

Mehta & Mehta

COMPANY SECRETARIES

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AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

Report of Scrutinizer

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22of 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, Ms. Dipti A. Mehta, 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 resolutions as mentioned in the Notice of Postal Ballot dated November 16, 2015 in a fair and transparent manner and submit my report as under:

1. The dispatch of Notice of the Postal Ballot dated November 16, 2015 was completed on November 23, 2015.
2. The e-voting period commenced on the Tuesday, November 24, 2015 (9.00 a.m. IST) and ended on the Wednesday, December 23, 2015 (5:00 p.m. IST).
3. The last date for receipt of Postal Ballot Forms was Wednesday, December 23, 2015 (5:00 p.m. IST).



4. The Shareholders holding the shares as on the "cut off" date i.e. Friday, November 20, 2015 were entitled to vote on the proposed resolutions.

5. At the end of the voting period on Wednesday, December 23, 2015 (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. The Shareholders were also scrutinized for the purpose of eliminating duplicate voting i.e. Postal Ballot Form as well as e-voting and in case of voting done by Shareholders in both mode, votes cast through Postal Ballot Form were treated as invalid in terms of the Postal Ballot Notice.

7. 38 Postal Ballot forms were received and 176 shareholders cast the votes on the e-voting platform.

8. 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 –Ordinary Resolution: Increase in Authorised Share Capital and Consequential Alteration of Clause V of the Memorandum of Association of the Company

"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 Rs. 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 Rs. 2/- (Rupees Two only) each and 500 (Five Hundred) Cumulative Redeemable 4% Preference Shares of Rs. 100/- each to Rs. 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 Rs. 2/- (Rupees Two only) each and 500 (Five Hundred) Cumulative Redeemable 4% Preference Shares of Rs. 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 Rs. 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 Rs. 2/- (Rupees Two only) each and 500 (Five Hundred) Cumulative Redeemable 4% Preference Shares of Rs. 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 authorized 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."

Votes in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
201	9,91,77,643	99.9998



Votes against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	200	0.0002

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
10	571

Resolution No.2- Special Resolution: Approval for the Issue of Bonus shares

"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 Rs. 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 Rs. 2/- each fully paid for every one equity share of Rs. 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 paripassu 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."



Votes infavour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
204	9,91,77,468	99.9992

Votesagainst the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	831	0.0008

Invalid votes or Abstain from voting

Total number of memberswhose votes were declared invalid or who abstain from voting	Total number of votes cast by them
5	115

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

Thanking you,

Yours faithfully,
for **Mehta & Mehta**
Company Secretaries

Dipti A. Mehta
Partner



FCS : 3667
CP No : 3202
Date : December 23, 2015
Place : Mumbai