

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting (“**EGM**”) of the Members of AMNS Ports India Limited (*Formerly Hazira Cargo Terminals Limited*) (**hereinafter referred as “the Company”**) will be held on Monday, May 27, 2024 at 11.00 a.m. through video conference, to transact the following businesses: -

The venue of the meeting shall be deemed to be the Registered Office of the Company at “AMNS House, AMNS Township, 27th KM, Surat Hazira Road, Hazira, Surat, Gujarat – 394270.”

Item No.1: To increase the Authorised Share Capital of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a) read with Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Authorised Share Capital of the Company be and is hereby increased from INR 86,00,00,000/- (Indian Rupees Eighty-Six Crores Only) to INR 2,86,00,00,000/- (Indian Rupees Two Hundred and Eighty-Six Crore Only) divided into 8,50,00,000 (Eight Crore Fifty Lakh) Equity Shares of INR 10/- each and 20,10,00,000 (Twenty Crores Ten Lakh) Preference Shares of INR 10/- each with power to the Board to classify the same and to attach rights, privileges, and conditions thereto into different classes as may be permitted under the Act from time to time.

RESOLVED FURTHER THAT the existing clause V of the Memorandum of Association of the Company as to Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following new Clause V:

“The authorised share capital of the company is INR 286,00,00,000/- (Indian Rupees Two Hundred and Eighty-Six Crore Only) divided into 8,50,00,000 (Eight Crore Fifty Lakh) Equity Shares of Rs. 10/- each and 20,10,00,000 (Twenty Crores Ten Lakh) Preference Shares of Rs. 10/- each.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to sign and file the requisite e-forms and such other relevant documents as may be required with the Registrar of Companies (ROC), Ahmedabad and also to do any such acts, things and deeds as may be deemed necessary to give effect to the aforesaid resolutions;

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to issue certified true extracts of this resolution.”

Item No.2: To approve issuance and allotment of Non-Convertible Redeemable Preference Shares (NCRPS) of INR 10/- each for cash at par to ArcelorMittal Nippon Steel India Limited on preferential basis.

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Sections 23, 42, 55 and 62, and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 and 13 of the Companies (Share Capital and Debenture) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time and all other applicable laws, if any, and pursuant to the relevant provisions of the Articles of Association of the Company, the consent of the members of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ which expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) for issuance of 16,00,00,000 0.01% Non-Convertible Redeemable Preference Shares (NCRPS) of INR 10/- each for an amount aggregating to Rs. 160,00,00,000/- (Indian Rupees One Hundred and Sixty Crore Only) for cash at par to ArcelorMittal Nippon Steel India Limited on preferential basis in accordance with the Section 62 (1) (c) of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014;

RESOLVED FURTHER THAT in accordance with the provisions of Section 55 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules, regulations and notifications, including any modification or re-enactment thereof, the particulars in respect of the offer are as under:

1	Issuer Company	AMNS Ports India Limited (formerly Hazira Cargo Terminals Limited)
2	Subscriber Company	ArcelorMittal Nippon Steel India Limited
3	Nature of Security	Non-Convertible Redeemable Preference Shares (hereinafter referred as 'NCRPS')
4	Face Value	INR 10 (Indian Rupees Ten each)
5	Issue price	NCRPS shall be issued at par. INR 10/- is arrived at on the basis of Valuation Report dated February 15, 2024 obtained from RBSA Valuation Advisors LLP.
6	Dividend/ Coupon	0.01% per annum subject to deduction of taxes at source, if applicable
7	Voting rights	NCRPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013, as amended.
8	Security	NCRPS shall be un-secured.
9	Tenure	Subject to applicable law, the NCRPS shall be mandatorily redeemable at the end of 20 years from the date of issuance.

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10	Dividend	The dividend payment to holders of NCRPS is cumulative in nature.
11	Taxes	Company to withholding applicable taxes on dividend and dividend shall be paid net of applicable taxes.
12	Liquidation Preference	In the event of a dissolution or winding up the Issuer Company, from the proceeds available for distribution to shareholders, the holder of the NCRPS shall be entitled to receive in respect of all the NCRPS then held by it, in preference to any distribution of any assets to holders of Equity Shares of the Issuer Company, the redemption amount (including, arrears of preference dividend, if any).
13	Redemption	NCRPS shall be redeemed at a premium which will provide an internal rate of return of 11% per annum (compounded on an annual basis) from the date of issue of NCRPS to the Redemption Date. Arrears of dividend, if any, shall be payable along with the redemption of NCRPS.
14	Conversion	NCRPS shall not be convertible into equity shares.
15	Transferability	Non-transferable other than with the mutual agreement of the Issuer Company and the holder of the NCRPS.
16	Listing	NCRPS will not be listed on any of the stock exchanges, unless required by extant regulations.
17	Participation in surplus assets and profits	NCRPS shall be non-participating in surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Issuer Company.
18	Participation in surplus funds	NCRPS shall be non-participating in the surplus funds.
19	Governing Law	NCRPS will be governed by and construed in accordance with the laws of India.
20	Disputes	Any disputes in relation to NCRPS shall be settled as per Arbitration and Conciliation Act, 1996.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute and file and/or submit necessary forms and other documents as may be required by the statutory authorities, including with the jurisdictional Registrar of Companies, and to do all such acts and deeds as may be necessary, proper or expedient for the implementation of these resolutions.

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RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to issue certified true extracts of this resolution and issue the same to all concerned parties.”

For AMNS PORTS INDIA LIMITED
(Formerly Hazira Cargo Terminals Limited)

Sd/-
Amit Harlalka
Director
DIN: 08710525

Registered Office:
AMNS House, AMNS Township,
27th KM, Surat- Hazira Road,
Hazira, Surat, Gujarat - 394270
India

Place: Mumbai
Date: April 15, 2024

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Notes:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting can be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.amns.in. The EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

AMNS Ports India Limited (Formerly Hazira Cargo Terminals Limited)

7th Floor, Raheja Tower, C - 30, Block G, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400 051

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The remote e-voting period begins on May 24, 2024 at 9:00 A.M. and ends on May 26, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. May 20, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being April 19, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your

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	<p>User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat

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	Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

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3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting” .
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vvchakra@gmail.com with a copy marked to Neelam.Thanvi@amns.in and evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will

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need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to **Mr. Amit Vishal, Senior Manager** or **Ms. Pallavi Mhatre, Manager NSDL** at evoting@nsdl.co.in ; or amitv@nsdl.co.in ; or pallavid@nsdl.co.in who will also address the grievances connected with the voting by electronic means.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs.portsindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs.portsindia.com or Neelam.Thanvi@amns.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs.portsindia@amns.in. The same will be replied by the company suitably.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

It is hereby informed that in the month of August 2022, ArcelorMittal Nippon Steel India Limited (AM/ NS India) entered into Share Purchase Agreement ('Ports SPA') with Essar Ports & Terminal Ltd, Mauritius (Essar Group) for purchase of equity shares and CCDs of AMNS Ports India Limited (formerly Hazira Cargo Terminal Limited) (APIL).

In order to repay Intercompany deposits (ICDs) and increase operational efficiency, it is proposed to raise funds through issuance of 0.01% Non-Convertible Redeemable Preference Shares (NCRPS) to its holding company ArcelorMittal Nippon Steel India Limited.

For issuing NCRPS of INR 160,00,00,000/- (Indian Rupees One Hundred and Sixty Crore Only), the Company needs to increase its Authorised Share Capital of the Company.

The current Authorised Share Capital of the Company is INR 86,00,00,000/- (Indian Rupees Eighty-Six Crore Only) divided into 8,50,00,000 Equity Shares of INR 10/- each and 10,00,000 Preference Shares of the face value of INR 10/- each.

It is hereby proposed to increase the Authorised Share Capital from INR 86,00,00,000/- (Indian Rupees Eighty-Six Crores) to INR 2,86,00,00,000/- (Indian Rupees Two Hundred and Eighty-Six Crore only) divided into 8,50,00,000 (Eight Crore Fifty Lakh) Equity Shares of INR 10/- each and 20,10,00,000 (Twenty Crores and Ten Lakh) Preference Shares of INR 10/- each with power to the Board to classify the same and to attach rights, privileges and conditions thereto into different classes as may be permitted under the Act from time to time.

The increase in the Authorised Share Capital will require approval of shareholders and amendment to the Memorandum of Association of the Company to reflect the increase in the Authorised Share Capital.

The amendment to the Clause V of the Memorandum Association (MoA) is to effect increase in Authorised Share Capital and Clause 3 of the Articles of Association is incidental to the Clause V of the MoA.

A copy of the Memorandum of Association duly altered would be available for inspection on any working day during business hours at the registered office of the Company.

The approval of the members of the Company by way of an ordinary resolution for the amendment and alteration of the Memorandum of Association of the Company is sought and ordinary resolution, if passed, will have the effect of the amendment and alteration of the Memorandum of the Company.

The Board recommends the ordinary resolution in the accompanying notice for the approval of the members.

None of the Directors and Key Managerial Personnel are concerned or interested in the resolution contained in the accompanying notice.

AMNS Ports India Limited (Formerly Hazira Cargo Terminals Limited)

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AM/NS Ports

Item No. 2:

In the month of August 2022, ArcelorMittal Nippon Steel India Limited (AM/ NS India) entered into Share Purchase Agreement ('Ports SPA') with Essar Ports & Terminal Ltd, Mauritius (Essar Group) for purchase of equity shares and CCDs of AMNS Ports India Limited (formerly Hazira Cargo Terminal Limited) (APIL).

In order to repay the Inter Corporate Deposits (ICDs) and increase the operational efficiency of the Company, the Board of Directors of the Company recommended raising fund through issuance of 0.01% Non-Convertible Redeemable Preference Shares (NCRPS) to its holding company ArcelorMittal Nippon Steel India Limited by way of preferential issue.

The Board of Directors has, by way of a resolution passed at its meeting held on April 15, 2024, approved the issuance and allotment of NCRPS subject to approval of members of the Company.

In this regard, pursuant to Rule 13(2) (d) of the Companies (Share Capital and Debentures) Rules, 2014, the members of the Company are requested to take note of the particulars of the proposed allotment as set out below:

Subject	Particulars
The object of the issue	The Company is issuing NCRPS to ArcelorMittal Nippon Steel India Limited for the repayment of the ICDs and increase operational efficiency of the Company.
Total number and kind of shares to be issued	16,00,00,000 0.01% Non-Convertible Redeemable Preference Shares (NCRPS) of INR 10/- each for an amount aggregating to INR 160,00,00,000/- (Indian Rupees One Hundred and Sixty Crore only) for cash at par
Price at/ which the allotment is proposed	INR 10/- per NCRPS
Basis on which the price has been arrived at along with report of the registered valuer	NCRPS shall be issued at par. INR 10/- is arrived at on the basis of Valuation Report dated February 15, 2024 obtained from RBSA Valuation Advisors LLP by using Income Approach Methodology.
Relevant date with reference to which the price has been arrived at	December 31, 2023
Class or classes of persons to whom the allotment is proposed to be made	Allotment will be made to ArcelorMittal Nippon Steel India Limited
Intention of promoters, directors or key managerial personnel to subscribe to the offer	Promoters, directors and key managerial personnel will not subscribe to the issuance of NCRPS.
Proposed time within which the allotment shall be completed	Twelve months from May 27, 2024

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Names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	NCRPS will be allotted on a preferential basis to ArcelorMittal Nippon Steel India Limited and will constitute 100% (Hundred per cent) of post preferential offer capital of Preference Shares.
Change in control, if any, in the company that would occur consequent to the preferential offer	There shall be no change in management or control of the Company pursuant to the aforesaid issue of NCRPS
Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	1
Date of passing of Board resolution	April 15, 2024
Name and address of the valuer who performed valuation	RBSA Valuation Advisors LLP Address: 1121, Solitaire Corp. Park, Chakala, Andheri Kurla Road, Andheri East, Mumbai – 400093.
Amount which the company intends to raise by way of such securities	INR 160,00,00,000/- (Indian Rupees One Hundred and Sixty Crores only)
the identity of the proposed allottees, the percentage of the post preferential issue capital that may be held by them and change in control, if any, in the company consequent to the preferential issue	ArcelorMittal Nippon Steel India Limited (AMNSI), a Public Limited Company incorporated under the Companies Act, 1956 and having its registered office at AMNS House, AMNS Township, 27 th K.M., Surat – Hazira Road, Hazira, Gujarat – 394270, India. There is no change in control as 100% of Issued Capital is held by AMNSI (pre and post preferential issue)
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	NA
(a) Material terms of raising such securities;	(a) As per Annexure 1
(b) Proposed time schedule;	(b) One year from May 27, 2024
(c) Purposes or objects of offer;	(c) To repay the unsecured Inter Corporate Deposits
(d) Contribution being made by the promoters or directors either as	(d) NIL

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AM/NS Ports

part of the offer or separately in furtherance of objects; and (e) Principle terms of assets charged as securities	(e) Not Applicable
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The shareholding pattern of the Company pre and post the issuance by way of the Proposed Allotment will be as follows:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of share-holding	No. of Shares held	% of share-holding
A	Promoters' holding: (Equity)				
1.	Indian :				
	Individual				
	Bodies Corporate				
	AMNS Ports Shared Services Private Limited <i>(Formerly Ibrox Aviation and Trading Private Limited)</i>	23498854	36.58%	23498854	36.58%
	ArcelorMittal Nippon Steel India Limited	39254662	61.11%	39254662	61.11%
	Sub-Total (A)	62753516	97.69%	62753516	97.69%
B	Non-Promoters' holding :				
1.	Institutional Investors	12969	0.02%	12969	0.02%
2.	Other Bodies Corporate	50825	0.08%	50825	0.08%
	Foreign Institutional Investors	1820	0.00%	1820	0.00%
	Non Resident Individuals	56144	0.08%	56144	0.08%
	Indian Public	1363166	2.12%	1363166	2.12%
	Sub-Total (B)	1484924	2.31%	1484924	2.31%
	Total (A+B)	64238440	100.00%	64238440	100.00%

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	0.01% CCCPPS	2	100%	2	100%
	0.01% NCRPS	0	0.00%	16,00,00,000	100%
	GRAND TOTAL	64238442		2264238442	

Notes:

1. The pre issue shareholding pattern of the Company is as on Relevant Date viz. April 19, 2024.
2. The above mentioned pre and post issue shareholding pattern of the Company does not contain 0% CCDs.

Further, in terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, members of the Company are informed that the price for the issuance of NCRPS has been arrived at on the basis of a Valuation Report dated February 15, 2024 issued by RBSA Valuation Advisors LLP by using Income Approach Methodology.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 2 for approval of the members as a Special Resolution.

For AMNS PORTS INDIA LIMITED
(Formerly Hazira Cargo Terminals Limited)

Amit Harlalka
Director
DIN: 08710525

Registered Office:
AMNS House, AMNS Township,
27th KM, Surat- Hazira Road,
Hazira, Surat, Gujarat - 394270
India

Place: Mumbai
Date: April 15, 2024

AM/NS Ports

Annexure 1: Terms of 0.01% NCRPS:

1	Issuer Company	AMNS Ports India Limited (formerly Hazira Cargo Terminals Limited)
2	Subscriber Company	ArcelorMittal Nippon Steel India Limited
3	Nature of Security	Non-Convertible Redeemable Preference Shares (hereinafter referred as 'NCRPS')
4	Face Value	INR 10 (Indian Rupees Ten each)
5	Issue price	NCRPS shall be issued at par. INR 10/- is arrived at on the basis of Valuation Report dated February 15, 2024 obtained from RBSA Valuation Advisors LLP.
6	Dividend/ Coupon	0.01% per annum subject to deduction of taxes at source, if applicable
7	Voting rights	NCRPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013, as amended.
8	Security	NCRPS shall be un-secured.
9	Tenure	Subject to applicable law, the NCRPS shall be mandatorily redeemable at the end of 20 years from the date of issuance.
10	Dividend	The dividend payment to holders of NCRPS is cumulative in nature.
11	Taxes	Company to withholding applicable taxes on dividend and dividend shall be paid net of applicable taxes.
12	Liquidation Preference	In the event of a dissolution or winding up the Issuer Company, from the proceeds available for distribution to shareholders, the holder of the NCRPS shall be entitled to receive in respect of all the NCRPS then held by it, in preference to any distribution of any assets to holders of Equity Shares of the Issuer Company, the redemption amount (including, arrears of preference dividend, if any.)
13	Redemption	NCRPS shall be redeemed at a premium which will provide an internal rate of return of 11% per annum (compounded on an annual basis) from the date of issue of NCRPS to the Redemption Date. Arrears of dividend, if any, shall be payable along with the redemption of NCRPS.
14	Conversion	NCRPS shall not be convertible into equity shares.
15	Transferability	Non-transferable other than with the mutual agreement of the Issuer Company and the holder of the NCRPS.
16	Listing	NCRPS will not be listed on any of the stock exchanges, unless required by extant regulations.
17	Participation in surplus assets and profits	NCRPS shall be non-participating in surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Issuer Company.
18	Participation in surplus funds	NCRPS shall be non-participating in the surplus funds.

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19	Governing Law	NCRPS will be governed by and construed in accordance with the laws of India
20	Disputes	Any disputes in relation to NCRPS shall be settled as per Arbitration and Conciliation Act, 1996

For AMNS PORTS INDIA LIMITED
(Formerly Hazira Cargo Terminals Limited)

Sd/-
Amit Harlalka
Director
DIN: 08710525

Registered Office:
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27th KM, Surat- Hazira Road,
Hazira, Surat, Gujarat - 394270
India

Place: Mumbai
Date: April 15, 2024