

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

Website: www.allcargologistics.com Email: investors.relations@allcargologistics.com / allcargoe-voting@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, read together with the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) that the following special businesses are proposed to be transacted by way of Postal Ballot/electronic voting ('e-voting').

1. Increase in Authorised Share Capital from ₹355,000,000/- (Rupees Thirty Five Crore Fifty Lakh only) divided into 177,475,000 (Seventeen Crore Seventy Four Lakh Seventy Five Thousand) Equity Shares of ₹ 2/- (Rupees Two only) each and 500 (Five Hundred) Cumulative Redeemable 4% Preference Shares of ₹100/- each to ₹ 550,000,000/- (Rupees Fifty Five Crore only) divided into 274,975,000 (Twenty Seven Crore Forty Nine Lakh Seventy Five Thousand) Equity Shares of ₹ 2/- (Rupees Two only) each and 500 (Five Hundred) Cumulative Redeemable 4% Preference Shares of ₹100/- each and consequential alteration of Clause V of the Memorandum of Association of the Company; and
2. Issue of Bonus Shares in the ratio of one equity share of ₹ 2/- each fully paid for every one equity share of ₹ 2/- each fully paid held by the Member through the capitalization of Securities Premium Account of the Company.

Accordingly, the proposed Resolutions and the Explanatory Statements stating all the material facts and the reason for the proposals are appended herewith along with a Postal Ballot Form for your consideration and approval.

The Company has appointed Mrs. Dipti Mehta, (Membership No. F3667 & COP No. 3202) Partner of M/s Mehta & Mehta, a firm of Practicing Company Secretaries, Mumbai as the Scrutiniser 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 Scrutiniser on or before Wednesday, December 23, 2015 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, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid.

Upon completion of the scrutiny of the Postal Ballots (including e-voting), the Scrutiniser will submit the report to the Chairman or in his absence to any of the Directors duly authorised by the Board or in their absence to the Company Secretary of the Company, who will 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 Saturday, December 26, 2015, at the Registered Office of the Company at Avashya House, 6th Floor, CST Road, Kalina, Santacruz (East), Mumbai – 400 098. 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 alongwith the Scrutiniser'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 at www.evoting.nsdl.com and also will be communicated to Stock Exchanges 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 and the Listing Agreement, as amended from time to time.

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.

RESOLUTIONS:

ITEM NO.1:

INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENTIAL ALTERATION OF CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from ₹ 355,000,000/- (Rupees Thirty Five Crore Fifty Lakh Only) divided into 177,475,000 (Seventeen Crore Seventy Four Lakh Seventy Five Thousand) Equity Shares of ₹ 2/- (Rupees Two only) each and 500 (Five Hundred) Cumulative Redeemable 4% Preference Shares of ₹ 100/- each to ₹ 550,000,000/- (Rupees Fifty Five Crore Only) divided into 274,975,000 (Twenty Seven Crore Forty Nine Lakh Seventy Five Thousand) Equity Shares of ₹ 2/- (Rupees Two only) each and 500 (Five Hundred) Cumulative Redeemable 4% Preference Shares of ₹ 100/- each and the existing Clause V of the Memorandum of Association of the Company relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following new Clause V:

- “V. The Authorised Share Capital of the Company is ₹550,000,000/- (Rupees Fifty Five Crore only) divided into 274,975,000 (Twenty Seven Crore Forty Nine Lakh Seventy Five Thousand) Equity Shares of ₹ 2/- (Rupees Two only) each and 500 (Five Hundred) Cumulative Redeemable 4% Preference Shares of ₹ 100/- each, with rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being, with power to increase or reduce the capital of the Company or to divide the shares of the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.”

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 agreement, 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 the above resolutions.”

ITEM NO. 2

APPROVAL FOR THE ISSUE OF BONUS SHARES

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

“**RESOLVED THAT** in accordance with provisions of Section 63 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time and rules and regulations, guidelines, notifications, clarifications, circulars issued by the Reserve Bank of India thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and other applicable statutes and the recommendation of 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) and subject to such approvals, consents, permissions and/or sanctions as may be required from the appropriate authorities, institutions or bodies (hereinafter collectively referred to as the “Concerned Authorities”) and subject to fulfillment of such conditions, if any, as may be required to be fulfilled in obtaining, or as may be stipulated by the Concerned Authorities from time to time in granting, any such approvals, consents, permissions or sanctions, the consent of the Members of the Company be and is hereby accorded to the Board for capitalization of such sum standing to the credit of Securities Premium Account of the Company, as may be considered necessary by the Board, for the purpose of issue of bonus shares of ₹2/- (Rupees Two only), credited as fully paid-up shares to the holders of the existing equity shares of the Company whose name appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited, as on the record date as may be fixed in this regards by the Board, in the proportion of one equity share of ₹ 2/- each fully paid for every one equity share of ₹ 2/- each fully paid held by the Members of the Company.

RESOLVED FURTHER THAT the said bonus shares as and when issued shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the said bonus shares be issued in dematerialized form to those members who are holding equity shares in demat form in accordance with provisions of the Depositories Act, 1996 as amended from time to time and share certificate(s) with respect to the said bonus shares be issued to members who are holding equity shares in physical form under the Common Seal of the Company in accordance with the provisions of the Article of Associations and the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board 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 agreement, 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 the above resolutions.”

By Order of the Board
For Allcargo Logistics Limited

Place: Mumbai
Date: November 16, 2015

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 resolutions at Item Nos. 1 & 2 above, 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, Notice of Postal Ballot is being sent to Members in electronic form whose email addresses registered are with the Depository Participants or the Company. For Members whose email addresses are not registered, physical copies of the Postal Ballot Notice alongwith 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 Friday, November 20, 2015 ('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. 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, 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-prepaid Business Reply Envelope to the Member.
6. Resolutions 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 Scrutiniser so as to reach on or before Wednesday, December 23, 2015, upto 5.00 p.m. (IST) Any response received from the Members after Wednesday, December 23, 2015, 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 by proxy on Postal Ballot.
9. All 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 Wednesday, December 23, 2015.
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 the Company Secretary at the contact details given hereinabove or at allcargoe-voting@allcargologistics.com.
11. The Notice of Postal Ballot is also placed on the website of the Company 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 Companies Act, 2013, read with the related Rules and Clause 35B of the Listing Agreement with Stock Exchanges 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 National Securities Depository Limited ("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 Participant(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 Scrutiniser 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 Participant(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 "downloads" 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 Tuesday, November 24, 2015 (9:00 am (IST)) and ends on Wednesday, December 23, 2015, (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. Friday, November 20, 2015, 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. Friday, November 20, 2015.

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

ITEM NO. 1 AND 2

The equity shares of your Company are listed and traded on National Stock Exchange of India Limited and BSE Limited. With a view to encourage the participation of small investors by making equity shares of the Company affordable also to encourage the small investors to enjoy the rewards of the growth of the Company, increasing the liquidity of the equity shares and to expand the retail shareholders' base, the Board of Directors in its meeting held on Thursday, November 5, 2015 considered, approved and recommended a bonus issue of one equity share of ₹ 2/- each fully paid for every one equity share of ₹ 2/- each fully paid held as on the 'record date' as may be determined by the Board by capitalizing a part of the amount standing to the credit of Securities Premium Account of the Company.

Presently, the Authorised Share Capital of your Company is ₹ 355,000,000/- (Rupees Thirty Five Crore Fifty Lakh only) divided into 177,475,000 (Seventeen Crore Seventy Four Lakh Seventy Five Thousand) Equity Shares of ₹ 2/- (Rupees Two only) each and 500 (Five Hundred) Cumulative Redeemable 4% Preference Shares of ₹ 100/- each.

In view of proposed issue of bonus shares, the Authorised Share Capital of the Company needs to be increased to ₹ 550,000,000/- (Rupees Fifty Five Crore only) comprising of 274,975,000 (Twenty Seven Crore Forty Nine Lakh Seventy Five Thousand) Equity Shares of ₹ 2/- (Rupees Two only) each and 500 (Five Hundred) Cumulative Redeemable 4% Preference Shares of ₹ 100/- each and would require consequential amendments to the existing Clause V of the Memorandum of Association of the Company.

As on date the Issued, subscribed and paid-up share capital of the Company comprises 126,047,762 (Twelve Crore Sixty Lakh Forty Seven Thousand Seven Hundred Sixty Two) equity shares of ₹ 2/- (Rupees Two only) each aggregating to ₹ 252,095,524/- (Rupees Twenty Five Crore Twenty Lakh Ninety Five Thousand Five Hundred Twenty Four only) and post issue of bonus shares the Issued, subscribed and paid-up capital of the Company shall stand increased to ₹ 504,191,048 (Fifty Crore Forty One Lakh Ninty One Thousand Forty Eight only) comprising of 252,095,524 (Twenty Five Crore Twenty Lakh Ninty Five Thousand Five Hundred Twenty Four only) equity shares of ₹ 2/- each.

Pursuant to the provisions of Sections 13, 61, 63 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time and the Articles of Association of the Company, the increase in the Authorised Share Capital and consequential alteration of the Memorandum of Association of the Company and issue of bonus shares of the Company require approval of the Members.

Section 110 (1) (b) of the Companies Act, 2013, also provides that the Company may, in respect of any item of business, other than ordinary business and any business in respect of which directors or auditors have a right to be heard at any meeting, transact by means of postal ballot.

Accordingly, the resolutions in Item Nos. 1 and 2 of the Postal Ballot Notice seek Members' approval for increase in Authorised Share Capital and consequential alteration of Clause V of the Memorandum of Association of the Company and issue of bonus shares by capitalization of the amount standing to the credit of Securities Premium Account of the Company.

Members are requested to consider and approve increase in Authorised Share Capital and consequential alteration of Clause V of the Memorandum of Association of the Company and issue of Bonus shares by capitalization of the amount standing to the credit of Securities Premium Account of the Company.

The Board of Directors recommends the passing of resolutions set out in Item No. 1 as an Ordinary Resolution and Item No. 2 as Special Resolution for your approval.

None of the Directors, Key Managerial Personnel or their relatives is in any way concerned or interested in the Resolutions at Item Nos. 1 and 2 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: November 16, 2015

Shailesh Dholakia
Company Secretary & Compliance Officer

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