

## ALLCARGO LOGISTICS LIMITED

(CIN: L63010MH2004PLC073508)

Registered Office: Avashya House, 6<sup>th</sup> Floor, CST Road, Kalina, Santacruz (E), Mumbai – 400 098

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

Website: [www.allcargologistics.com](http://www.allcargologistics.com) Email: [investor.relations@allcargologistics.com](mailto:investor.relations@allcargologistics.com)

### POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to 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 ("the Rules") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, for seeking consent of the Members of the Company to pass the following Resolution through postal ballot.

#### Proposal

Reclassification of some of the shareholders falling under Promoters and Promoter Group category to Public category of the Company as per the requests received from the respective promoter shareholders, pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

Accordingly, the proposed Resolution and the Explanatory Statement stating all the material facts and the reasons thereof for the aforesaid proposal are appended herein below along with a Postal Ballot Form for your consideration and approval.

The Board of Directors have appointed Mr P N Parikh (Membership No FCS 327 & CP No1228) and failing him Mr Mitesh Dhabliwala (Membership No FCS 8331 & CP No 9511), Partners of M/s Parikh & Associates, a firm of Practicing 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 (for) or dissent (against) therein and return the said form in original, duly completed and signed in the attached self-addressed postage prepaid Business Reply Envelope (if posted in India) so as to reach the Scrutinizer on or before Wednesday, March 22, 2017 at 5.00 p.m. (IST). Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received as per Rule 22(12) of the Rules.

Members desiring to opt for e-voting facility arranged by the Company are requested to read the notes to the Postal Ballot Notice and instructions overleaf the Postal Ballot Form. References to Postal Ballot Form in this Postal Ballot Notice include votes received electronically.

Members can opt for only one mode of voting i.e. either by physical Postal Ballot Form or through e-voting. In case Members cast their votes through both the modes, voting

done 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 ballots, the Scrutinizer will submit his report to the Chairman or any Director authorized by the Board, who will counter sign the same. The result of the postal ballot will be announced on or before 5.00 p.m. (IST), Thursday, March 23, 2017, at the Registered Office of the Company.

The said results along with the Scrutinizer's Report will be displayed at the Registered Office of the Company and on the website of the Company at [www.allcargologistics.com](http://www.allcargologistics.com) and website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and also will be intimated to the Stock Exchanges where 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 Listing Regulations.

The last date specified by the Company for receipt of the duly completed Postal Ballot Forms or e-voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.

#### RESOLUTION:

##### ITEM NO 1

#### RECLASSIFICATION OF SOME OF THE SHAREHOLDERS FALLING UNDER "PROMOTERS AND PROMOTER GROUP CATEGORY" TO "PUBLIC CATEGORY" OF THE COMPANY:

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

**"RESOLVED THAT** pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable laws, and subject to necessary approvals, consent and permission of the Securities and Exchange Board of India, Stock Exchanges and other appropriate statutory/regulatory authorities, if applicable, the consent of the Members of the Company be and is hereby accorded to reclassify the following Promoters of the Company to "Public category":

- i. Umesh Janardhan Shetty (Jointly with Hita Shetty)
- ii. Subhashini J Shetty (Jointly with Jagadeesha Shetty)
- iii. Shobha Shetty (Jointly with Prabhakar Shetty)
- iv. Asha Suresh Shetty (Jointly with Suresh Shetty)
- v. Usha Satish Shetty (Jointly with Satish Chandra Shetty)."

**“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 constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation finalizing and executing any agreements, deeds and such other documents as may be necessary and to delegate all or any of the powers vested or conferred herein to any Director(s) or Officer(s) of the Company as may be required to give effect to this Resolution.”

By Order of the Board  
For Allcargo Logistics Limited

Shruta Sanghavi  
Company Secretary  
FCS No: 4003

Place: Mumbai

Date: February 13, 2017

Registered Office

Avashya House, 6<sup>th</sup> Floor,  
CST Road, Kalina, Santacruz (East),  
Mumbai – 400 098  
CIN: L63010MH2004PLC073508

#### NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), setting out the material facts and reasons thereof for the proposed Resolution at Item No 1 above, is annexed hereto. The Postal Ballot Form and the self-addressed postage prepaid Business Reply Envelope are enclosed for use of the Members.
2. As per Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Notice of postal ballot may be served on the Members through electronic means. The Postal Ballot Notice is being sent to the Members in electronic form to the e-mail addresses registered with the Depository Participants or the Company. For Members whose e-mail addresses are not registered, the physical copies of the Postal Ballot Notice alongwith Postal Ballot Form are being sent by permitted mode along with the self-addressed postage prepaid Business Reply Envelope.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited as on Friday, February 10, 2017 (“cut-off date”). The voting shall be reckoned in proportion to a Member’s

share of voting rights on the paid-up share capital of the Company as on that date. Any recipient of the Postal Ballot Notice who was not a Member of the Company as on the cut-off date should treat this Postal Ballot Notice for information purpose only.

4. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to [allcargoe-voting@allcargologistics.com](mailto:allcargoe-voting@allcargologistics.com). The Registrar and Transfer Agent or the Company shall forward the same along with self-addressed postage prepaid Business Reply Envelope to the Member.
5. Pursuant to the applicable provisions of the Act and Rules made thereunder and the Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to the Registrar and Transfer Agent on [allcargogogreen@linkintime.co.in](mailto:allcargogogreen@linkintime.co.in). Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.
6. Resolution passed by the Members through postal ballot/e-voting is deemed to have been passed as if it has been passed at a General Meeting of the Members.
7. In addition to getting the documents through your registered e-mail, you can also have access to the documents through the Company’s website: [www.allcargologistics.com](http://www.allcargologistics.com). While every notice/document will be sent through e-mail address registered with the Company / Depository Participant(s), in case you desire to receive any notice/document in physical form, please intimate by e-mail at [investor.relations@allcargologistics.com](mailto:investor.relations@allcargologistics.com) and the same shall be sent to your address registered with the Company / Depository Participant(s).
8. Members are requested to carefully read the instructions printed on the attached Postal Ballot Form. The Postal Ballot Form duly completed and signed, should be returned in the enclosed self-addressed postage prepaid Business Reply Envelope directly to the Scrutinizer so as to reach on or before Wednesday, March 22, 2017, 5.00 p.m. (IST). Any response received from the Members after Wednesday, March 22, 2017, 5.00 p.m. (IST) shall be treated as if no response is received in terms of Rule 22(12) of the Rules.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. All the documents referred to in the accompanying Postal Ballot Notice and the Explanatory Statement will be available for inspection at the Registered Office of the Company during normal business

hours [9.30 a.m. (IST) to 6.00 p.m. (IST)] on all working days except Saturdays, from the date of dispatch of the Postal Ballot Notice till Wednesday, March 22, 2017.

11. 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](mailto:evoting@nsdl.co.in) or the Company Secretary at the contact details given hereinabove or at [allcargoe-voting@allcargologistics.com](mailto:allcargoe-voting@allcargologistics.com).
12. The Postal Ballot Notice along with Postal Ballot Form is also placed on the website of the Company [www.allcargologistics.com](http://www.allcargologistics.com) and website of NSDL <https://www.evoting.nsdl.com>.

### VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with Sections 108, 110 and other applicable provisions of the Act read with the Rules and Regulation 44 of the Listing Regulations, 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 e-mail from NSDL [for members whose e-mail Ids are registered with the Company/ Depository Participants(s)]:

- i. Open e-mail and open PDF file viz. "Allcargo Logistics Ltd-e-Voting.pdf" with your Client ID or Folio Number as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

**Note: Members already registered with NSDL for e-voting will not receive the PDF file viz. "Allcargo Logistics Ltd-e-Voting.pdf".**

- 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 noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password 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 [allcargo.scrutinizer@gmail.com](mailto:allcargo.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### B. In case a Member receives physical copy of the Postal Ballot Notice [for members whose e-mail Ids are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

- i. Initial password is provided as 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.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for shareholders available at the "downloads" section of [www.evoting.nsdl.com](http://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 for your voting.

In case Members are holding shares in demat mode, USER-ID is the combination of (DPID+ CLIENT ID).

In case Members are holding shares in physical mode, USER-ID is the combination of (EVEN NO +FOLIO NO).

- IV. Members who forgot the user details/ password can use "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- V. The e-voting period commences on Tuesday, February 21, 2017, 9.00 a.m. (IST) and ends on Wednesday, March 22, 2017, 5.00 p.m. (IST). During this period the Members of the Company, holding shares either in physical form or in demat form, as on the cut-off date i.e. Friday, February 10, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time.



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

### ITEM NO 1

Pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), a company and/or Promoter(s) may make an application to the Stock Exchange(s) and/or SEBI, as the case may be to reclassify promoters to the category of public subject to fulfillment of conditions as provided therein.

The Company has received application(s) from the following Promoters of the Company to reclassify them under the Public category:

Names of the Promoters	Equity Shares*	% of Total Paid-up Share Capital*
Umesh Janardhan Shetty (Jointly with Hita Shetty)	2,265,269	0.92
Subhashini J Shetty (Jointly with Jagadeesha Shetty)	21,750	0.01
Shobha Shetty (Jointly with Prabhakar Shetty)	21,750	0.01
Asha Suresh Shetty (Jointly with Suresh Shetty)	21,750	0.01
Usha Satish Shetty (Jointly with Satish Chandra Shetty)	7,250	Negligible
<b>TOTAL</b>	<b>2,337,769</b>	<b>0.95</b>

\*As on the cut off date

Mr Umesh Shetty is a brother of Mr Shashi Kiran Shetty, the Chairman and Managing Director of the Company and Mrs Subhashini J Shetty, Mrs Shobha Shetty, Mrs Asha Suresh Shetty and Mrs Usha Satish Shetty are the sisters of Mr Shashi Kiran Shetty. They hold equity shares in the Company jointly with their spouse.

The aggregate holding of the outgoing Promoters is 2,337,769 equity shares represents only 0.95% of the total paid-up share capital of the Company and they are not holding any control over the affairs and management of the Company. They do not have any special rights through formal or informal arrangements with the Company or the Promoters or any person in the Promoter Group.

Except Mr Umesh Shetty, none of the Promoters mentioned above were involved in the operations of the Company and none of them were holding any position of Key Managerial Personnel (KMP) of the Company.

Mr Umesh Shetty was associated with the Company at various positions and was designated as CEO of Equipment Hiring Division of the Company since 2009. He was appointed as the Whole-time Director of the Company w.e.f. June 1, 2012. As a result of organisational restructuring, he stepped down as a Whole-time Director w.e.f. November 6, 2014. Thereafter, Mr Umesh Shetty was appointed as CEO of Project & Engineering Solutions Divisions of the Company for a period of 3 years w.e.f. January 1, 2015. However, Mr Umesh Shetty ceased to be CEO of Project & Engineering Solutions Divisions of the Company w.e.f. October 1, 2016. Currently, Mr Umesh Shetty is neither involved in the operations of the Company nor connected with the Company. Further, Mr Umesh Shetty does not directly or indirectly, exercise any control over the

affairs of the Company. All the aforesaid Promoters do not hold any price sensitive information and any KMP positions of the Company.

In view of the explanations given by the aforesaid Promoters and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, the Board of Directors of the Company at their meeting held on February 13, 2017, have accorded their consent and accepted all the applications received for reclassification to Public category subject to approval by the Members and relevant regulatory authorities, if any. The Company has intimated the Stock Exchanges about the same pursuant to Regulation 30 of the Listing Regulations.

The Company is compliant of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and the public shareholding of the Company as on the date of this Postal Ballot Notice is more than 25% of the total paid-up share capital of the Company.

Post reclassification, the following will be the Promoters and Promoter Group of the Company:

Sr. No.	Names of the Promoters and Promoter Group	Equity Shares *	% of Total Paid-up Share Capital*
1	Shashi Kiran Shetty (Jointly with Arathi Shetty)	151,637,193	61.72
2	Shashi Kiran Shetty (A Trustee of Shloka Shetty Trust)	7,456,015	3.03
3	Arathi Shetty (Jointly with Shashi Kiran Shetty)	7,351,353	2.99
4	Adarsh Sudhakar Hegde (Jointly with Priya Hegde)	3,362,384	1.37
	<b>Total</b>	<b>169,806,945</b>	<b>69.11</b>

\*As on the cut off date

The Board recommends the proposed Resolution as set out in Item No 1 of this Postal Ballot Notice to be passed as an Ordinary Resolution by the Members.

None of the Directors or KMP of the Company or their relatives are in any way concerned or interested, financially or otherwise, in this Resolution except Mr Shashi Kiran Shetty, who may be deemed to be concerned or interested in this Resolution since the outgoing Promoters are related to him.

By Order of the Board  
For Allcargo Logistics Limited  
Shruta Sanghavi  
Company Secretary  
FCS No: 4003

Place: Mumbai  
Date: February 13, 2017  
Registered Office  
Avashya House, 6<sup>th</sup> Floor,  
CST Road, Kalina, Santacruz (East),  
Mumbai – 400 098  
CIN: L63010MH2004PLC073508