

NOTICE

Notice is hereby given that the Nineteenth Annual General Meeting of the Members of **ALLCARGO LOGISTICS LIMITED** will be held on Tuesday, August 7, 2012 at 3.00 p.m. at 5th Floor, Avashya House, CST Road, Kalina, Santacruz (East), Mumbai - 400 098, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Profit and Loss Account of the Company for the period ended March 31, 2012, the Balance Sheet as on that date together with the reports of the Directors' and Auditors' thereon.
2. To declare the final dividend for the period ended March 31, 2012.
3. To appoint a Director in place of Mr. Kaiwan Kalyaniwalla, who retires by rotation at this meeting and being eligible offer himself for re-appointment.
4. To appoint a Director in place of Mr. Satish Gupta, who retires by rotation at this meeting and being eligible offer himself for re-appointment.
5. To appoint a Director in place of Mr. Keki Elavia, who retires by rotation at this meeting and being eligible offer himself for re-appointment.
6. To appoint M/s. B S R & Co., Chartered Accountants, Mumbai (Firm Registration No. 101248W) and M/s. Appan & Lokhandwala Associates, Chartered Accountants, Mumbai, (Firm Registration No. 117040W) as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT Mr. Hari L. Mundra, who was appointed as an Additional Director of the Company by the Board of Directors under Section 260 of the Companies Act, 1956, to hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, proposing him for the post of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."
8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT Mr. Umesh Shetty, who was appointed as an Additional Director of the Company by the Board of Directors under Section 260 of the Companies Act, 1956, to hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, proposing him for the post of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."
9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment 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 to the appointment of Mr. Umesh Shetty, as Whole Time Director of the Company, for a period of 5 (five) years with effect from June 1, 2012, on remuneration and on terms and conditions, as recommended by the Board of Directors and the Compensation/Remuneration Committee of the Company and as set out in the explanatory statement attached to the notice, with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of his appointment and remuneration subject to the same not exceeding the limits specified under Section 198, 309 and other applicable provisions of the said Act read with Schedule XIII to the said Act as amended from time to time as may be agreed to between the Board and Mr. Umesh Shetty.
RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the remuneration, commission, perquisites and allowances as set out in explanatory statement attached to this notice be paid to Mr. Umesh Shetty, Whole Time Director, as minimum remuneration provided that the total remuneration shall not exceed the ceiling provided in Section II of Part II of Schedule XIII of the said act as may for the time being in force.
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized 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 the above resolutions."

By order of the Board of Directors

Shailesh Dholakia
Company Secretary

Place: Mumbai
Date : May 30, 2012

Registered Office: 6th Floor, Avashya House, CST Road, Kalina,
Santacruz (East), Mumbai - 400 098

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.
- 2) The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, August 1, 2012 to Tuesday, August 7, 2012 (both days inclusive).
- 3) The dividend, if approved, will be paid to those members of the Company whose names appears (a) as beneficial owners as on Wednesday, August 1, 2012, as per the list furnished by the Depositories in respect of the shares held in electronic form; and (b) as members in the register of members of the Company as on Tuesday, August 7, 2012, after giving effect to all valid share transfers in physical form received on or before August 1, 2012.

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 7 years shall be transferred by the Company to "The Investor Education & Protection Fund" constituted by the Central Government under Section 205C of the Companies Act, 1956.

The details of dividend paid by the Company and their respective due dates for transfer to "The Investor Education & Protection Fund" as given here under:

Dividend	Date of Declaration of Dividend	Year	Due date of transfer to the "The Investor Education & Protection Fund"
Final Dividend	29-Sep-2006	2005-2006	27-Oct-2013
Interim Dividend	20-Oct-2006	2006	23-Nov-2013
2nd Interim Dividend	16-Mar-2007	2006	19-Apr-2014
Interim Dividend	25-Jul-2007	2007	29-Aug-2015
Final Dividend	12-Aug-2008	2007	17-Sep-2015
Final Dividend	12-Jun-2009	2008	16-Jul-2016
Interim Dividend	9-Nov-2009	2009	14-Dec-2016
Final Dividend	20-May-2010	2009	24-Jun-2017
Interim Dividend	12-Nov-2010	2010	17-Dec-2017
Final & Special Dividend	13-May-2011	2010	16-Jun-2018
Interim Dividend	03-Nov-2011	2011	08-Dec-2018

It may please be noted that once the unclaimed / unpaid dividend is transferred to "The Investor Education & Protection Fund", no claim shall lie in respect of such amount by the Member.

- 4) Corporate Members are requested to send at the Registered Office of the Company certified copy of the Board Resolution pursuant to Section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the Meeting.
- 5) Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary seven days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
- 6) As required under Clause 49 of the Listing Agreement, relevant information in respect of the Directors seeking appointment and re-appointment at the Annual General Meeting is given in the report on Corporate Governance, which forms a part of the Annual Report.
- 7) Members who are holding Company's shares in dematerialized mode are requested to bring details of their Depository Account Number for identification.
- 8) All transfer deeds, requests for change of address, bank particulars /mandates /ECS mandates, PAN should be lodged with Company's Registrar and Share Transfer Agent M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078, in case of shares held in physical form on or before August 1, 2012. The above details in respect of the shares held in electronic form should be sent to the respective Depository Participants by the members well in time.
- 9) Under Section 109A of the Companies Act, 1956, members are entitled to make nomination in respect of shares held by them in physical mode. Members desirous of making nominations are requested to send their request in Form 2B in duplicate to the Company's Registrar and Share Transfer Agent at above address.
- 10) Members are requested to furnish the registrars/depository participants, the name and branch of the bank and account number to enable the Company to distribute dividend through Electronic Clearing Services (ECS). In the absence of ECS facility with the shareholder's bank, the bank account details will be printed on the dividend warrants, if available.
- 11) As a measure of economy, Members are requested to bring their copy of Annual Report to the meeting. Members / Proxies should bring the attendance slip duly filled in and signed for attending the meeting.

- 12) The Ministry of Corporate Affairs ("MCA") has recently taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies through electronic mode. Towards this, MCA has issued circulars stating that the service of notice / document by a company to its shareholders can now be made through electronic mode, subject to a few conditions. Your company appreciates the initiative taken by MCA, as it believes strongly in a Greener Environment. This initiative also helps in prompt receipt of communication, apart from helping avoid losses / delays in postal transit.

Shareholders who have not registered their e-mail address with the Company can now register the same by clicking on the link allcargogogreen@linkintime.co.in uploaded on the Company's website: www.allcargologistics.com under Investors Relation under the heading 'Green Initiative'.

In addition to getting the documents through your registered e-mail, you can also have access to the documents through Company's website: www.allcargologistics.com. While every notice/document will be sent through e-mail address registered with the Company, in case you desire to receive any notice/document in physical form, please intimate by e-mail and the same shall be sent to your address registered with the Company/DP, at free of cost.

EXPLANATORY STATEMENT UNDER SECTION 173 OF THE COMPANIES ACT, 1956.

In conformity with the provisions of Section 173(2) of the Companies Act, 1956, 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 the Notice.

ITEM NO.7 & 8

The current composition of the Board of Directors of the Company is an optimum combination of Executive, Non-Executive and Independent Directors and is in compliance with the requirement of the Companies Act, 1956 and Clause 49 of the Listing Agreement with the Stock Exchanges. In order to further broad-base the Board composition and to optimize and further enhance the existing corporate governance practices of the Company, your Board of Directors at its meeting held on May 30, 2012 have appointed Mr. Hari L. Mundra and Mr. Umesh Shetty as Additional Directors on the Board of the Company under Section 260 of the Companies Act, 1956.

Brief Profile of Mr. Hari L. Mundra:

Mr. Hari L. Mundra, aged 59, B. A. in (Economics) from Bombay University and post-graduate in Management from the Indian Institute of Management, Ahmedabad (1971), carries with him more than 37 years of working experience.

Mr. Mundra was associated with Hindustan Lever Ltd., India for about 24 years till 1994, joining them as Management Trainee, Accounts in 1971. In Levers, he worked through two countries (India and Indonesia), three businesses (Personal Products, Detergents and Exports) and held several positions both in the Financial and General Management Areas. In 1979, he was seconded to Unilever's subsidiary in Indonesia for three years. In 1985, he became the Company Treasurer in Charge of Corporate Finance and Taxation and later moved to the ₹ 2,000 crore Detergents Division as Group Commercial Controller in charge of its Buying / Purchasing, Planning / Logistics and Accounts Departments.

Mr. Mundra was appointed in the Management Committee of Hindustan Lever in April 1990 as the youngest Vice President (Commercial) reporting to the Chairman and when he left Levers, Exports had become a substantially larger business with turnover of ₹ 500 crore due to major investments in export oriented manufacturing businesses such as Personal Products, Foods, Marine Products, Textiles and Leather.

In January 1995, Mr. Mundra joined the then ₹ 6,500 crore RPG Group as Member of the Group Management Board in the dual capacity of the Chief Financial Officer of the Group as well as the President and Chief Executive of the ₹ 500 crore Carbon Black Business. He later also looked after the ailing Financial Services Company of the Group, while continuing to be the Group Chief Financial Officer.

During his 7 year tenure with the RPG Group, he handled almost ₹ 3,000 crore worth of Mergers & Acquisitions deals in India and overseas, closed ₹ 1,200 crore worth of Mergers & Acquisitions transactions and raised ₹ 75 crore of long term funds for the Group companies. He had extensive experience of Project Finance, having directed the financial closure of a 700 MW ₹ 2,500 crore Power Project. Equally strong in the areas of Strategic & Operational Management, he was responsible for launching a number of initiatives in the Group, notably in the areas of Asset Productivity Improvement, Total Cost Management and Market Capitalisation.

In January 2002, Mr. Mundra joined the Wockhardt Group as Executive Vice Chairman of Wockhardt Ltd., in charge of its domestic pharma business and as Vice Chairman of Wockhardt Hospitals Ltd. In his short tenure of almost 2 years at Wockhardt, he led the company through a number of domestic brand launches in various therapeutic areas, some of which are now mega brands in the Wockhardt repertoire.

In September 2003, Mr. Mundra joined the Essar Group as the Deputy Managing Director & Director Finance of Essar Oil Ltd., an integrated Oil & Gas major and was responsible for resurrecting, refinancing and restarting its ₹ 15,000 crore Oil refinery project which had remained closed for 5 years and for operationalising it by arranging ₹ 4,500 crore Working Capital facility. As a result, by November 2007 when Mr. Mundra retired from the Group on achieving super-annuation age, the Company had been clocking an annualized turnover of ₹ 18,000 crore / year and its market capitalization had moved up dramatically from ₹ 3,000 crore to ₹ 30,000 crore.

During his over 37 years of working career, Mr. Mundra has been associated with a number of professional bodies in Finance, Taxation & Export Fields and has been an active participant at the policy making level as member of CII, FICCI, ASSOCHAM and Bombay Chamber of Commerce & Industry. He has recently joined the Managing Committee of Indian Cancer Society, a non profit NGO, as its Joint Managing Trustee and Honorary Treasurer and is leading its turn around while helping in its crusade against cancer for the underprivileged. As from January 2009, he has become a visiting Professor at IIM, Ahmedabad in the Finance faculty for the M.B.A students. He is also the Group Financial Advisor to the Chairman in the Wockhardt Group since May, 2009 helping them to overcome their financial crisis and to realise their potential.

Mr. Mundra is also on the Board of CEAT Limited, Future Focus Infotech Private Limited, Tata Autocomp Systems Limited, Aegon Trustee Company Private Limited. Mr. Mundra does not hold any shares of the Company.

Brief Profile of Mr. Umesh Shetty:

Mr. Umesh Shetty, aged 47 years, holds Bachelor of Commerce degree and has a wide and rich experience of more than 20 years in the fields of Equipment Hiring, Cargo Handling and Transport Logistic business. Mr. Umesh Shetty started his career with M/s. Transindia Freight Services Private Limited (TFSPL), a company engaged in the business of hiring of material handling equipment and transportation of container and general cargo, car and equipment hiring and investments. With his strong entrepreneur skills and business acumen in logistic business, TFSPL has achieved various milestones and has registered sharp growth both in terms of business and shareholders value.

Mr. Umesh Shetty is on the Board of Transindia Freight Services Private Limited, Indport Maritime Agencies Private Limited, Sealand Warehousing Private Limited and Alltrans Logistics Private Limited. Mr. Shetty is also on the Board of certain foreign companies, the details of which are given in the Corporate Governance Report. Mr. Umesh Shetty holds 950,770 (0.73%) equity shares of the Company.

In accordance with the provisions of Section 260 of the Companies Act, 1956, Mr. Hari L. Mundra and Mr. Umesh Shetty holds their respective offices as Directors of the Company upto the date of this Annual General Meeting of the Company.

The Company has received notices under Section 257 of the Companies Act, 1956 from members of the Company, signifying their intention to propose the candidature of Mr. Hari L. Mundra and Mr. Umesh Shetty as Directors of the Company liable to retire by rotation.

Being eligible for appointment as Directors, the Board recommends the resolutions mentioned at Sr.No.7 & 8 for your approval.

None of the Directors, except Mr. Hari L. Mundra, are concerned or interested in passing of the resolution mentioned at Sr. No.7.

None of the Directors, except Mr. Shashi Kiran Shetty and Mr. Umesh Shetty himself, are concerned or interested in passing of the resolution mentioned at Sr. No. 8.

Information as required under Clause 49 of the Listing Agreement relating to appointment of Mr. Hari L Mundra and Mr. Umesh Shetty as Directors of the Company is given in the report on Corporate Governance attached to the Directors' Report for the financial year 2011-2012.

ITEM No.9

As mentioned in the explanatory statement to Item No.8 above, the Board of Directors of the Company at its meeting held on May 30, 2012 has co-opted Mr. Umesh Shetty as additional director of the Company effective from June 1, 2012. At the same meeting, the Board also appointed Mr. Umesh Shetty as Whole Time Director of the Company for a period of 5 years effective from June 1, 2012.

The Company acquired the Project & Equipment Business from Transindia Freight Services Private Limited pursuant to the Scheme of Arrangement under Section 391 to 394 of the Companies Act, 1956, effective from April 1, 2007. Pursuant to the vesting of the Project & Equipment Business with the Company as aforesaid, the services of Mr. Umesh Shetty were also transferred to the Company and was appointed as Chief Executive Officer – Project & Equipment Hiring Division (Now part of Project & Engineering Solution Division) of the Company, under Section 314 of the Companies Act, 1956.

During Mr. Umesh Shetty's tenure, the Equipment Hiring Division of the Company has achieved phenomenal growth, both in terms of revenue and profit. Such a growth oriented performance was attributable to the entrepreneurial skill, visionary approach, methodological planning and strong leadership of Mr. Umesh Shetty. The performance of Equipment Hiring Division has helped the Company in positioning its Equipment Hiring Business in commanding and leadership position.

Considering the growth oriented performance of Mr. Umesh Shetty and his rich and diverse experience and expertise and further based on the recommendation of the Compensation / Remuneration Committee, the Board of Directors of the Company has, subject to Members approval, elevated Mr. Umesh Shetty as Whole Time Director of the Company for a period of 5 years effective from June 1, 2012 on the following terms and conditions and remuneration.

(I) Tenure:

The appointment shall be for a period of 5 years commencing from June 1, 2012.

(II) Duties and Responsibility:

Subject to the superintendence, control and overall direction of the Board of Directors of the Company, the Whole Time Director shall be responsible and shall have the power for general conduct and management of the Equipment Hiring business of the Company except in the matters which may be specifically required to be done by the Board Directors of Company (hereinafter called as "the Board") either as per the provisions of the Companies Act, 1956 or by the Articles of Association of the Company and the Whole Time Director shall also exercise and perform such powers and duties as the Board 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) Remuneration:

Basic Salary of ₹ 600,000/- (Rupees Six Lacs only) per month with a power to the Board to increase the salary payable to the Whole Time Director up to a maximum limit of ₹ 1,000,000/- (Rupees Ten Lacs only) per month from time to time.

(IV) Perquisites:

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. Umesh Shetty 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. Umesh Shetty, house rent allowance will be paid by the Company to him, subject to the following ceilings: a) Mumbai-Calcutta-Delhi-Chennai 60% of salary b) Other places 50% of salary 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.
ii.	Medical Reimbursement	:	Mr. Umesh Shetty will be entitled to the re-imbursment 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 months salary for a period of three years of service.
iii.	Leave Travel Concession	:	Mr. Umesh Shetty will be entitled to Leave Travel Concession once in a year for himself and his family in accordance with the rules of the Company.
iv.	Club Fees	:	Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
v.	Corporate Credit Card	:	Mr. Umesh Shetty shall be provided with the Corporate Credit Card for official use.
vi.	Personal Accident Insurance	:	The Company shall pay an annual premium not exceeding ₹ 5,000/- towards the personal accident insurance policy for the benefit of Mr. Umesh Shetty.

Category B

i.	Contribution to Funds	:	Contribution to Provident Fund, Annuity Fund, Gratuity Fund, Superannuation / Pension Fund as per the Company's Rules.
ii.	Encashment of Leave	:	Encashment of leave not availed of by Mr. Umesh Shetty as per the Company's Rules.
iii.	Gratuity	:	Gratuity shall be payable to Mr. Umesh Shetty subject to the statutory rules and as per the rules of the Company.

Category C

i.	Provision of Car	:	Two Chauffeur driven car for office and personal use.
ii.	Telephone	:	Telephone at the residence and Mobile phone with SIM card as per the Company's Rules.
iii.	Performance Award	:	As per the Company's Rules.
iv.	Other amenities and benefits	:	Such other benefits, amenities and facilities as per the Company's Rules.

(V) Commission:

Commission shall be payable to Mr. Umesh Shetty based on the net profits of the Company computed in the manner laid down in Section 198(1) of the Companies Act, 1956. Such commission shall be of such percentage or of such amount as the Board of Directors of the Company may determine keeping in view the performance of the Company in respect of each financial year commencing from April 1, 2012.

Provided always that the aggregate of the remuneration payable to all Whole Time Directors including Mr. Umesh Shetty shall not exceed 10% of the net profits of the Company computed in accordance with the provisions of Section 349, 350 & 351 of the Companies Act, 1956, as and when becomes applicable.

(VI) Other terms and conditions:

- i) 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.
- ii) Contribution to Provident Fund, Annuity Fund, Gratuity Fund, Superannuation Fund, Pension Fund would not be included in the computation of ceiling on remuneration to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- iii) Encashment of earned leave at the end of the tenure as per rules of the Company shall not be included in the computation of ceiling on remuneration.
- iv) Provision of car for use on Company's business and telephone at residence would not be considered as perquisites.
- v) The Whole Time Director as long as he functions as such shall not be paid any sitting fees for attending the meetings of the Directors or Committees thereof.
- vi) Mr. Umesh Shetty shall, while he continues to hold office of the Whole Time 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. Such retirement shall, unless he is not re-appointed as a director, not constitute a break in his engagement as Whole Time Director during the tenure of his term and subsequent renewals thereof. Mr. Umesh Shetty shall not ipso facto cease to be a Director, if he ceases to hold office of Whole Time Director for any cause.
- vii) Notice period shall be 3 months or 3 months remuneration in lieu thereof.
- viii) The aggregate of salary, commission, perquisites and allowances in any one financial year shall not exceed the limits prescribed under Sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956 as may for the time being in force.

In the event of loss or inadequacy of profits in any financial year, the remuneration, commission, perquisites and allowances as set out herein be paid to the Whole Time Director as minimum remuneration provided that the total remuneration shall not exceed the ceiling provided in Section II of Part II of Schedule XIII of the Companies Act, 1956 as may for the time being in force.

For the sake of clarity, it is hereby clarified that the appointment of Mr. Umesh Shetty as Chief Executive Officer made under Section 314 of the Companies Act, 1956 as approved by the Members of the Company by Postal Ballot voting on March 23, 2012, the terms of which commenced on January 1, 2012, terminated on May 31, 2012.

None of the Directors, except Mr. Umesh Shetty himself, Mr. Shashi Kiran Shetty and Mrs. Arathi Shetty, being brother and relative, respectively, of Mr. Umesh Shetty, are any way interested or concerned in the passing of the resolution.

By order of the Board of Directors

Shailesh Dholakia
Company Secretary

Place: Mumbai
Date : May 30, 2012

Registered Office: 6th Floor, Avashya House, CST Road, Kalina,
Santacruz (East), Mumbai - 400 098

FORM OF PROXY

ALLCARGO LOGISTICS LIMITED

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

Regd. Folio No
DP ID
Client ID
No. of Shares Held

I/We.....
of.....
Being a member/members of **Allcargo Logistics Limited**, hereby appoint
.....of.....or
failing him/her.....of.....
as my/our proxy and vote for me/us and on my/our behalf at the **19TH ANNUAL GENERAL MEETING** of the Company to be held
on Tuesday, August 7, 2012 at 3.00 p.m. at 5th Floor, Avashya House, CST Road, Kalina, Santacruz (East), Mumbai – 400 098
or at any adjournment(s) thereof.

Affix a
Re. 1/-
Revenue
Stamp

Signed thisday of..... 2012.

Signature

NOTES:

1. The form should be signed across the stamp as per specimen signature recorded with the Company.
2. The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.
3. Members holding shares under more than one folio may use photocopy of this Proxy Form for other folios. The Company shall provide additional forms on request.

ATTENDANCE SLIP

ALLCARGO LOGISTICS LIMITED

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

Regd. Folio No
DP ID
Client ID
No. of Shares Held

I hereby record my presence at the **19TH ANNUAL GENERAL MEETING** of the Company held on Tuesday, August 7, 2012 at
3.00 p.m. at 5th Floor, Avashya House, CST Road, Kalina, Santacruz (East), Mumbai – 400 098.

1. Full Name of the Member
(In Block Letters).....
2. Full Name of the Joint-holder(s)
(In Block Letters).....
3. *Full Name of the Proxy
(In Block Letters).....

* To be filled in if the Proxy attends instead of Member(s)

Signature of the Member/Proxy
Attending the Meeting

Note: Member/proxy attending the Meeting must fill in this attendance slip and hand it over at the entrance of the venue of the Meeting.