

ALLCARGO LOGISTICS LIMITED

(CIN: L63010MH2004PLC073508)

Regd. Office: Avashya House, 6th Floor, CST Road, Kalina, Santacruz (East), Mumbai – 400 098

Phone: +91 22 26675800 / +91 22 66798100 Fax: +91 22 66798195

Website: www.allcargologistics.com e-mail: investor.relations@allcargologistics.com

all cargo logistics Ltd.
Ingenuity In Motion

 THE AVVASHYA GROUP

NOTICE

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of **Allcargo Logistics Limited** will be held on Wednesday, August 10, 2016 at 3:00 p.m. at Avashya House, CST Road, Kalina, Santacruz (East), Mumbai – 400 098, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2016 together with the reports of the Board of Directors' and Auditors' thereon; and
 - b. the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2016 together with the report of Auditors' thereon.
2. To appoint a Director in place of Mrs. Arathi Shetty (DIN:00088374), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint and ratify appointment of Auditors and fix their remuneration and in this regards, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Shaparia Mehta & Associates LLP, Chartered Accountants (Firm Registration No. 112350W/W-100051) be and are hereby appointed as Joint Statutory Auditors of the Company in place of the retiring Joint Statutory Auditors M/s. Appan & Lokhandwala Associates, Chartered Accountants (Firm Registration No. 117040W), who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company subject to ratification of appointment by the Members at every Annual General Meeting held after this Annual General Meeting of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the resolution passed by the Members at the 22nd Annual General Meeting of the Company held on August 10, 2015, the appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) as the Joint Statutory Auditors of the Company be and are hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of the 24th Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include any Committee thereof which the Board may have been constituted or is hereinafter constituted to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Joint Statutory Auditors, in addition to reimbursement of out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

SPECIAL BUSINESS:

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the said Act") and that of Articles of Association of the Company, the consent of the Company be and is hereby accorded for appointment of Mr. Adarsh Hegde (DIN:00035040) as Joint Managing Director of the Company, for a period of five (5) years with effect from July 1, 2016, on such remuneration and terms and conditions, as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include any Committee thereof which the Board may have been constituted or is hereinafter constituted to exercise its powers including the powers conferred by this resolution) and as set out in the Explanatory Statement attached to this Notice, with a liberty to



the Board to alter and vary the terms and conditions of his appointment and remuneration subject to the same not exceeding the limits specified in Schedule V of the said Act and as may be agreed to between the Board and Mr. Adarsh Hegde.

RESOLVED FURTHER THAT the aggregate of salary, commission, allowances and perquisites (**"Remuneration"**) in any financial year shall not exceed the overall ceilings laid down in Sections 197, 198 and other applicable provisions of the said Act read with Schedule V of the said Act as may be for the time being in force.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the Remuneration as set out in Explanatory Statement attached to this Notice be paid to Mr. Adarsh Hegde, Joint Managing Director, as minimum Remuneration provided that the total Remuneration shall not exceed the ceilings provided in Sections II and III of the Part II of Schedule V of the said Act as may be for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to delegate all or any of the powers vested in the Board to any Director(s), Officer(s) of the Company, as may be required to give effect to this resolution."

By order of the Board of Directors
For Allcargo Logistics Limited

Shailesh Dholakia
Company Secretary & Compliance Officer

Place : Mumbai

Date : June 30, 2016

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 23RD ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF. SUCH PROXY/PROXIES NEED NOT BE A MEMBER(S) OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE AGM.**

A PROXY FORM IS SENT HERewith.

2. **A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company. A Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.**
3. During the period beginning twenty four (24) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member would be entitled to inspect the Proxy(ies) lodged, at any time during the business hours of the Company provided that not less than three (3) days' prior notice is given in writing to the Company.
4. Corporate Members intending to send their authorised representative(s) to attend the AGM are requested to send, to the Company, a certified copy of the Board Resolution authorising their representative(s) together with the respective specimen signature(s) of those authorised representative(s) authorised to attend and vote on their behalf at the AGM.
5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), relating to Special Business proposed to be transacted at the AGM is attached to this Notice.
6. Members may please note, that pursuant to the Securities and Exchange Board of India ("SEBI") circular no. CIR/ MRD/ DP/10/2013 dated March 21, 2013 and Regulation 12 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all listed entities shall use any electronic mode of payment facility approved by Reserve Bank of India for making payment(s) to the Members of dividend(s), interest(s), redemption(s) or repayment(s). In view of this direction, Members are requested to update their bank account details with M/s. Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company ("R&TA"), in case shares are held in physical form, and to their respective Depository Participants, in case shares are held in demat form, to enable the Company to make the said payment(s) in electronic mode.

Members are further requested to note that non-availability of correct bank account details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code), etc., which are required for making electronic payments will lead to rejection/failure of electronic payment instructions by the bank in which case, the Company or the R&TA will use physical payment instruments for making payment(s) to the Members with available bank account details of the Members.



7. Members are hereby informed that as per the provisions of Section 205A of the Companies Act, 1956, dividend which remains unclaimed/unpaid over a period of seven (7) years shall be transferred by the Company to “The Investor Education and Protection Fund” constituted by the Central Government under Section 205C of the Companies Act, 1956.

The details of dividend declared / paid by the Company and their respective due dates for transfer to “The Investor Education & Protection Fund” (IEPF) are given hereunder:

Dividend	Date of Declaration of Dividend	Year	Due date for transfer to the IEPF
Final Dividend	June 12, 2009	2008	July 18, 2016
Interim Dividend	November 9, 2009	2009	December 15, 2016
Final Dividend	May 20, 2010	2009	June 25, 2017
Interim Dividend	November 12, 2010	2010	December 18, 2017
Final & Special Dividend	May 13, 2011	2010	June 18, 2018
Interim Dividend	November 3, 2011	2011	December 9, 2018
Final Dividend	August 7, 2012	2011-12	September 12, 2019
Final Dividend	August 8, 2013	2012-13	September 13, 2020
Final Dividend	August 7, 2014	2013-14	September 12, 2021
Interim Dividend	August 7, 2014	2014-15	September 12, 2021
Final Dividend	August 10, 2015	2014-15	September 09, 2022
Interim Dividend	November 05, 2015	2015-16	December 04, 2022
2 nd Interim Dividend	March 14, 2016	2015-16	April 14, 2023

The Ministry of Corporate Affairs (“MCA”) on May 10, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (“IEPF Rules”). Pursuant to the IEPF Rules, the Company has uploaded details of unpaid and unclaimed dividend amounts lying with the Company as on August 10, 2015 (date of last AGM) on the website of the Company www.allcargologistics.com and also on the website of MCA www.iepf.gov.in. Members are requested to visit the website of the Company and/or MCA to check their unpaid/unclaimed dividend status and are advised to write to the Company immediately claiming dividend(s) declared by the Company.

8. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN to the Company or the R&TA.
9. Queries on Financial Statement and operations of the Company, if any, may be sent to the Company Secretary/ Compliance Officer and/or Chief Financial Officer at least seven (7) days in advance of the AGM so as to enable the Management to keep the information ready at the AGM.
10. As required under Regulation 36 of the SEBI Listing Regulation and Secretarial Standard-2 issued by the Institute of Company Secretaries of India (SS-2), relevant information in respect of the Director / Joint Managing Director seeking appointment / re-appointment at the AGM is given in the Explanatory Statement attached to this Notice.
11. Members and Proxy(ies) are requested to bring their valid identity proof such as PAN Card, Passport, Aadhar Card or Driving License at the time of the AGM for identification purpose.
12. Under Section 72 of the Act, Members are entitled to make nomination in respect of shares held by them in physical form. Members desirous of making nomination are requested to send their request in Form SH-13 to the Company’s R&TA at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078.
13. Members and Proxy(ies) are requested to bring copy of their Annual Report and attendance slip duly filled in and signed for attending the AGM.
14. The Notice of the AGM inter-alia indicating the process and manner of electronic voting along with Attendance Slip and Proxy Form and the Annual Report are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s) pursuant to Sections 101 and 136 of the Act read with relevant rules made thereunder and Regulation 36 of the SEBI Listing Regulations, as amended from time to time, unless any member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of the same are being sent through permitted mode.



Members who have not registered their e-mail addresses with the Company can now register the same by clicking on the link allcargogogreen@linkintime.co.in available on the Company's website: www.allcargologistics.com in the Investors Section under the heading 'Green Initiative'. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only. In addition to getting the documents through your registered e-mail address, you can also have access to the documents through Company's website: www.allcargologistics.com.

15. Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the SEBI Listing Regulations and SS-2, the Company is pleased to provide its Members remote electronic voting facility to exercise their voting rights on resolutions proposed to be considered at the AGM and the business may be transacted through electronic voting services. The Members may cast their votes using an electronic voting system, from a place other than venue of the AGM ("**remote e-voting**"), provided by National Securities Depository Limited ("**NSDL**"). Voting of show of hands will not be available to the Members at the AGM in terms of the said provisions.
- II. The facility for voting through Ballot Paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their voting rights at the AGM through Ballot Paper.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled/allowed to cast their vote again.
- IV. The instructions for remote e-voting are as under:

A. In case a Member receives an e-mail from NSDL [for Members whose e-mail Ids are registered with the Company/Depository Participant(s)]:

- i. Open e-mail and open PDF file viz; "Allcargo Logistics Ltd-e-Voting.pdf" with your Client Id or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
- iii. Click on Shareholder – Login.
- iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of remote e-voting opens. Click on e-Voting: Active Voting Cycles.
- vii. Select "Electronic Voting Event Number (EVEN)" of Allcargo Logistics Limited.
- viii. Now you are ready for remote e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. Institutional Members (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. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail to evoting@mehta-mehta.com or allcargoe-voting@allcargologistics.com with a copy marked to evoting@nsdl.co.in.



B. In case a Member receives physical copy of the Notice of the AGM [for Members whose e-mail ids are not registered with the Company/Depository Participant(s) or requesting physical copy]:

- i. Initial password is provided at the bottom of the Attendance Slip for the AGM.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast your vote.
- V. In case of any queries, you may refer the Frequently Asked Questions and remote e-voting user manual for Members available online at www.evoting.nsdl.com or call on toll free no. 1800-222-990.
 - VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. However, if you forgot your password you can reset the same by using “Forgot User Details/Password” option on www.evoting.nsdl.com or contact NSDL at their toll free no. 1800-222-990.
 - VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - VIII. The remote e-voting period commences at **09:00 a.m. (IST) on Friday, August 05, 2016** and ends at **5:00 p.m. (IST) Tuesday, August 09, 2016**. During this period Members of the Company holding shares either in physical form or in dematerialised form as on the **cut-off date** i.e. **Wednesday, August 03, 2016**, may cast their vote electronically by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting at 5:00 p.m. (IST) Tuesday, August 09, 2016. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - IX. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owner maintained by the Depositories as on the cut-off date only shall be entitled to avail facility of remote e-voting as well as voting at the AGM through Ballot Paper. A person who is not a Member on the cut-off date should treat this Notice for information purposes only.
 - X. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of Notice and holding shares as on the cut-off date may obtain the login ID and password by sending a request at evoting@nsdl.co.in or allcargoe-voting@allcargologistics.com.
 - XI. Mrs. Dipti Mehta, Company Secretary, (Membership No. F3667 & COP No. 3202) or failing her, Mr. Anshul Jain (Membership No. F5547 & COP No. 13181), Partner of M/s. Mehta & Mehta, Company Secretaries in Whole-time Practice, has been appointed as the Scrutiniser to scrutinise the voting process in a fair and transparent manner.
 - XII. The Chairman shall at the AGM, at the end of discussion on the resolutions on which voting to be held, allow voting with assistance of the Scrutiniser by use of a Ballot Paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - XIII. The Scrutiniser shall after the conclusion of the AGM, will first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three (3) days of the conclusion of the AGM i.e. on or before Saturday, August 13, 2016, 5:00 p.m. (IST), a consolidated scrutiniser’s report of the total votes cast in favour or against, if any, to the Chairman or in his absence to any director/person duly authorised by the Board who shall countersign the same and declare the results forthwith.
 - XIV. Subject to receipt of requisite numbers of votes, the Resolutions shall deem to be passed on date of the AGM.
 - XV. The Results declared along with the scrutiniser’s report shall be placed on the notice boards at the Registered Office of the Company and Company’s website: www.allcargologistics.com and on the website of NSDL and communicated to stock exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited immediately after the declaration by the Chairman or in his absence to any director/person duly authorised by the Board.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (09:00 a.m. to 6:00 p.m. (IST)) on all working days except Saturdays, upto and including the date of the AGM of the Company.
 17. In compliance with SS-2, route map giving prominent land marks for ease in locating the venue of the AGM is annexed hereto and also placed on the website of the Company: www.allcargologistics.com.



I. EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

In conformity with the provisions of Section 102 of the Companies Act, 2013 ("Act") and Secretarial Standard-2 issued by the Institute of Company Secretaries of India ("SS-2"), the following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying Notice and should be taken as forming part of this Notice.

ITEM NO. 4

In accordance with the provisions of the Companies Act, 1956, the Members of the Company had, at their 18th Annual General Meeting ("AGM") held on May 13, 2011, approved re-appointment of Mr. Adarsh Hegde as the Whole-time Director of the Company for a period of five (5) years with effect from August 21, 2011 on the terms and conditions as contained in the Explanatory Statement attached to notice convening the said AGM.

Mr. Hegde has during his tenure as Whole-time Director of the Company led and excelled the Company to greater heights in terms of revenue and profit and also poised the Company for higher growth. With his strong entrepreneurial skills, greater insight of the Business, visionary approach and strategic leadership & thinking, the Company has achieved several milestones and growth in its Inland Container Depot (ICD), Container Freight Station (CFS) and Project Cargo business. Mr. Hegde has played pivotal role in designing and implementing various systems and procedures, which have provided tremendous growth opportunities for ICD, CFS and Project Cargo businesses of the Company both in terms of revenue & profit.

Mr. Hegde has also been instrumental in establishing CFS and ICD facilities at Jawaharlal Nehru Port Trust-Panvel, Chennai, Mundra, Pithampur and Dadri and is actively involved in setting up of CFS facilities at other locations including Kolkata and Haryana. With his extensive experience and proficiency in transportation, he has also contributed to the set-up of the Company's Project Forwarding Division. The Company's CFS and ICD business have received many awards and recognitions under his leadership such as 'Container Freight Station Operator of the Year (Specific)' and 'Most Diversified Logistics Company of the Year' at the Gujarat Star Awards, 2014, 'Best CFS Operations' by Indian Chamber of Commerce (ICC) at the ICC Supply Chain and Logistics Excellence Awards 2014, 'Transindia Logistics Park' was awarded with 'Container Freight Station Operator of the Year' at the Maritime and Logistics Awards (MALA) 2013, EDGE (Enterprise Driving Growth & Excellence through IT) Award' by Information Week for the RFID Project implementation at CFS locations etc. He also played key role as a head of MARCOM in further strengthening the Company's brand in India by adopting aggressive marketing and communication strategy.

Considering Mr. Hegde's outstanding contribution in developing and expanding the business of the Company and in development of trade and the industry in which it operates the Board of Directors of the Company has decided to appoint Mr. Adarsh Hegde as Joint Managing Director of the Company subject to approval of the Members of the Company, for a period of five (5) years with effect from July 1, 2016 on the following terms and conditions as recommended by the Nomination and Remuneration Committee of the Company:

(I) Tenure:

The appointment of Mr. Adarsh Hegde as Joint Managing Director shall be for a period of five (5) years commencing from July 1, 2016.

(II) Duties and Responsibilities:

Subject to the superintendence, control and overall direction of the Board of Directors of the Company, Mr. Hegde, Joint Managing Director shall have the power for general conduct and management of the whole of business and affairs of the Company except in the matters which may be specifically required to be done by the Board of Directors and/or Shareholders of the Company as per the provisions of the Companies Act, 2013/1956 or by the Articles of Association of the Company and Mr. Hegde shall also exercise and perform such powers and duties as the Board of Directors of the Company (hereinafter called as "the Board", which term shall be deemed to include any Committee thereof which the Board may have been constituted or is hereinafter constituted to exercise its powers including the powers conferred by this resolution) may from time to time determine and shall also do and perform all other acts and things which in the ordinary course of business he may consider necessary or proper or in the interest of the Company.



(III) Basic Salary:

Rs.1,000,000/- (Rupees Ten Lakh only) per month with a power to the Board to increase the salary payable to the Joint Managing Director up to a maximum limit of Rs. 2,000,000/- (Rupees Twenty Lakh only) per month from time to time.

(IV) Perquisites and Allowances:

Category A:		
i.	Housing	: The Company shall provide suitable residential accommodation with all facilities and amenities (including gas, telephone, electricity, water, and furnishings) for Mr. Hegde and his family for which the Company shall recover 10% of his salary or where the Company is not in a position to provide suitable accommodation to Mr. Hegde, house rent allowance will be paid by the Company to Mr. Hegde, subject to the following ceilings: a) Mumbai-Kolkata-Delhi-Chennai - 60% of salary over and above 10% payable by Mr. Hegde himself. b) Other places - 50% of salary over and above 10% payable by Mr. Hegde himself. Perquisites shall be evaluated as per the Income Tax Rules, 1962, wherever applicable. Monetary value of the benefits of gas, telephone, electricity and water and furnishings to be valued as per the Income Tax Rules 1962, but subject to the ceilings of 10% of his salary.
ii.	Medical Reimbursement	: Mr. Hegde shall be entitled to the re-imbursement of medical expenses actually incurred for himself and his family. The total cost of which to the Company shall not exceed one month's salary for a year or three month's salary for a period of three years of service.
iii.	Leave Travel Concession	: Mr. Hegde will be entitled to Leave Travel Concession once in a year for himself and his family in accordance with the Policy of the Company.
iv.	Club Fees	: Fees of clubs subject to a maximum of two (2) clubs. This will not include admission and life membership fees.
v.	Corporate Credit Card	: Mr. Hegde shall be provided with the Corporate Credit Card for official use.
vi.	Personal Accident Insurance	: The Company shall pay an annual premium not exceeding Rs. 50,000/- towards the personal accident insurance policy for the benefit of Mr. Hegde.
vii.	Any other Allowance	: As per the Company's Policy.
Category B:		
i.	Contribution to Funds	: Contribution to Provident Fund, Annuity Fund, Gratuity Fund, Superannuation/ Pension Fund as per the Company's Policy.
ii.	Encashment of Leave	: Encashment of leave not availed by Mr. Hegde as per the Company's Policy.
iii.	Gratuity	: Gratuity shall be payable to Mr. Hegde subject to the statutory rules and as per the Company's Policy.
Category C:		
i.	Provision of Car	: Two Chauffeur driven cars for office and personal use.
ii.	Telephone	: Telephone at the residence and Mobile phone with SIM card as per the Company's Policy.
iii.	Performance Award	: As per the Company's Policy.
iv.	Other amenities and benefits	: Such other benefits, amenities and facilities as per the Company's Policy.



(V) Commission:

Commission shall be payable to Mr. Hegde based on the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013 every year. Such commission may exceed 5% of net profit in any particular year as the Board of the Company may determine keeping in view the performance of the Company in respect of each financial year commencing from April 1, 2016 and the applicable provisions of the Companies Act, 2013.

Provided always that the aggregate of the Remuneration payable as aforesaid including Remuneration payable to other Whole-time Directors/Managing Directors shall not exceed 10% of the net profits of the Company computed in accordance with the provisions of Sections 197 and 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, as and when becomes applicable.

(VI) Other Terms and Conditions:

- a. The value of the perquisites would be evaluated as per Income-tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.
- b. Contribution to Provident Fund, Annuity Fund, Gratuity Fund, Superannuation Fund, Pension Fund would not be included in the computation of ceiling of Remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- c. Encashment of earned leave at the end of the tenure as per the Company's Policy shall not be included in the computation of ceiling of Remuneration.
- d. Provision of car for use on Company's business and telephone at residence would not be considered as perquisites.
- e. As long as Mr. Hegde functions as Joint Managing Director, he shall not be paid any sitting fees for attending the meetings of the Directors or Committees thereof.
- f. Mr. Hegde shall, while he continues to hold office of the Joint Managing Director, be subject to retirement by rotation and he shall be reckoned as a Director for the purpose of determining the directors liable to retire by rotation and such retirement and re-appointment shall, unless he is not re-appointed as a Director, not constitute a break in his engagement as Joint Managing Director during the tenure of his term and subsequent renewal thereof. Mr. Adarsh Hegde shall not ipso facto cease to be a Director, if he ceases to hold office of Joint Managing Director for any cause.
- g. Notice period shall be six (6) months or six (6) months Remuneration in lieu thereof.
- h. The Remuneration in any one financial year shall not exceed the limits prescribed under Sections 197 and 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act for the time being in force and as amended from time to time.
- i. If during the currency of his tenure as Joint Managing Director, the Company has no profits or its profits are inadequate in any financial year, the Joint Managing Director shall be entitled to the aforesaid Remuneration, subject to the approval of the Central Government, as per the applicable provisions of the Companies Act, 2013 as amended from time to time, if required.



Brief resume and other details of Mr. Adarsh Hegde as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2 issued by Institute of Company Secretaries of India, are as under:

I	Brief resume, profile, age, qualification, experience	<p>Mr. Adarsh Hegde, aged 53 years, holds a degree in Mechanical Engineering from Nitte Education Trust, Mangalore. After finishing his Mechanical Engineering, Mangalore, he started his career as an Assistant Maintenance Engineer with Eastern Ceramics Private Limited, Mumbai in 1987 and served the organization in various capacities.</p> <p>He has over 24 years' of experience in the field of logistics. Mr. Hegde joined the Company on August 21, 2006 and has been instrumental in the success and growth of the Company.</p>	
II	Nature of expertise	<p>Mr. Hegde's business acumen, clarity in thinking, methodical working and modern management expertise makes him an ideal business leader. He has played a key role in designing and implementing various systems and procedures, which resulted in exponential growth opportunities for Container Freight Station and Inland Container Depot business in India. During his tenure he has successfully established Container Freight Station and Inland Container Depot facilities at Jawaharlal Nehru Port Trust-Panvel, Chennai, Mundra, Pithampur and Dadri and is spearheading the process of setting up Container Freight Station facilities and Inland Container Depot facilities at other locations including Kolkata and Haryana. He continues to lead the blue print and strategy for the Container Freight Station and Inland Container Depot division of the Company.</p>	
III	Shareholding in the Company as on date	3,440,000 equity shares constituting 1.36% of the total paid up share capital of the Company	
IV	Date of first appointment	August 21, 2006	
V	Companies in which Mr. Adarsh Hedge is Director	<p>Allcargo Logistics Limited (Listed Entity) Alltrans Logistics Private Limited Amfin Consulting Private Limited Allcargo Shipping Co. Private limited Allcargo Logistics Park Private Limited Contech Transport Services Private Limited Comptech Solutions Private Limited Container Freight Station Association Of India (Renewal Old An 165281) Combi Line Indian Agencies P Ltd South Asia Terminals Private Limited Transindia Freight Services Private Limited Transindia Logistic Park Private Limited Trans Nepal Freight Services Private Limited (Foreign Body Corporate)</p>	
VI	Companies in which Mr. Adarsh Hedge is Member of Committees of the Board	Allcargo Logistics Limited (Listed Entity)	Stakeholder's Relationship Committee Executive Committee Strategy Committee Resource Raising Committee
VII	Companies in which Mr. Adarsh Hedge is Chairman of Committees of the Board	Transindia Logistic Park Private Limited	Nomination and Remuneration Committee Corporate Social Responsibility Committee
VIII	Details of last salary drawn	Provided in the Directors' Report and Corporate Governance Report	
IX	Number of Board meetings attended during the year	Provided in the Directors' Report and Corporate Governance Report	
X	Relationship with other directors'	Mrs. Arathi Shetty – Sister	

Mr. Adarsh Hegde being eligible for appointment as Joint Managing Director of the Company, the Board recommends the resolution as set out in Item No. 4 of this Notice for the approval of the Members.

Except Mr. Adarsh Hegde, being appointee, Mrs. Priya Hegde and Mrs. Arathi Shetty, being relatives of appointee, none of the Directors and Key Managerial Personnel of the Company and/or their relatives is/are concerned or interested, financial or otherwise, in the resolution set out in Item No. 4 of this Notice, except as a Member. This Explanatory Statement may also be regarded as a disclosure under Section 190 of the Companies Act, 2013 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

II. DETAILS OF RE-APPOINTMENT OF DIRECTOR PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS – 2 ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA, ARE AS UNDER:

ITEM NO. 2

In terms of Section 152 of the Companies Act, 2013, Mrs. Arathi Shetty, Non-Executive Director, shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers herself for re-appointment. Brief resume and other details of Mrs. Arathi Shetty pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2 issued by Institute of Company Secretaries of India, are as under:

I	Brief resume, profile, age, qualification, experience	Mrs. Arathi Shetty, aged 51 years, has been associated with the Company since incorporation. Mrs. Shetty holds a bachelor's degree in Arts from Bhavan's College, University of Mumbai and has an experience of over 19 years in the business of logistics and handles customer relations and Corporate Social Responsibility (CSR) activities of the Company.	
II	Nature of expertise	Mrs. Arathi Shetty spearheads the sustainable initiatives of the Company under the Avvashya Foundation. She is also responsible for devising policies and identifying projects as per the six key focus areas of the CSR activities of the Company. She is renowned for her contribution to social causes as well as supporting and giving to those in needs.	
III	Shareholding in the Company as on date	7,519,440 equity shares constituting 2.98% of the total paid up share capital of the Company.	
IV	Date of first appointment	August 18, 1993	
V	Companies in which Mrs. Arathi Shetty is Director	Allcargo Logistics Limited (Listed Entity) AGL Warehousing Private Limited Allcargo Shipping Co. Private limited Allcargo Shipping Services Private Limited Allnet Infotech Private Limited Amfin Consulting Private Limited Avash Builders and Infrastructure Private Limited Contech Transport Services Pvt Ltd Ecu International (Asia) Private Limited Ecu Line (India) Private Limited Jupiter Precious Gems and Jewellery Private Limited N. R. Holdings Private Limited Prominent Estate Holdings Private Limited Sealand Crane Private Limited Southern Terminal and Trading Private Limited Talentos (India) Private Limited Transindia Freight Private Limited Transindia Freight Services Private Limited	
VI	Companies in which Mrs. Arathi Shetty is Member of Committees of the Board	Allcargo Logistics Limited (Listed Entity)	Nomination and Remuneration Committee
VII	Companies in which Mrs. Arathi Shetty is Chairperson of Committees of the Board	Allcargo Logistics Limited (Listed Entity)	CSR Committee
VIII	Details of last salary drawn	Provided in the Corporate Governance Report	
IX	Number of Board meetings attended during the year	Provided in the Directors' Report and Corporate Governance Report	
X	Relationship with other directors'	Mr. Shashi Kiran Shetty – Husband Mr. Adarsh Hegde – Brother	

By order of the Board of Directors
For Allcargo Logistics Limited

Shailesh Dholakia
Company Secretary & Compliance Officer

Place: Mumbai
Date: June 30, 2016



ALLCARGO LOGISTICS LIMITED

(CIN: L63010MH2004PLC073508)

Regd. Office: Avashya House, 6th Floor, CST Road,
Kalina, Santacruz (East), Mumbai – 400 098

Phone: +91 22 26675830 / +91 22 66798100 Fax: +91 22 66798195

Website: www.allcargologistics.com e-mail: investor.relations@allcargologistics.com



PROXY FORM

[Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):	E-mail Id:
Registered address:	Folio No./Client Id:
	*DP Id:

I/We, being the member(s) of _____ equity shares of **ALLCARGO LOGISTICS LIMITED**, hereby appoint:

- Name : _____ e-mail Id _____
Address : _____
Signature : _____ or failing him/her
- Name : _____ e-mail Id _____
Address : _____
Signature : _____ or failing him/her
- Name : _____ e-mail Id _____
Address : _____
Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Wednesday, August 10, 2016 at 3:00 p.m. at Avashya House, CST Road, Kalina, Santacruz (East), Mumbai – 400 098 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

No.	Resolution	Vote (Optional see Note no. 4)		
		For	Against	Abstain
Ordinary Business:				
1	To receive, consider and adopt: a. the Audited Financial Statement of the Company for the financial year ended March 31, 2016 together with reports of the Directors' and Auditors' thereon; and b. the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2016 together with the report of Auditors' thereon.			
2	To appoint a director in place of Mrs. Arathi Shetty (DIN:00088374), who retires by rotation and being eligible offers, herself for re-appointment.			
3	To appoint and ratify appointment of Auditors and fix their remuneration.			
Special Business:				
4	To consider and approve appointment of Mr. Adarsh Hegde (DIN:00034050) as Joint Managing Director of the Company for a period of 5 years effective from July 1, 2016 on the terms and conditions and remuneration as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company.			

Signed this..... day of.....2016

Signature of Proxyholder(s)

Signature of Shareholder

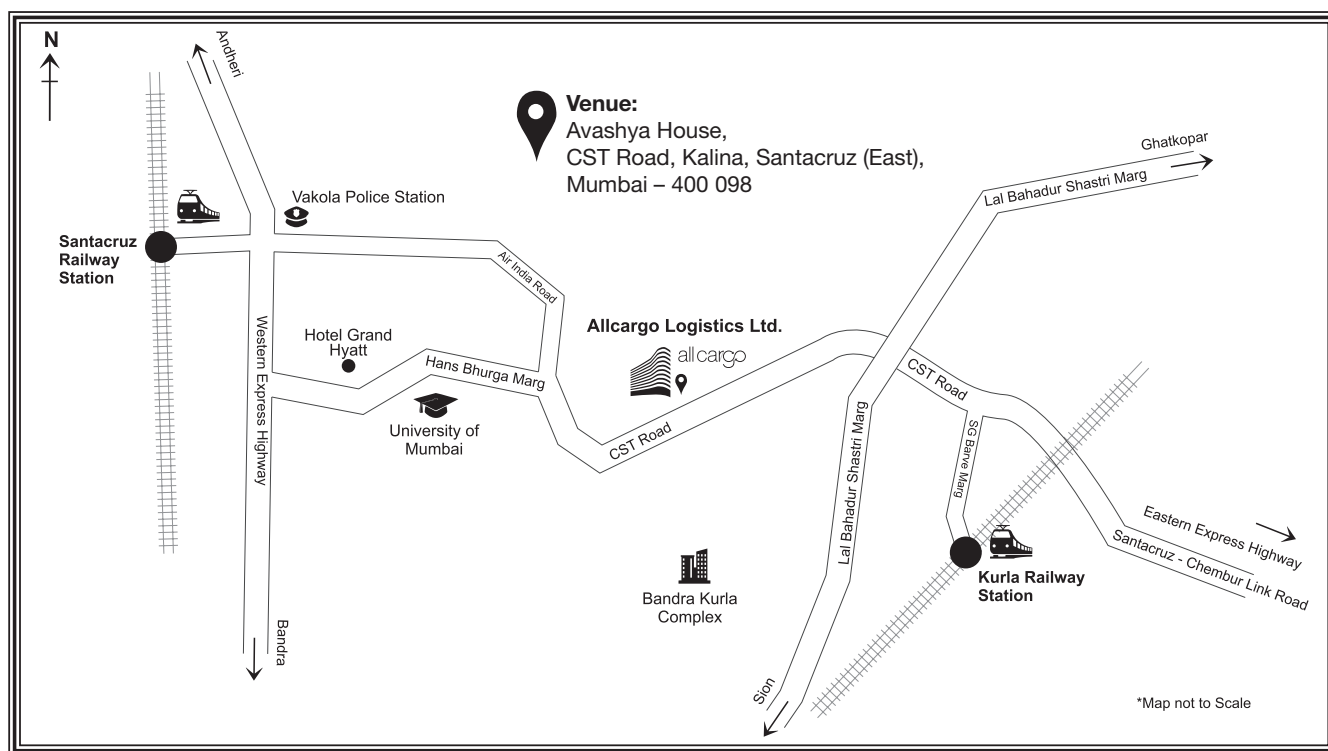
Affix a
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Stamp

NOTES:

- 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.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company. A Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.
4. It is optional to indicate your preference, if you leave the 'For' or 'Against' or 'Abstain' column blank against any or all the resolutions, your Proxy(ies) will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a Member from attending the Meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

ROUTE MAP TO THE VENUE OF THE 23RD ANNUAL GENERAL MEETING



ALLCARGO LOGISTICS LIMITED

(CIN: L63010MH2004PLC073508)
Regd. Office: Avashya House, 6th Floor, CST Road,
Kalina, Santacruz (East), Mumbai – 400 098
Phone: +91 22 26675830 / +91 22 66798100 Fax: +91 22 66798195
Website: www.allcargologistics.com e-mail: investor.relations@allcargologistics.com



ATTENDANCE SLIP

23RD ANNUAL GENERAL MEETING – AUGUST 10, 2016

Folio No/ *Client Id/DP Id:	
Name of the Member(s)/Joint Member(s)/proxy/authorised representative:	
Registered address:	
e-mail Id:	

I certify that I am a Member/Joint Member(s)/proxy/authorised representative for a member of the Company.

I hereby record my presence at the 23rd Annual General Meeting of the Company held on Wednesday, August 10, 2016 at Avashya House, CST Road, Kalina, Santacruz (East), Mumbai – 400 098 at 3:00 p.m.

**Signature of Member/
Joint Member(s)/proxy/
authorised representative**