bajaj Road, Nariman Point, Mumbai – 400 021, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

1. Adoption of financial statements for the financial year ended March 31, 2024
2. Ratification of remuneration to be paid to Cost Auditors of the Company, M/s. Madhavan Mohan & Associates, Chennai (Membership No. 003483), Cost Accountants

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024



Signature of Shareholder.....  
Signature of Proxy holder(s).....

**Note:**

1. 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.
2. A proxy need not be a member of the Company.

**Chennai Container Terminal Private Limited**  
Registered Office: Ahura Centre, A Wing,  
5th Floor, Mahakali Caves Road,  
Andheri (East) – Mumbai 400 093,  
Maharashtra  
CIN: U28120MH2000PTC128675

**ATTENDANCE SLIP**

Registered Folio No.	
Number of Shares held	

I/We hereby record my/our presence at the Twenty Fourth Annual General Meeting of the Company held on Monday, 25<sup>th</sup> day of September 2024 at 10.00 a.m. at Unit No. 151, 152, 153 & 154A, Maker Chambers VI, 15th Floor, Plot No. 220, Jamnalal Bajaj Road, Nariman Point, Mumbai – 400 021, Maharashtra

Name of the Shareholder:  
(In Block Letters)

Signature of the Shareholder:

Name of the Proxy:  
(In Block Letters)

Signature of the Proxy

