

ALLCARGO LOGISTICS LIMITED

(CIN: L63010MH2004PLC073508)

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

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

Email: investors.relations@allcargologistics.com / allcargoe-voting@allcargologistics.com **Website:** www.allcargologistics.com

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, and Secretarial Standard - 2 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) that the following special business is proposed to be transacted by way of Postal Ballot/ electronic voting ('e-voting').

1. To approve raising of funds up to INR 300 Crore (Rupees Three Hundred Crore only) by issue of Secured Non-Convertible Redeemable Debentures on a Private Placement Basis

Accordingly, the proposed Resolution and the Explanatory Statement stating all the material facts and the reason for the proposal are appended herewith along with a Postal Ballot Form for your consideration and approval. The Company has appointed Mrs. Dipti Mehta, Partner of M/s. Mehta & Mehta, Company Secretaries, Mumbai or failing her, Mr. Anshul Jain, Partner of M/s. Mehta & Mehta, Company Secretaries, Mumbai as the Scrutinizer for conducting the Postal Ballot/e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form sent herewith, record your assent or dissent therein and return the said form in original, duly completed and signed in the attached self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer on or before Friday, May 6, 2016 5.00 p.m. (IST). Please note that any Postal Ballot Form(s) received after the said date and time will be treated as not having been received as per Rule 22(12) of the Companies (Management and Administration) Rules, 2014.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice and instructions on overleaf of the Postal Ballot Form. References to Postal Ballot(s) in this Notice include votes received electronically. The Members can opt for only one mode of voting i.e. either by physical Postal Ballot or e-voting. In case, Members cast their votes through both the modes, votes cast by e-voting shall prevail and votes cast through physical Postal Ballot Form(s) will be treated as invalid.

Upon completion of the scrutiny of the Postal Ballots (including e-voting), the Scrutinizer will submit the report to the Chairman or in his absence to any of the Directors duly authorised by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers) or in their absence to the Company Secretary of the Company, who shall counter sign the same. The result of the Postal Ballot will be announced by the Chairman or in his absence by any of Directors duly authorised by the Board or in their absence by the Company Secretary of the Company on or before Monday, May 9, 2016, 5.00 p.m. (IST) at the Registered Office of the Company. Members who wish to remain present at the time of declaration of result of the Postal Ballot may do so at the above venue and appointed date.

The result of the Postal Ballot along with the Scrutinizer's Report will be displayed at the Registered Office of the Company, on the website of the Company at www.allcargologistics.com, the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com and also will be communicated to Stock Exchange(s) on which the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited, in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The date of declaration of results of the Postal Ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

RESOLUTION NO.1:

TO APPROVE RAISING OF FUNDS UP TO INR 300 CRORE (RUPEES THREE HUNDRED CRORE ONLY) BY ISSUE OF SECURED NON-CONVERTIBLE REDEEMABLE DEBENTURES ON A PRIVATE PLACEMENT BASIS

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies Act 1956, read with the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and any other applicable rules, regulations guidelines, notifications, clarifications, circulars issued by the Government of India, the Securities and Exchange Board of India, the Stock Exchange(s) and/or any other competent authorities, institutions or bodies, as may be applicable (including any statutory modification(s) or re-enactment thereof, for the time being in force) as may be amended from time to time and enabling provisions of the Memorandum and Articles of Association of the Company and subject to requisite approvals, permissions, consents and sanctions, if any, of the concerned statutory and regulatory authorities, (hereinafter referred to as "Appropriate Authorities") as may be necessary, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions (hereinafter referred to as "Requisite Approvals") which may be agreed to or accepted by 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 constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent of the Company be and is hereby accorded to raise funds up to INR 300 Crore (Rupees Three Hundred Crore only) by issue of Secured Non-Convertible Redeemable Debentures (hereinafter collectively referred to as the "Debentures") on a private placement basis at such price whether at par, or premium or discount with in the period of one year from the date of passing of this resolution and within overall borrowing limits of the Company, as approved by the Members from time to time, in one or more tranche(s), to such person or such select group of persons including but not limited to Resident Investors (whether Institutions, Incorporated Bodies, Mutual Funds, Individuals or Otherwise), Banks, Venture Capital Funds, Indian and/or Multilateral Financial Institutions, Pension Funds, State Industrial Development Corporations, Insurance Companies, Development Financial Institutions, Bodies Corporate, Companies, private or public or other entities, authorities and to such other persons and/or any other categories of Investors in one or more combinations (collectively called as the "Investors") whether or not such Investors are Members of the Company and on such terms and conditions as may be deemed appropriate and finalized by the Board.

RESOLVED FURTHER THAT the Debentures to be, created, issued, offered and allotted pursuant to this resolution shall be listed on one or more stock exchange(s) in India, where the existing shares of the Company are listed.

RESOLVED FURTHER THAT subject to the applicable laws, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds and things thereof in its absolute discretion as it deems necessary or desirable in connection with the issue of the Debentures, including, without limitation to the following:

- a) decide and approve in consultation with the Advisors and/or other persons as appointed by the Company the date for the opening and closing of the issue of Debentures, the class of Investors to whom the Debentures are to be issued and allotted, number of Debentures to be allotted in one or more tranche(s), issue price, face value, premium or discount on issue of Debentures, rate of interest, listing on one or more stock exchange(s) in India, issuing any declaration/undertaking etc. required to be included in the Private Placement Offer Letter, Shelf Disclosure Document, Disclosure Document, as the Board in its absolute discretion deem fit and accept any modification(s) in the proposal as may be required by the Appropriate Authorities, execution of various transaction documents, the basis of allocation and allotment of Debentures to be allotted, if any, on the basis of the subscriptions received;
- b) finalising, approving, submitting, signing and executing the preliminary and final Offering Circulars, Private Placement Offers Letters, Disclosure documents, Shelf Disclosure Documents, Information Memorandum, the Trust Deed(s), the Indenture(s), Letters of Allotment, Security documents, Listing Application, Engagement Letter(s), Memoranda of Understanding and any other agreements or documents, declarations, undertakings, affidavits and certificates as may be necessary in connection with the issue/offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines and any amendments and supplements thereto and filing the same with Appropriate Authorities and obtaining Requisite Approvals as may be required;
- c) to appoint or modify the terms of appointment or terminate the appointment and enter into and execute all such arrangements, agreements, contracts, memorandum of understandings and other necessary documents, with any Trustee/ Depository(ies)/ Registrar(s)/ Banker(s)/ Credit Rating Agencies and all such Agencies or Entities, ("Agencies"), as may be involved or concerned in such issue/offering of the Debentures and to remunerate all such Agencies or Entities involved in the issue through banking channels in the form of including but not limited to commission, brokerage, fees, expenses and reimbursement of their actual expenses incurred in relation to the issue/offering/listing of Debentures and other expenses, if any or the like, subject to applicable laws and regulations in connection with the proposed issue/offering of the Debentures;
- d) issuing receipts/certificates or other requisite documents representing the underlying Debentures to be issued by the Company and provide for the free tradability or transferability thereof as per applicable laws, rules, regulations and guidelines in force;
- e) open one or more bank accounts in the name of the Company in Indian or foreign currency(ies) with such bank or banks in India as may be required in connection with the aforesaid issue;
- f) secure the debenture by creating charge or mortgage on any specific property of the Company, movable or immovable in favour of the debenture trustee;
- g) seeking the listing of the Debentures on one or more stock exchange(s) in India, submitting the listing application to such stock exchange(s) and taking all actions that may be necessary in connection with listing of Debentures;
- h) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, Appropriate Authorities and any other consents that may be required in connection with the issue and allotment of the Debentures;
- i) making such applications to the Appropriate Authorities and make the necessary regulatory filings in connection with the issue;
- j) affixing the Common Seal of the Company on any agreement(s)/documents as may be required to be executed in connection with the above, in terms of Articles of Association of the Company;
- k) appoint any valuers, consultants, advisors, lawyers, solicitors, counsel and to remunerate them including by way of payment of commission, brokerage, fees, expenses and reimbursement of their actual expenses incurred in relation to the issue/offering/listing of Debentures and other expenses, if any or the like, subject to applicable laws and regulations; and
- l) to authorize or delegate all or any of the powers herein above conferred to one or more Director(s), Key Managerial Personnel, Officer(s), persons, as it deems fit in connection with the proposed issue of Debentures.

RESOLVED FURTHER THAT without prejudice to the generality of the aforesaid, issue of Debentures may have all or any of the terms or combinations of the terms in accordance with the prevalent market practice including but not limited to terms and conditions relating to payment of interest, premium or the redemption at the option of the Company and/or holders of any Debentures including terms or variations of the price or terms pertaining to rights or option(s) for early redemption of Debentures.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any creation, issue, offer or allotment of Debentures or instruments representing the same, as described above, the Board be and is hereby authorised to do all such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary or concerning thereto, connected therewith and incidental thereto for such purposes, including without limitation, sign all applications, filings, deeds, documents and writings, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotments and utilization of the issue proceeds as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the member or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the Members of the Company."

By Order of the Board
For Allcargo Logistics Limited

Place : Mumbai
Date : March 28, 2016

Shailesh Dholakia
Company Secretary & Compliance Officer

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

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts and reasons for the proposed resolution at Item No. 1 is appended herein below for your consideration. The Postal Ballot Form and the self-addressed postage pre-paid Business Reply Envelope are enclosed for use of Members.
2. As per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Postal Ballot Notice along with Postal Ballot Form are being sent to Members in electronic form whose e-mail addresses are registered with the Depository Participants or the Company. For Members whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as on Thursday, March 31, 2016 ('cut-off date').
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on cut-off date will be considered for the purpose of voting through Postal Ballot / e-voting. Any recipient of the Notice who was not a Member of the Company as on the cut-off date should treat the Notice for information purpose only.
5. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate thereof, he or she may send an e-mail to allcargoe-voting@allcargologistics.com. The Registrar and Transfer Agent/Company shall forward the same along with self-addressed postage pre-paid Business Reply Envelope to the Member.
6. Resolution passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. Members are requested to carefully read the instructions printed on the attached Postal Ballot Form. The form, duly completed and signed, should be returned in the enclosed self-addressed postage pre-paid Business Reply Envelope, directly to the Scrutinizer so as to reach on or before Friday, May 6, 2016, 5.00 p.m. (IST). Any response received from the Members after Friday, May 6, 2016, 5.00 p.m. (IST) shall be treated as if no response is received in terms of Rule 22(12) of the Companies (Management and Administration) Rules, 2014.
8. A Member cannot exercise vote through proxy on Postal Ballot.
9. The documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection at the Registered Office of the Company during normal business hours (9.00 a.m. (IST) to 6.00 p.m. (IST)) on all working days except Saturdays, from the date of dispatch of the Notice till Friday, May 6, 2016 5.00 p.m.(IST).
10. In case of any grievance / clarification in connection with the Postal Ballot including e-voting, Members may contact NSDL by e-mail at evoting@nsdl.co.in or at allcargoe-voting@allcargologistics.com or the Company Secretary at the contact details given hereinabove.
11. The Notice of Postal Ballot is also placed on the website of the Company www.allcargologistics.com and website of NSDL www.evoting.nsdl.com.

➤ VOTING THROUGH ELECTRONIC MEANS

1. In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, Secretarial Standard - 2 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members. The instructions for e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:

- i. Open email 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 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 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 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 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer 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 Postal Ballot Notice and Postal Ballot Form [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

- i. Initial password is provided at the bottom of the Postal Ballot Form.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast your vote:
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.1800-222-990.
 - III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for 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.
 - IV. 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).
 - V. The e-voting period commences on Thursday, April 7, 2016 (9:00 am (IST)) and ends on Friday, May 6, 2016, (5:00 pm (IST)). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, March 31, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
 - VI. 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 i.e. Thursday, March 31, 2016.

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

ITEM NO. 1

With a view to augment long term resources for investing in expansion and development of its existing businesses, future acquisitions, capital expenditure, working capital requirements and general corporate purposes, the Company proposes to raise funds up to INR 300 Crore (Rupees Three Hundred Crore only) by issue of Secured Non-Convertible Redeemable Debentures (hereinafter collectively referred as 'Debentures') on a private placement basis, in one or more tranche(s) from time to time within overall borrowing limits of the Company as approved by the Members from time to time.

The resolution set out at item no. 1 is an enabling resolution authorising 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 constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to create, issue, offer and allot, such number of Debentures to such person or such select group of persons including but not limited to Resident Investors (whether Institutions, Incorporated Bodies, Mutual Funds, Individuals or Otherwise), Banks, Venture Capital Funds, Indian and/or Multilateral Financial Institutions, Pension Funds, State Industrial Development Corporations, Insurance Companies, Development Financial Institutions, Bodies Corporate, Companies, private or public or other entities, authorities and to such other persons and/or any other categories of investors in one or more combinations (collectively called the "Investors") whether or not such Investors are Members of the Company through Private Placement Offer Letter at a such price and premium or discount as permitted under applicable laws, in one or more tranche(s) in the best Interest of the Company, as may be deemed appropriate by the Board at its absolute discretion for the purpose of the issue.

This enabling resolution, if passed, also empowers the Board to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of giving effect to the resolution and matters concerning thereto, connected therewith and incidental thereto and to resolve and settle all questions and difficulties that may arise in the proposed issue/offer, allotment, utilization of the issue proceeds, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

The Board of the Company, at its Meeting held on February 13, 2016 has approved the above proposal and constituted and delegated its powers to the Resource Raising Committee to decide the terms of issue, class of investors, number of securities, price of issue etc. Further, the said Committee at its Meeting held on March 28, 2016, has approved raising of funds up to INR 300 Crore (Rupees Three Hundred Crore only) by issue of Secured Non-Convertible Redeemable Debentures on a private placement basis, subject to the passing of proposed Special Resolution by Members of the Company.

As per provisions of Sections 42, 71 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, a Company shall not make a Private Placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Members of the Company by a Special Resolution for each of the offer or invitation. However, in case of offer or invitation for "Non-Convertible Debentures", it shall be sufficient if the Company passes a Special Resolution only once in a year for all the offers or invitations for such debentures during the year.

This resolution, if approved by the Members, shall be valid for the period of one year from the date of passing this resolution.

None of the Directors, Key Managerial Personnel or their relatives is in any way concerned or interested financially or otherwise in the Resolution as set out at Item No.1 of the Notice except to the extent of their shareholding in the Company, if any.

By Order of the Board
For Allcargo Logistics Limited

Place : Mumbai
Date : March 28, 2016

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

Shailesh Dholakia
Company Secretary & Compliance Officer