

Declaration of Voting Results through Postal Ballot

In terms of the Postal Ballot Notice dated March 28, 2015 issued pursuant to the Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force and on the basis of the report submitted by the Scrutinizer, M/s Mehta & Mehta, Practicing Company Secretaries, I, Shailesh Dholakia, Company Secretary of the Company, hereby declare the results of the Postal Ballot, as under:

Details of the Agenda :

Resolution	Special Resolution:1. To raise funds up to INR 300 Crore (Rupees Three Hundred Crore only) by issue of Secured Non-Convertible Redeemable Debentures on a Private Placement Basis.
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Total No. of Shareholders as on the Record Date/Cut-off Date	20,819
Resolution Required	: Special Resolution
Mode of voting	: Postal Ballot/E-voting

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	In Favour		Against		% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid	
					No. of Votes	No. of Valid Ballots	No. of Votes	No. of Valid Ballots			No. of Votes	No. of Ballots
		(1)	(2)	(3)=[(2)/(1)]*100	(4)		(5)		(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Promoter & Promoter Group	E-voting	176,268,640	176,268,640	100.0000	176,268,640	10	-	-	100.0000	-	-	-
	Postal Ballot		-	-	-	-	-	-	-	-	-	-
Public Institutional	E-voting	35,579,709	18,165,809	51.0567	18,165,809	46	-	-	100.0000	-	-	-
	Postal Ballot		-	-	-	-	-	-	-	-	-	-
Public Non-Instititunal	E-voting	40,247,175	26,168,609	65.0197	26,158,580	121	10,029	11	99.9617	0.0383	-	-
	Postal Ballot		8,699	0.0216	8,675	39	24	3	99.7241	0.2759	816	6
Total		252,095,524	220,611,757	87.5112	220,601,704	216	10,053	14	99.9954	0.0046	816	6

* Only valid votes considered

From the above it is hereby declared that resolutions as proposed in the Postal Ballot Notice dated March 28, 2015 have been approved by the Members of the Company with requisite majority.

By Order of the Board of Directors

For Allcargo Logistics Limited

Sd/-

Shailesh Dholakia
Company Secretary

Date: 9-May-16
Place: Mumbai

COMPANY SECRETARIES

NAVJIVAN SOCIETY BLDG. NO. 3, 12TH FLOOR, OFFICE No. 9, LAMINGTON ROAD, MUMBAI - 400 008.
TEL. : 022-6611 9696 □ E-mail : dipti@mehta-mehta.com □ Website : www.mehta-mehta.com

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

Report of Scrutinizer

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
Chairman
Allcargo Logistics Limited
6th Floor, Avashya House, CST Road,
Kalina, Santacruz (East),
Mumbai- 400098

Dear Sir,

Report on Postal Ballot Voting of Allcargo Logistics Limited ("the Company")

I, Anshul Kumar Jain, Partner, M/s. Mehta & Mehta, Practicing Company Secretaries, appointed as Scrutinizer by the Company for the purpose of conducting the Postal Ballot / e-voting process carried out by the Company as per Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 on the resolution as mentioned in the Notice of Postal Ballot dated March 28, 2015 in a fair and transparent manner and submit my report as under:

1. The dispatch of Notice of the Postal Ballot dated March 28, 2016 was completed on April 04, 2016.
2. The e-voting period commenced on the Thursday, April 07, 2016 (9.00 a.m. IST) and ended on the Friday, May 06, 2016 (5:00 p.m. IST).
3. The last date for receipt of Postal Ballot Forms was Friday, May 06, 2016 (5:00 p.m. IST).



4. The Shareholders holding the shares as on the "cut off" date i.e. Thursday, March 31, 2016 were entitled to vote on the proposed resolution.

5. At the end of the voting period on Friday, May 06, 2016 (5:00 p.m. IST), I collected all the Postal Ballot Forms received and were scrutinized and signatures of Members who had cast their votes were verified with their specimen signatures registered with RTA and as provided by the depositories.

6. 48 Postal Ballot forms were received and 188 shareholders cast the votes on the e-voting platform.

7. As a scrutinizer, the Report of the Postal Ballot Voting was duly compiled and accordingly the result of Postal Ballot Voting which includes e-Voting is as under:

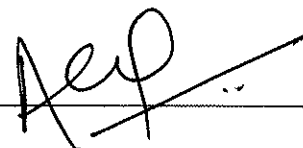
Resolution No.1 – To approve raising of funds up to INR 300 Crore (Rupees Three Hundred Crore only) by issue of Secured Non-Convertible Redeemable Debentures on a Private Placement Basis

"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

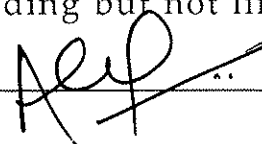
referred to as "Appropriate Authorities") as may be necessary, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions (hereinafter referred to as "Requisite Approvals") which may be agreed to or accepted 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 within 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.

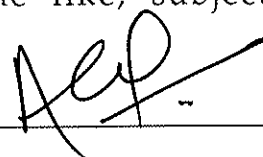
RESOLVED FURTHER THAT subject to the applicable laws, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds and things thereof in its absolute discretion as it deems necessary or desirable in connection with the issue of the Debentures, including, without limitation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



1. 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."

Votes in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
216	22,06,01,704	99.9954%

Votes against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
14	10,053	0.0046%

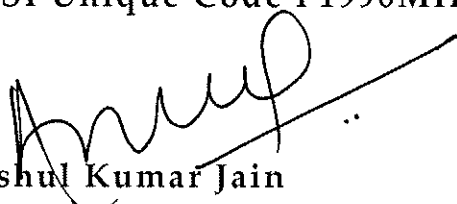
Invalid votes or Abstain from voting

Total number of members whose votes were declared invalid or who abstain from voting	Total number of votes cast by them
06	1,052

The postal ballot and all other papers relating to postal ballot including voting by electronic means, shall be under my safe custody till the Chairman considers, approves and signs the minutes and thereafter, the same shall be returned to the Company.

Thanking you,

Yours faithfully,
for Mehta & Mehta
Company Secretaries
[ICSI Unique Code P1996MH007500]


Anshul Kumar Jain
Partner

FCS : 5547

CP No : 13181

Date : May 09, 2016

Place : Mumbai

For Allcargo Logistics Limited


Shallesh Dholakia
Company Secretary