



201/202, Raheja Xion, 2nd Floor, Dr. Babasaheb Ambedkar Road, Near DCP Office Zone III, Byculla (East), Mumbai 400 027, Maharashtra, India.
Tel.: +91-22-2377 9400 | Fax: +91-22-2377 9499 | Email: info@samsonmaritime.com
Website: www.samsonmaritime.com | Corporate Identity Number : U35112MH1994PLC081331

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SAMSON MARITIME LIMITED WILL BE HELD ON TUESDAY 30TH DAY OF NOVEMBER, 2021 AT 04:00 PM THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS ("VC/OAVM") FACILITY TO TRANSACT FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended on March 31, 2021 together with the reports of the Board of Directors and the Auditors thereon and also audited consolidated financial statement of the Company for the financial year ended on March 31, 2021.
2. To appoint a director in place of Mr. Ashwin Mohan Samant (Din 02315815), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL RESOLUTION

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196 of Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, **Mr. Bharat Samant** be and is hereby re-appointed as Joint Managing Director of the Company for a period of Five years with retrospective effect from **01st April, 2021** upon the terms and conditions including the payment of remuneration, perquisites and benefits payable as under, with liberty and powers to the Board of Directors (including any Committee appointed for the purpose) to grant increments and to alter and vary from time to time, the amount and type of perquisites payable to Mr. Bharat Samant :-

I. Salary:

Cost to the Company (CTC) of Rs. 98.88 lakhs p.a.





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CTC includes salary, Company's contribution to Provident Fund and allowance & perquisites.

(A)
Allowances & Perquisites:

Allowances & Perquisites includes:

1. Leave travel assistance for himself and his family once in a year in accordance with the rules of the Company ;
2. Fees of club in India or abroad subject to a maximum of two clubs excluding admission and life membership fees ;
3. Chauffeur driven company maintained car ;
4. Reimbursement of mediclaim policy for himself and family in accordance with the rules of the Company ;
5. Reimbursement of actual medical expenses incurred in India and or abroad and including hospitalization, nursing home and surgical charges for himself and family in accordance with the rules of the Company (family includes spouse, dependent children & dependent parents) ;
6. Gratuity payable as per rules of the company ;
7. Leave with pay as per rules of the company or encashment of leave at the end of the tenure ;
8. Personal accident insurance as per the rules of the company.

Subject to overall ceiling on CTC as stated above, incumbent shall have liberty to opt for such allowances and perquisites, including but not restricted to allowances & perquisites as mentioned hereinabove, as he deem fit. The incumbent shall also have choice to opt for allowance in lieu of perquisite at any time during a year. The amount of the benefits mentioned at (6) to (8) shall not be included in the computation of aforementioned limit of allowances and perquisites.

In addition, incumbent shall also be provided for official use, telephone, fax, internet connectivity and other communication facility at residence, mobile phone connection





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with handset. The cost and expenses whereof shall not be included in the limit of remuneration.

(B) Incumbent shall also be entitled to the Company's contribution to provident fund @ 12% of the basic salary, or at such rate as may be prescribed by the Government from time to time, to the extent it is not taxable under the Income Tax Act, 1961

(C) Subject to provisions of the Companies Act, 2013, perquisites and allowances shall be evaluated as per Income Tax Rules, 1962 wherever applicable, for the purpose of calculating the above limits. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Reimbursement of expenses incurred in relation to business of the company shall not be included in the limit of remuneration.

II. Bonus: In addition to abovementioned CTC incumbent will also be eligible for such bonus as may be decided by the Board of Directors, as recommended by the Nomination and Remuneration Committee, based on the performance of the Company and the achievement of other objectives stipulated by the Board.

"RESOLVED FURTHER THAT all remuneration, in whatever form, will be given to Mr. Bharat Samant by virtue of him being a Director of the Company and not for any other purpose."

"RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to take such steps as may be necessary, desirable and expedient to give effect to this resolution and also to file requisite E-Forms with the Registrar of Companies, Maharashtra, Mumbai."

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196 of Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Ashwin Samant be and is hereby re-appointed as Jt. Managing Director of the Company for a period of Five years with retrospective effect from 01st April, 2021 upon the terms and conditions including the payment of remuneration, perquisites and benefits payable as under, with liberty and powers to the Board of Directors (including





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any Committee appointed for the purpose) to grant increments and to alter and vary from time to time, the amount and type of perquisites payable to Mr. Ashwin Samant.

I
Salary:

Cost to the Company (CTC) of Rs. 93.28 lakhs p.a.

CTC includes salary, Company's contribution to Provident Fund and allowance & perquisites.

(A)
Allowances & Perquisites:

Allowances & Perquisites includes:

1. Leave travel assistance for himself and his family once in a year in accordance with the rules of the Company.
2. Fees of club in India or abroad subject to a maximum of two clubs excluding admission and life membership fees.
3. Chauffeur driven company maintained car.
4. Reimbursement of mediclaim policy for himself and family in accordance with the rules of the Company.
5. Reimbursement of actual medical expenses incurred in India and or abroad and including hospitalization, nursing home and surgical charges for himself and family in accordance with the rules of the Company (family includes spouse, dependent children & dependent parents).
6. Gratuity payable as per rules of the company,
7. Leave with pay as per rules of the company or encashment of leave at the end of the tenure
8. Personal accident insurance as per the rules of the company





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Subject to overall ceiling on CTC as stated above, incumbent shall have liberty to opt for such allowances and perquisites, including but not restricted to allowances & perquisites as mentioned hereinabove, as he deem fit. The incumbent shall also have choice to opt for allowance in lieu of perquisite at any time during a year. The amount of the benefits mentioned at (6) to (8) shall not be included in the computation of aforementioned limit of allowances and perquisites.

In addition, incumbent shall also be provided for official use, telephone, fax, internet connectivity and other communication facility at residence, mobile phone connection with handset. The cost and expenses whereof shall not be included in the limit of remuneration.

(B) Incumbent shall also be entitled to the Company's contribution to provident fund @ 12% of the basic salary, or at such rate as may be prescribed by the Government from time to time, to the extent it is not taxable under the Income Tax Act, 1961

(C) Subject to provisions of the Companies Act, 2013, perquisites and allowances shall be evaluated as per Income Tax Rules, 1962 wherever applicable, for the purpose of calculating the above limits. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Reimbursement of expenses incurred in relation to business of the company shall not be included in the limit of remuneration.

II

Bonus: In addition to abovementioned CTC incumbent will also be eligible for such bonus as may be decided by the Board of Directors, as recommended by the Nomination and Remuneration Committee, based on the performance of the Company and the achievement of other objectives stipulated by the Board.

"RESOLVED FURTHER THAT all remuneration, in whatever form, will be given to Mr. Ashwin Samant by virtue of him being a Director of the Company and not for any other purpose."

"RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to take such steps as may be necessary, desirable and expedient to give effect to this resolution and also to file requisite E-Forms with the Registrar of Companies, Maharashtra, Mumbai."





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A By Order of the Board of Directors

Bharat Samant
Jt. Managing Director

Registered office:

201/202, Raheja Xion,
2nd Floor, Dr. Babasaheb Ambedkar Road,
Near DCP office Zone III, Byculla (East)
Mumbai – 400 027

Date: 29/11/2021

Place: Mumbai

Notes:

1. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS ANNEXED HERETO.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 and 13th January, 2021 read with circulars dated April 8, 2020 and April 13, 2020 and May 5, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. Members can participate in the AGM through desktop / laptop/smart phone / tablet. However, for better experience and smooth participation, it is advisable to join the Meeting through desktop / laptop connected through broadband. Please find herewith necessary details to access the facility of video conferencing for participating in the meeting:

<https://us02web.zoom.us/j/84898058015?pwd=ZEpjRIB1WVgvSlJ6cTdKbVlEczF3dz09>



Dock Office : 7, Mb. P.T. Building, Malet Bunder, Mumbai 400 009, India.
Tel.: +91-22-2373 9500 | +91-22-2373 0545





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4. Download the Zoom app on your smart phone / tablet. Zoom app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. This app can be downloaded without any charge.
5. The link for joining the meeting will be made active 15 minutes prior to the meeting i.e. at 3:45 P.M. on 30th November 2021. Members are requested to join the meeting on time.
6. Since this meeting is being held through video conferencing, physical attendance of members has been dispensed with. Therefore, appointment of proxies is not applicable.
7. Pursuant to Section 113 of the Act, corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend the AGM, by e-mail before attending AGM, to Chanchal.choudhary @samsonmaritime .com or cs@samsonmaritime.com.
8. The dividend, if declared at the annual general meeting, will be paid to those members whose name appear on the Register of Members of the Company on the date of the Annual General Meeting.
9. The Annual Report and Notice of the AGM is being sent to members whose email IDs are available in the records of the Company. The members who have not registered their email ID with the Company and who would like to obtain the same on their email ID may write an email to cs@samsonmaritime.com.

A By Order of the Board of Directors

Sd/-

Bharat Samant

Jt. Managing Director

Registered office:

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Near DCP office Zone III, Byculla (East)
Mumbai - 400 027

Date: 29/11/2021

Place: Mumbai





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

All material facts concerning items of special business from item no. 3 & 4 are set out in the following statement accompanying the notice.

Item No. 3:

The Members may please be informed that Mr. Bharat Samant was re-appointed as Dy. Managing Director for the period of 5 years at the Annual General Meeting held on September 30, 2016. Furthermore, his designation was changed from Dy. Managing Director to Joint Managing Director in the Extra Ordinary General Meeting held on December 20, 2016 at 4.00 P.M. His term expired on 31st March 2021 as the Joint Managing Director, he is therefore required to be re-appointed as the Joint Managing Director of the Company for the second term.

Further under the Companies Act 2013, Executive Directors have been entrusted with new responsibilities to make their role more objective and purposeful. Keeping in view the enhanced role, responsibilities and duties of Directors, it is considered appropriate that the remuneration payable to the Directors by the Company should be commensurate with their increased role, responsibilities and duties.

The Board of Directors, at its meeting held on June 24, 2021, have proposed the re-appointment of Mr. Bharat Samant, as Joint Managing Director based on the performance of the Company and upon the recommendations of Remuneration Committee.

Mr. Bharat Samant, Joint Managing Director is financially interested in the said resolutions, Mr. Suresh Samant, Director and father of Mr. Bharat Samant is also deemed to be concerned / interested in the said resolutions. Relatives of Mr. Bharat Samant are deemed to be concerned / interested in the said resolutions.

None of the other Directors and Key Managerial Personnel or their relatives are concerned or interested in the said resolutions.





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The Board recommends Special Resolution for shareholder's approval for item no. 3 of this notice.

Item Nos. 4:

The Members may please be informed that Mr. Ashwin Samant was re-appointed as Dy. Managing Director for the period of 5 years at the Annual General Meeting held on September 30, 2016. Furthermore, his designation was changed from Dy. Managing Director to Joint Managing Director in the Extra Ordinary General Meeting held on December 20, 2016 at 4.00 P.M. His term expired on 31st March 2021 as the Joint Managing Director, he is therefore required to be re-appointed as the Joint Managing Director of the Company for the second term.

Further under the Companies Act 2013, Executive Directors have been entrusted with new responsibilities to make their role more objective and purposeful. Keeping in view the enhanced role, responsibilities and duties of directors, it is considered appropriate that the remuneration payable to the Directors by the Company should be commensurate with their increased role, responsibilities and duties.

The Board of Directors, at its meeting held on June 24, 2021, have proposed the re-appointment of Mr. Ashwin Samant, as the Joint Managing Director based on the performance of the Company and upon the recommendations of Remuneration Committee.

Mr. Ashwin Samant, Joint Managing Director is financially interested in the said resolutions, Mr. Mohan Samant, Director and father of Mr. Ashwin Samant is also deemed to be concerned / interested in the said resolutions. Relatives of Mr. Ashwin Samant are deemed to be concerned / interested in the said resolutions.

None of the other Directors and Key Managerial Personnel or their relatives are concerned or interested in the said resolutions.





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The Board recommends Special Resolution for shareholder's approval at item no. 4 of this notice.

By Order of the Board of Directors

Sd/-

Bharat Samant

Joint Managing Director

Registered office:

201/202, Raheja Xion,

2nd Floor, Dr. Babasaheb Ambedkar Road,

Near DCP office Zone III, Byculla (East)

Mumbai – 400 027

Date: November 29, 2021

Place: Mumbai



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