

# ALLCARGO LOGISTICS LIMITED

(CIN: L63010MH2004PLC073508)

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

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

**Website:** [www.allcargologistics.com](http://www.allcargologistics.com) **E-mail:** [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 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 Resolutions appended below through Postal Ballot including E-voting.

Explanatory Statement stating all the material facts concerning each Resolution and the reasons thereof is also appended below along with a Postal Ballot Form.

The Board of Directors have appointed Mr P N Parikh (Membership No FCS 327 & CP No1228) and failing him Mr Mitesh Dhaliwala (Membership No FCS 8331 & CP No 9511), of M/s Parikh & Associates, 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 Form 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 Monday, March 25, 2019, 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) shall not be considered.

Upon completion of the scrutiny of the voting, the Scrutinizer will submit his report to the Chairman or any person duly authorized by him who will counter sign the same. The result of the Postal Ballot will be announced on or before 5.00 p.m. (IST), Wednesday, March 27, 2019, 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 Central Depository Services (India) Limited ('CDSL') at [www.evotingindia.com](http://www.evotingindia.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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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 Resolutions shall be deemed to have been passed, if approved by the requisite majority.

### RESOLUTIONS

#### **Item No. 1: Re-appointment of Mr Hari L Mundra (DIN:00287029) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and Rules framed thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr Hari L Mundra (DIN:00287029), who was appointed as an Independent Director to hold office up to March 31, 2019 and being eligible, has given a declaration that he meets the criteria of Independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term with effect from April 1, 2019 till the conclusion of 30<sup>th</sup> Annual General Meeting of the Company to be held in the year 2023."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be required to give effect to this Resolution."

#### **Item No. 2: Re-appointment of Mr Mohinder Pal Bansal (DIN:01626343) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and Rules framed thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr Mohinder Pal Bansal (DIN:01626343), who was appointed as an Independent Director to hold office up to March 31, 2019 and being eligible, has given a declaration that he meets the criteria of Independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term with effect from April 1, 2019 till the conclusion of 30<sup>th</sup> Annual General Meeting of the Company to be held in the year 2023."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be required to give effect to this Resolution."

**Item No. 3: Appointment of Ms Malini Thadani (DIN:01516555) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and Rules framed thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms Malini Thadani (DIN:01516555), who was appointed as an Additional Director with effect from November 5, 2018 under Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 2 years with effect from November 5, 2018."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be required to give effect to this Resolution."

By order of the Board of Directors  
**For Allcargo Logistics Limited**

**Devanand Mojidra**  
Company Secretary  
ACS No.: 14644

**Place:** Mumbai

**Date :** February 8, 2019

**Registered Office:**

6<sup>th</sup> Floor, Avashya House, CST Road,  
Kalina, Santacruz (East), Mumbai – 400 098  
E-mail Id: [investor.relations@allcargologistics.com](mailto:investor.relations@allcargologistics.com)  
Website: [www.allcargologistics.com](http://www.allcargologistics.com)  
Phone No: 022-66798100  
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 for the proposed Resolutions at Item Nos. 1, 2 and 3 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 details of the Directors whose re-appointment/appointment as Independent Directors are proposed at Item Nos. 1, 2 and 3 are provided in the "Annexure" to this Postal Ballot Notice pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India.
4. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Register

of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, February 8, 2019 ('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.

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 on [investor.relations@allcargologistics.com](mailto:investor.relations@allcargologistics.com). The Registrar and Share Transfer Agent ('RTA') or the Company shall forward the same along with self-addressed postage prepaid Business Reply Envelope to the Member.
6. Pursuant to the applicable provisions of the Act and Rules framed 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 RTA on [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.
7. Resolutions passed by the Members through Postal Ballot/E-Voting are deemed to have been passed as if they have been passed at a General Meeting of the Members.
8. 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).
9. Members are requested to carefully read the instructions printed on the attached Postal Ballot Form. The Postal Ballot Form duly completed and signed along with letter of appointment / authorization of Representatives, if any, should be returned in the enclosed self-addressed postage prepaid Business Reply Envelope directly to the Scrutinizer so as to reach on or before Monday, March 25, 2019, 5.00 p.m.(IST). Any Postal Ballot Form received from the Members after Monday, March 25, 2019, 5.00 p.m. (IST) shall be treated as if no response is received in terms of Rule 22(12) of the Rules.
10. A Member cannot exercise his vote by proxy on Postal Ballot.
11. All the documents referred to in the Postal Ballot Notice and the Explanatory Statement will be available for inspection at the Registered Office of the Company in physical or in electronic form 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 Postal Ballot Notice till Monday, March 25, 2019.
12. In case of any grievance/ clarification in connection with the Postal Ballot including E-voting, Members may contact CDSL by e-mail at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or the Company Secretary at the contact details given hereinabove or at [investor.relations@allcargologistics.com](mailto:investor.relations@allcargologistics.com).
13. 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 CDSL [www.evotingindia.com](http://www.evotingindia.com).

## VOTING THROUGH ELECTRONIC MEANS

In compliance with Sections 108, 110 and other applicable provisions of the Act read with the Rules framed thereunder 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 CDSL for the purpose of providing E-voting facility to all its Members.

### The instructions for E-voting are as under:

- i. The E-voting period begins at 9.00 a.m. (IST) on Sunday, February 24, 2019 and ends at 5.00 p.m. (IST) on Monday, March 25, 2019. During this period, Members of the Company, holding shares either in physical form or in demat form, as on the cut-off date i.e. Friday, February 8, 2019 may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
- ii. The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii. Click on Members.
- iv. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and click on Login.
- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- viii. After entering these details appropriately, click on 'SUBMIT' tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other company on which they are eligible to vote, provided that Company opts for E-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- x. For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- xi. Click on the EVSN for Allcargo Logistics Limited.
- xii. On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
- xiv. After selecting the Resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- xv. Once you 'CONFIRM' your vote on the Resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on 'Click here to print' option on the Voting page.
- xvii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- xviii. Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non-Individual Members and Custodians
  - Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding remote E-voting, you may refer the Frequently Asked Questions ('FAQs') and E-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). You can also send your queries/grievances relating to E-voting at:-

Name: Mr Rakesh Dalvi

Designation: Manager

Address: A Wing, 25<sup>th</sup> Floor, Marathon Futurex,  
Mafatlal Mill Compounds, N M Joshi  
Marg, Lower Parel (E), Mumbai – 400013

E-mail Id: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

Toll free number: 18002 25533



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

### Item Nos. 1 and 2

Mr Hari L Mundra (DIN:00287029) and Mr Mohinder Pal Bansal (DIN:01626343) were appointed as Independent Directors of the Company to hold office up to March 31, 2019 as per the provisions of the Companies Act, 2013 (the 'Act') and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges. As per the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') an Independent Director shall hold office for a term upto 5 (five) consecutive years on the Board of the Company but shall be eligible for re-appointment on passing of a Special Resolution by the Company.

Based on the report of performance evaluation of Independent Directors, the Nomination and Remuneration Committee has recommended to the Board, the re-appointment of Mr Hari L Mundra and Mr Mohinder Pal Bansal as Independent Directors of the Company which would be in the best interest of the Company and it is desirable to continue to avail their services as Independent Directors.

Considering Mr Hari L Mundra and Mr Mohinder Pal Bansal's diverse experience and their valuable contribution to the Company, it is proposed to re-appoint Mr Hari L Mundra and Mr Mohinder Pal Bansal as Independent Directors of the Company for a second term with effect from April 1, 2019 till the conclusion of 30<sup>th</sup> Annual General Meeting of the Company to be held in the year 2023.

The Company has received a notice in writing from members under Section 160 of the Act proposing the candidature of Mr Hari L Mundra and Mr Mohinder Pal Bansal for the office of Directors of the Company. The Company has also received declarations from them that they meet criteria of independence as prescribed under the Act and the Listing Regulations.

They are not disqualified from being appointed as Directors in terms of Section 164 of the Act and any other applicable laws prescribed by SEBI or any other authority and have given their consent to act as Directors of the Company.

In the opinion of the Board, Mr Hari L Mundra and Mr Mohinder Pal Bansal meet the criteria of independence as specified in the Act, the Rules framed thereunder and the Listing Regulations and they are independent of the management.

Mr Hari L Mundra and Mr Mohinder Pal Bansal do not hold any shares of the Company.

Details of Mr Hari L Mundra and Mr Mohinder Pal Bansal are provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft appointment letters setting out the terms and conditions of their re-appointments are available for inspection in physical or in electronic form during normal business hours i.e. between 9.00 a.m. to 6.00 p.m. on all working days except Saturdays at the Registered Office of the Company till Monday, March 25, 2019.

The Board recommend the proposed Resolutions as set out in Item Nos. 1 and 2 of this Postal Ballot Notice to be passed as Special Resolutions.

Save and except, Mr Hari L Mundra, Mr Mohinder Pal Bansal and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item Nos. 1 and 2 of this Postal Ballot Notice.

### Item No. 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Ms Malini Thadani (DIN:01516555) as an Additional Director in the category of Non-Executive Independent Director with effect from November 5, 2018 for a term of 2 years subject to the approval of the Members of the Company under Sections 149 and 161 of the Companies Act, 2013 (the 'Act') and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and the Articles of Association of the Company.

As per the provisions contained under Section 161 of the Act, Ms Malini Thadani holds office upto the date of the ensuing Annual General Meeting and is eligible for being appointed as an Independent Director of the Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms Malini Thadani for the office of Director of the Company. The Company has also received a declaration from Ms Malini Thadani that she meets criteria of independence as prescribed under the Act and the Listing Regulations.

Ms Malini Thadani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and any other applicable laws prescribed by SEBI or any other authority and has given her consent to act as a Director of the Company.

In the opinion of the Board, Ms Malini Thadani meets the criteria of independence as specified in the Act, the Rules framed thereunder and the Listing Regulations and she is independent of the management.

Ms Malini Thadani does not hold any shares of the Company.

Details of Ms Malini Thadani is provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft appointment letter of Ms Malini Thadani setting out the terms and conditions of her appointment is available for inspection in physical or in electronic form during normal business hours i.e. between 9.00 a.m. to 6.00 p.m. on all working days except Saturdays at the Registered Office of the Company till Monday, March 25, 2019.

The Board recommends the proposed Resolution as set out in Item No. 3 of this Postal Ballot Notice to be passed as an Ordinary Resolution.

Save and except, Ms Malini Thadani and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of this Postal Ballot Notice.

By order of the Board of Directors  
**For Allcargo Logistics Limited**

**Devanand Mojidra**  
Company Secretary  
ACS No.: 14644

**Place:** Mumbai  
**Date :** February 8, 2019

**Registered Office:**  
6<sup>th</sup> Floor, Avashya House, CST Road,  
Kalina, Santacruz (East), Mumbai – 400 098  
E-mail Id: [investor.relations@allcargologistics.com](mailto:investor.relations@allcargologistics.com)  
Website: [www.allcargologistics.com](http://www.allcargologistics.com)  
Phone No: 022-66798100  
CIN: L63010MH2004PLC073508

## ANNEXURE

Details of the Directors proposed to be re-appointed/appointed pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2):

Particulars	Mr Hari L Mundra (DIN:00287029)	Mr Mohinder Pal Bansal (DIN:01626343)	Ms Malini Thadani (DIN:01516555)
Age	69 years	61 years	61 years
Qualification	B.A.Hon.(Economics) from Mumbai University and MBA (1971) from Indian Institute of Management, Ahmedabad.	Chartered Accountant from the Institute of Chartered Accountants of India.	Bachelors in History from Lady Shri Ram College, Delhi University, Masters in History, Hindu College, Delhi University, Masters in Public Administration, Ohio University, Ohio, USA, Diploma in Business and Government, Ecole Nationale d'Administration, Paris, France, Insead Social Entrepreneurship Programme (ISEP), Insead, Paris, France, FT Non-Executive Director Diploma, Hong Kong.
Date of first appointment	May 30, 2012	October 18, 2010	November 5, 2018
Brief Resume (including profile, experience and expertise in specific functional areas)	<p>Mr Hari L Mundra has more than 45 years of working experience in the corporate world.</p> <p>He had worked with eminent Corporate Group viz. Hindustan Lever, RPG Group, Workhardt Group, and Essar Group in various positions and handled Financial, General Management, Taxation, Treasury etc. He was appointed as the youngest member, to the Managing Committee/ Board of Hindustan Lever in charge of Detergents Commercial. He has also served as a Senior Advisor to Hospira, USA and to Punj Lloyd.</p> <p>He has become the Visiting Professor at IIM, Ahmedabad for the MBA students, in the Finance faculty and has been teaching at IIMA for the last 10 years. His unique elective course deals with Applied Business Finance-a Course on Financial Wisdom.</p> <p>Post his super - annuation, he joined the National Managing Committee of Indian Cancer Society (ICS), a non-profit NGO, as Joint Managing Trustee and Honorary Treasurer and led its revival as the premier anti - cancer institution of the Country. He continues to be an Advisor and Trustee of ICS.</p>	<p>Mr Mohinder Pal Bansal, with an illustrious career spanning over three decades of experience in M&amp;A, strategic advisory, capital markets, portfolio company integration in addition to post-acquisition performance management in India, Asia and Europe.</p> <p>He has significant operational experience in managing corporate entities as well as advising private equity firms in India on improving the performance of their portfolio companies in multiple sectors including logistics, auto components, manufacturing, realty, banking, education and IT.</p> <p>He founded Blacksoil Group in 2010 with the vision of providing financial consulting and strategic advisory to corporates. He has advised on more than 12 M&amp;A transactions across sectors, negotiating on matters ranging from valuation, structuring and integration etc. and has completed more than 30 strategy consulting projects over a period of 7 years.</p> <p>He is also the founding member, head of fund management team and Investment committee member for BlackSoil Realty</p>	<p>Ms Malini Thadani has been a sustainability leader with experience across Asia - 19 markets spanning including Asia majors - India, China, Singapore, Indonesia, Malaysia, Australia. She has been a leader of high level stakeholder groups, positions on international and regional Boards for industry bodies and not-for-profits organisations and also a strategic advisor on sustainability.</p> <p>She has experience in designing, developing and implementing large - scale, complex, cross-border sustainability projects in partnership with global and regional thinktanks, not-for-profits and academia, specialising in areas including livelihoods, employability, entrepreneurship, sustainable finance, environmental resource security.</p> <p>She has been into Indian Revenue Service as an Additional Commissioner of Income tax, Mumbai, India for over 14 years.</p>

Particulars	Mr Hari L Mundra (DIN:00287029)	Mr Mohinder Pal Bansal (DIN:01626343)	Ms Malini Thadani (DIN:01516555)
		<p>Fund I (SEBI registered AIF Category II Fund). Under his leadership, BlackSoil Realty Fund – I has successfully established a strong track record of profitable exits.</p> <p>He also founded BlackSoil Capital Private Limited, a RBI registered non-deposit accepting NBFC with a primary objective of lending to high growth companies and traditional businesses across pan India. He is the whole-time Director and is managing credit, operations, compliance and liability management for the Company.</p> <p>He has successfully launched Walton Street Blacksoil Real Estate Debt Fund I, (SEBI registered Category II AIF).</p>	<p>Ms Malini Thadani is a Senior Advisor in FTI Consulting India and has been Head of Corporate Sustainability, Asia, The Hongkong and Shanghai Banking Corporation Limited (HSBC), Head of Communications, CSR, Sustainability and Government Affairs, HSBC India.</p>
Shareholding in the Company (as on the date of the Postal Ballot Notice)	Nil	Nil	Nil
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	None	None	None
No. of Board Meetings attended (during the year till the date of Postal Ballot Notice)	7	7	3
Directorships held in other companies (including the Company as on the date of the Postal Ballot Notice)	<ul style="list-style-type: none"> <li>Allcargo Logistics Limited</li> <li>Future Focus Infotech Private Limited</li> <li>Tata Autocomp Systems Limited</li> <li>ICICI Bank Limited</li> </ul>	<ul style="list-style-type: none"> <li>Allcargo Logistics Limited</li> <li>Navneet Education Limited</li> <li>Transindia Logistic Park Private Limited</li> <li>Hindustan Cargo Limited</li> <li>Concorde Motors (India) Limited</li> <li>Avvashya CCI Logistics Private Limited</li> <li>Prince Pipes and Fittings Limited</li> <li>Girik Wealth Advisors Private Limited</li> <li>K12 Techno Services Private Limited</li> <li>Blacksoil Capital Private Limited</li> <li>Blacksoil Asset Management Private Limited</li> <li>Allnet Financial Services Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>Allcargo Logistics Limited</li> <li>L&amp;T Mutual Fund Trustee Limited</li> <li>Absolute Homes Private Limited</li> <li>Pune City Connect Development Foundation</li> </ul>

Particulars	Mr Hari L Mundra (DIN:00287029)	Mr Mohinder Pal Bansal (DIN:01626343)	Ms Malini Thadani (DIN:01516555)
<b>Companies in which Director is Member of the Committee of the Board (as on the date of the Postal Ballot Notice)</b>	<ul style="list-style-type: none"> <li>Allcargo Logistics Limited - Audit Committee, Stakeholders Relationship Committee, Risk Management Committee and Finance, Strategy &amp; Legal Committee</li> <li>Tata Autocomp Systems Limited-Nomination &amp; Remuneration Committee</li> <li>ICICI Bank Limited - Credit Committee</li> </ul>	<ul style="list-style-type: none"> <li>Allcargo Logistics Limited- Nomination &amp; Remuneration Committee &amp; CSR Committee</li> <li>Concorde Motors (India) Limited- Nomination &amp; Remuneration Committee</li> <li>Navneet Education Ltd- Stakeholders Relationship Committee</li> <li>Prince Pipes and Fittings Limited- Nomination &amp; Remuneration Committee</li> <li>Transindia Logistic Park Private Limited- CSR Committee</li> </ul>	Nil
<b>Companies in which Director is Chairman of the Committee of the Board (as on the date of the Postal Ballot Notice)</b>	<ul style="list-style-type: none"> <li>Allcargo Logistics Limited-Nomination &amp; Remuneration Committee</li> <li>Tata Autocomp Systems Limited -Audit Committee</li> <li>ICICI Bank Limited - Stakeholders Relationship Committee</li> </ul>	<ul style="list-style-type: none"> <li>Allcargo Logistics Limited-Audit Committee and Finance, Strategy &amp; Legal Committee</li> <li>Concorde Motors (India) Limited- Audit Committee</li> <li>Navneet Education Ltd- Audit Committee</li> <li>Avvashya CCI Logistics Private Limited- CSR Committee</li> <li>Prince Pipes and Fittings Limited- Audit Committee</li> </ul>	Nil
<b>Terms and conditions of re-appointment/ appointment</b>	As per the Resolution at Item No.1 of this Postal Ballot Notice read with Explanatory Statement thereto.	As per the Resolution at Item No. 2 of this Postal Ballot Notice read with Explanatory Statement thereto.	As per the Resolution at Item No. 3 of this Postal Ballot Notice read with Explanatory Statement thereto.
<b>Details of Remuneration sought to be paid</b>	As per the Nomination and Remuneration Policy of the Company.	As per the Nomination and Remuneration Policy of the Company.	As per the Nomination and Remuneration Policy of the Company.
<b>Remuneration last drawn (including sitting fees, if any)</b>	Rs.31.50 lakhs (FY17-18)	Rs.21.75 lakhs (FY17-18)	-

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# ALLCARGO LOGISTICS LIMITED

(CIN: L63010MH2004PLC073508)



**Regd. Office:** 6<sup>th</sup> Floor, Avashya House, CST Road, Kalina, Santacruz (E), Mumbai – 400 098  
**Phone:** +91 22 66798100 **Fax:** +91 22 66798195  
**Website:** [www.allcargologistics.com](http://www.allcargologistics.com) **E-mail:** [investor.relations@allcargologistics.com](mailto:investor.relations@allcargologistics.com)

## POSTAL BALLOT FORM

Sr. No. :

1. Name and Address of Sole/ First named Member :  
(In BLOCK LETTERS)

2. Name(s) of Joint Shareholders, if any :  
(In BLOCK LETTERS)

3. Registered Folio Number / DP ID & Client ID.\* :  
(\*Applicable to Member(s) holding shares in demat form)

4. Number of Equity Share(s) held :

I/We hereby exercise my/our vote in respect of the Special and Ordinary Resolutions to be passed through Postal Ballot/E-voting for the business stated in the Postal Ballot Notice of the Company dated February 8, 2019 by conveying my/our assent or dissent by placing a tick (✓) mark in the appropriate box below:

Item No.	Resolutions Summary	No of Share(s) for which Vote Cast	I/We assent to the Resolution Please tick (✓)	I/We dissent to the Resolution Please tick (✓)
1.	<b>SPECIAL RESOLUTION:</b> Re-appointment of Mr Hari L Mundra (DIN: 00287029) as an Independent Director of the Company			
2.	<b>SPECIAL RESOLUTION:</b> Re-appointment of Mr Mohinder Pal Bansal (DIN: 01626343) as an Independent Director of the Company			
3.	<b>ORDINARY RESOLUTION:</b> Appointment of Ms Malini Thadani (DIN: 01516555) as an Independent Director of the Company			

Place:

Date :

Signature of the Member(s) /Beneficial Owner(s)

**Note:** Please read the instructions printed overleaf carefully before exercising your vote.

## ELECTRONIC VOTING PARTICULARS

The E-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com). The electronic voting particulars are set out as follows:

EVS (Electronic Voting Sequence Number)	*Default PAN / Sequence Number
190215007	

\* Members who have not updated their PAN with Company / RTA / Depository Participants shall use default PAN / sequence number in the PAN field. Other Members should use their PAN.

**The E-voting facility will be available during the following period:**

Commencement of E-voting	End of E-voting
Sunday, February 24, 2019 at 9:00 a.m. (IST)	Monday, March 25, 2019 at 5.00 p.m. (IST)

**Notes:**

- Please read the instruction mentioned below carefully before filing this Form and for E-voting. Please refer to instructions for voting through electronics means provided in the Postal Ballot Notice sent herewith.*
- The last date for the receipt of Postal Ballot Form by the Scrutinizer is Monday, March 25, 2019 upto 5.00 p.m. (IST).*

**INSTRUCTIONS:**

- Pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, assent or dissent of the Members in respect of the Special and Ordinary Resolutions contained in the Postal Ballot Notice is being sought through Postal Ballot / E-Voting process.
  - A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer appointed by the Company in the enclosed self-addressed postage prepaid Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots Forms, if deposited in person or sent by courier/speed post at the expense of the Member(s) will also be accepted.
  - Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
  - 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, voting done by E-voting shall prevail and votes cast through physical Postal Ballot Form(s) will be treated as invalid.
  - This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his absence, by the next named Member.
  - The self-addressed postage prepaid Business Reply Envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
  - There shall be one Postal Ballot for every folio irrespective of the number of joint holders. A proxy shall not exercise the Postal Ballot.
  - Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member(s) whose name appears in the Register of Members/Record of Depositories as on Friday, February 08, 2019 ('Cut-off date'). Any recipient of the Postal Ballot Notice who was not a Member of the Company as on cut-off date should treat this Postal Ballot Notice for information purpose only.
  - Consent must be accorded by placing a tick mark [√] in the column 'I/we assent to the resolution' or dissent must be accorded by placing a tick mark [√] in the column 'I/we dissent to the resolution'. The assent or dissent received in any other form shall not be considered valid.
  - The Postal Ballot Form shall be considered invalid, if:
    - A form other than one issued by the Company has been used.
    - It has not been signed by or on behalf of the Member.
    - Signature on the Postal Ballot Form does not match the specimen signature with the Company/Registrar and Transfer Agent ('RTA').
    - It is not possible to determine without any doubt the assent or dissent of the Members.
    - Neither assent nor dissent is mentioned.
    - Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Members.
  - The envelope containing the Postal Ballot Form is received after Monday, March 25, 2019, 5:00 p.m. (IST).
  - The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the Board Resolution or relevant specific authority.
    - It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
    - Member has made any amendment to the resolution or imposed any conditions while exercising his/her vote.
    - Incomplete, unsigned and incorrect Postal Ballot Form has been received.
- The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
- Duly completed Postal Ballot Form should reach the Scrutinizer on or before Monday, March 25, 2019, 5:00 p.m. (IST). All Postal Ballot Forms received after the above time and date will be treated as if reply / Postal Ballot Form from such Member have not been received.
  - A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.11 above.
  - In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authorization/Appointment letter in favour of the signatory together with specimen signature(s) of the duly authorized signatories. In case of electronic voting, documents such as the certified true copy of Board Resolution/Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at [allcargo.scrutinizer@gmail.com](mailto:allcargo.scrutinizer@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - Members are requested not to send any other matter along with the Postal Ballot Form in the enclosed self-addressed postage prepaid Business Reply Envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer and the Company/RTA would not be able to act on the same.
  - A Member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
  - Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling by using erasable writing mediums like pencil.
  - The last date specified by the Company for receipt of duly completed Postal Ballot Form/E-Voting will be taken to be the date of passing of the Resolutions. The result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed and placed along with the Scrutinizer's report on the Company's website [www.allcargologistics.com](http://www.allcargologistics.com) and Central Depository Services (India) Limited ('CDSL') website [www.evotingindia.com](http://www.evotingindia.com).
  - In case of any grievance/clarification in connection with the Postal Ballot including E-voting, Members may contact CDSL by e-mail at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or the Company Secretary at the contact details given herein above or at [investor.relations@allcargologistics.com](mailto:investor.relations@allcargologistics.com).