NHAVA SHEVA FREEPORT TERMINAL

NOTICE OF 3RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 3rd Annual General Meeting (AGM) of Nhava Sheva Freeport Terminal Private Limited ('the Company') will be held on **Wednesday, August 6, 2025, at 13:00 HRS IST** (9:30 HRS CET) at the registered office of the Company located 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 ADOPT THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25.

To receive, consider and adopt, the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, 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 2024-25, 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 as circulated to the Members, be and are hereby considered and adopted."

SPECIAL BUSINESS:

ITEM NO. 2: TO APPOINT MS. JULIE BIGORGNE (DIN: 10719580) 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 and approval of the Board in its meeting held on June 10,2025, Ms. Julie Bigorgne (DIN: 10719580), who was appointed as an Additional Director by the Board of Directors at its Meeting held on September 24, 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 any Director or 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."

ITEM NO. 3: TO APPOINT CAPTAIN ALPESH ABHAY SHARMA (DIN-03573036) 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 and approval of the Board in its meeting held on June 10,2025, Captain Alpesh Abhay Sharma (DIN-03573036), who was appointed as an Additional Director by the Board of Directors at its Meeting held on December 4, 2024 to holds 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 any Director or 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."

ITEM NO :4. TO RATIFY THE REMUNERATION PAYABLE TO THE COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25 AND FOR THE FY 2025-26

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

"**RESOLVED THAT** pursuant to the provisions of section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and approval of the Board in its meeting held on June 10, 2025, the members of the Company be and hereby ratify the payment of remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) per annum, plus applicable taxes and reimbursement of out of pocket expenses at actual to **M/s. V. H. Savaliya & Associates** (Firm Reg No.: 100346) appointed by the Board on the recommendation of the Management, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31 , 2025 & for Financial Year ending March 31, 2026."

RESOLVED FURTHER THAT any Director or 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

Sd/-
Gargi Ranade
Company Secretary
Membership No. A 23006

Registered Office:
Godrej Coliseum, Office No.801,8th Floor,
C-Wing, Behind Everard Nagar, Off Somaiya Hospital Road,
Near Priyadarshini, Sion (East), Mumbai - 400022.
CIN: U61200MH2022PTC387244
Website: www.nsft.com
Email: info@nsft.com

Date: July 14,2025
Place: Mumbai

NOTES:

- **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 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.**
- 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.
- An explanatory statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto, which sets out details relating to Special Business to be transacted at the meeting.
- The Notice of the AGM along with the Annual Report is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- Members who wish to seek any information or clarification regarding the financial statements or any other matter to be discussed at the AGM are requested to submit their queries in writing to the Company at least five (5) days prior to the date of the AGM. This will enable the Company to compile relevant information and provide appropriate responses during the AGM.
- The route map showing directions to reach the venue of the 3rd AGM is annexed.

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

Sd/-
Gargi Ranade
Company Secretary
Membership No. A 23006

Registered Office:
Godrej Coliseum, Office No.801,8th Floor,
C-Wing, Behind Everard Nagar, Off Somaiya Hospital Road,
Near Priyadarshini, Sion (East), Mumbai - 400022.
CIN: U61200MH2022PTC387244
Website: www.nsft.com
Email: info@nsft.com

Date: July 14, 2025
Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 110 OF COMPANIES ACT 2013
Special Business:

Item No.2

TO APPOINT MS. JULIE BIGORGNE (DIN: 10719580) AS A DIRECTOR OF THE COMPANY:

Members are hereby informed that Ms. Julie Bigorgne (DIN: 10719580), was appointed as the Additional Director vide Board Meeting dated September 24, 2024 in accordance with the provisions of Section 161 of the Companies Act, 2013.

In terms of Section 161(1) of the Companies Act, 2013 Ms. Julie Bigorgne (DIN: 10719580), 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 Ms. Julie Bigorgne (DIN: 10719580), 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.1 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-A**.

None of the Directors/Key Managerial Personnel of the Company/their relatives of the Company except Ms. Julie Bigorgne (DIN: 10719580), 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 for approval of the Members.

Annexure – I
I-A

Name DIN	Ms. Julie Bigorgne 10719580
Age, Date of Birth	40 February 1, 1985
Qualifications	Master's Degree in Audit Bachelors in business and administration Bachelor of Arts, Business economics
Experience in specific functional area	Expertise in Finance and vast experience in shipping and Logistics
Remuneration last drawn (Being sitting fees paid for attending Board & Committee Meetings)	Nil
Date of first appointment on Board	September 24,2024
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)	2
Directorship held in other Companies as on March 31, 2025	Director in ADANI CMA MUNDRA TERMINAL PRIVATE LIMITED
Membership / Chairmanship of Committees of other Boards as on March 31, 2025	Nil

Item No. 3
TO APPOINT CAPTAIN ALPESH ABHAY SHARMA (DIN-03573036) AS A DIRECTOR OF THE COMPANY.

Members are hereby informed that Captain Alpesh Abhay Sharma (DIN- 03573036) was appointed as the Additional Director vide Board Meeting dated December 4, 2024 in accordance with the provisions of Section 161 of the Companies Act, 2013.

In terms of Section 161(1) of the Companies Act, 2013 Captain Alpesh Abhay sharma (DIN-03573036), 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 Captain Alpesh Abhay sharma (DIN-03573036), 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-B**.

None of the Directors/Key Managerial Personnel of the Company/their relatives of the Company except Captain Alpesh Abhay sharma (DIN-03573036), is concerned or interested in the proposed resolution set out in item no.3.

The Board recommends the said resolution to be passed as an ordinary resolution for approval of the Members.

Annexure – I
I-B

Name DIN	Captain Alpesh Abhay Sharma 03573036
Age, Date of Birth	55 years May 30,1969
Qualifications	Master Mariner and bachelor's degree in science and had participated in multiple education programs
Experience in specific functional area	30 years of vast experience in the global shipping, ports and logistic industries
Remuneration last drawn (Being sitting fees paid for attending Board & Committee Meetings)	Nil
Date of first appointment on Board	December 4, 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)	1
Directorship held in other Companies as on March 31, 2025	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2025	Member of Corporate Social Responsibility Committee of Nhava Sheva Freeport Terminal Private Limited

Item No. 4

TO RATIFY THE REMUNERATION PAYABLE TO THE COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25 & FINANCIAL YEAR 2025-26

Members are hereby informed that Board of Directors of the Company have appointed **M/s. V. H. Savaliya & Associates** (Firm Reg No.: 100346) as Cost Auditors of the Company for the year 2024-25 in its meeting dated September 24, 2024 for FY 2024-25 and subsequently appointed him as Cost auditor for FY 2025-26 in its meeting dated June 10, 2025 on the remuneration of Rs.50,000 (Rs. Fifty Thousand Only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses at actual.

Consent Cum Declaration has been received from **M/s. V. H. Savaliya & Associates** (Firm Reg No.: 100346) Cost Auditor, confirming his eligibility and consent for appointment as Cost Auditor will be available for inspection of the Members electronically during the 3rd AGM.

As per section 148(3) read with Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders in ensuing AGM.
None of the Directors, Key Managerial Personal or their relatives are concerned or interested financial or otherwise in the aforesaid resolution.

The Board of Directors recommend to pass necessary resolution as set out in Item No.4 of the Notice by way of an Ordinary Resolution for approval of the Members.

NHAVA SHEVA
FREEPORT TERMINAL

CIN: U61200MH2022PTC387244

Name of the Company: Nhava Sheva Freeport Terminal Private Limited

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

Email: info@nsft.com **Website:** https://www.nsft.com

ATTENDANCE SLIP
THIRD ANNUAL GENERAL MEETING

Folio No. DP ID No. Client ID No,	
Name of the First named Member /Proxy/Authorised Representative	
Name of the Joint Member(s), if any	
No. of shares held	

I /we certify that I am/we are member(s)/proxy for the member(s) of the Company. I /we hereby record my presence at the 3rd Annual General Meeting of the company to be held on **Wednesday, August 6, 2025, at 13:00 HRS IST** (9:30 HRS CET) at Godrej Coliseum, Office No. 801, 8th Floor, C-Wing Wing, Behind Everard Nagar, Off Somaiya Hospital Road, Near Priyadarshini, Sion (East), Mumbai – 400022.

Signature of Member/ Proxy/ Authorised Representative:

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

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

as my/our proxy to attend and vote (on a poll) for me/~~us~~ and on my/~~our~~ behalf at the 1st Annual General Meeting of the company, to be held **Wednesday , August 6, 2025, at 13:00 HRS IST** (9:30 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)
Ordinary Business	
1	To adopt the Financial Statements for the Financial Year ended March 31 2025, together with the Auditor's Report and the Directors' Report thereon.
Special Business	
2	To appoint Ms. Julie Bigorgne (DIN: 10719580) as a Director of the Company
3	To appoint Captain Alpesh Abhay Sharma (DIN:03573036) as a Director of the Company.
4	To ratify the Remuneration payable to the Cost Auditors of the Company for the Financial Year 2024-25 & for FY 2025-26

Signed this day of ___________
Signature of Shareholder ________________
Signature of Proxyholder__________________

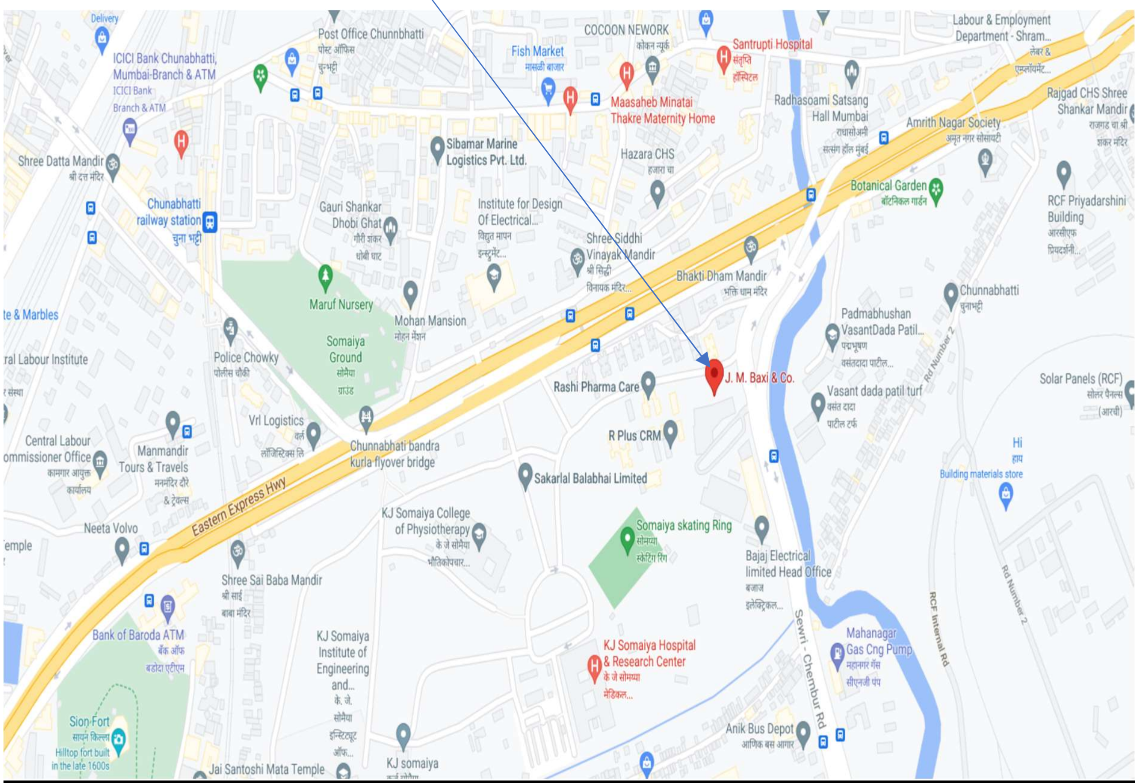
Affix Revenue stamp of Re. 1

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.

NHAVA SHEVA
FREEPORT TERMINAL

<u>ROUTE MAP TO THE 3RD AGM VENUE</u>

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



NHAVA SHEVA FREEPORT TERMINAL PRIVATE LIMITED

T: +91 22 6153 7900
F: +91 22 6153 7995
www.nsft.com
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