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 Emai: investors.relations@allcargologistics.com

NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of the Members of **Allcargo Logistics Limited** will be held on Thursday, August 07, 2014 at 4.00 p.m. at Avashya House, 5th Floor, CST Road, Kalina, Santacruz (E), Mumbai – 400 098, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone and consolidated Audited Profit and Loss Account of the Company for the financial year ended March 31, 2014, the Balance Sheet as on that date together with the reports of the Directors' and Auditors' thereon.
2. To declare dividend on equity shares of the Company for the financial year ended March 31, 2014.
3. To appoint a director in place of Mr. Umesh Shetty (DIN 00034931), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a director in place of Mr. Kaiwan Kalyaniwalla (DIN 00060776), who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint M/s. B S R & Co. LLP, Chartered Accountants (ICAI Registration No. 101248W) and M/s Appan & Lokhandwala Associates, Chartered Accountants (ICAI Registration No. 117D40W) as statutory auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Keki Elavia (DIN 00003940), Director of the Company who retires by rotation at this Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years up to March 31, 2019."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Hari Mundra (DIN 00287029), Director of the Company who retires by rotation at this Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years up to March 31, 2019."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Mohinder Pal Bansal (DIN 01626343), Director of the Company, whose period of office is liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years up to March 31, 2019."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Prof. J Ramachandran (DIN 00004593), Director of the Company, whose period of office is liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years up to March 31, 2019."

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

    "RESOLVED THAT in supersession of the Ordinary Resolution passed at the Extraordinary General Meeting held on November 30, 2009 u/s 293(1)(d) of the Companies Act, 1956 and pursuant to Section 180(1)(c) and any other applicable provisions of

the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of ₹ 1,000 Crores (Rupees One Thousand Crores only) over and above the aggregate of the paid up share capital and free reserves of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and finalise the terms and conditions for all such borrowings with respect to the interest, repayment, security or otherwise as it may deem fit in its absolute discretion and to do all such acts, deeds, matters and things and to delegate all or any of the above powers to the Committee of Directors or the Managing Director or any officer of the Company and generally to do all acts, deeds and other things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the said Resolution."

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT in supersession of the Ordinary Resolution passed at 17th Annual General Meeting held on May 20, 2010 u/s 293(1)(a) of the Companies Act, 1956 and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, permissions, sanctions, confirmations, as may be required under any law for the time being in force, the consent of the Company be and is hereby accorded to the Board of Directors the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to mortgage and/or charge, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, all or any of the movable and / or immovable properties of the Company, both present and future, and/or the whole or any part of the undertaking(s) of the Company in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings of the Company by way of loan(s) (in foreign currency and/or rupee currency) and Securities (comprising fully/partly Convertible Debentures and/or Non-Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds or Foreign Currency Convertible Bonds, other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits approved by the Members of the Company under Section 180(1)(c) of the Companies Act, 2013, from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents/undertakings/ deeds/writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid or any other matter in this regard and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the officer of the Company and generally to do all acts, deeds and other things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the said Resolution."

12. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT in supersession of the resolution no.8 passed previously by the Shareholders of the Company at the 18th Annual General Meeting held on May 13, 2011 and pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 an the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to all applicable approval(s) as may be required, the consent of the Company be and is hereby accorded to pay the remuneration to the Directors who is/are neither in the whole time employment of the Company nor the Managing Director(s) of the Company, in such manner as the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee, thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by the Board) may from time to time determine, by way of commission up to one per cent of the net profits of the Company calculated in the manner referred to in Section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, in each financial year commencing from the financial year on April 1, 2014.

RESOLVED FURTHER that the above remuneration shall be in addition to fee payable to the director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary, proper or expedient to give effect to this resolution."

13. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions of the Companies Act, 2013 (the "Act") read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded for re-appointment of Mr. Armin Kalyaniwalla as Chief Executive Officer - Project Division of the Company, on the following terms & conditions and remuneration as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company.

(I) Tenure:

The appointment shall be for a period of 3 years commencing from January 1, 2015.

(II) Duties and Responsibility:

Subject to the superintendence, control and overall direction of the Board of Directors of the Company, Mr. Armin

Kalyaniwalla as Chief Executive Officer of Project Division shall be responsible for general conduct and management of the Project Division of the Company and Mr. Armin Kalyaniwalla shall also exercise and perform such powers and duties as the Board of Directors of the Company may from time to time determine and shall also do and perform all other acts and things which in the ordinary course of business he may consider necessary or proper or in the interest of the Company.

(III) Remuneration:

6,83,000 (Rupees Six Lakhs Eighty Three Thousand Only) per month with a power to the Board to increase the remuneration payable up to a maximum limit of ₹ 10,00,000/- (Rupees Ten Lacs Only) per month from time to time during his tenure.

(IV) Perquisites: Subject to a ceiling of 20% of the remuneration:

In addition to the prescribed remuneration, Mr. Armin Kalyaniwalla will also be entitled to perquisites and allowances like chauffer driven car for office use, mobile phones with SIM card, telephone at residence and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors of Company with Mr. Armin Kalyaniwalla.

(V) Other Terms and Conditions:

i. Mr. Armin Kalyaniwalla shall, unless prevented by ill health or disability, throughout his term devote adequate time, attention and exclusively to the business of the Company and in all respects conform to and comply with the directions given and regulations made by the Board of Directors and he shall faithfully and diligently serve the Company and use his best endeavors to promote the interests of the Company.

ii. Mr. Armin Kalyaniwalla shall be in the exclusive employment with Allcargo Logistics Ltd. and will not hold a place of profit in any other company.

iii. Mr. Armin Kalyaniwalla shall not, during the continuance of his employment or any time thereafter, divulge or disclose to any person whomsoever or make any use whatsoever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his employment as to the business or affairs of the Company or as to any trade secrets or secret processes of the Company and shall during the continuance of his employment hereunder also use his best endeavors to prevent any other person from doing so.

iv. Either Party may terminate the appointment by giving to the other Party an advance notice of Six (06) months, provided that the Company may waive the notice by giving in cash the remuneration for six months to the appointee, which the appointee would have received had he remained in office for the said six months.

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 powers 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 finalise 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."

14. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (the "Act") read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules 2014 and all other provisions of applicable laws and rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals and consents, as may be required from any Person, Government, Regulatory, Statutory or Administrative Authorities, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to enter into transactions as prescribed under Section 188(1) of the Act and other transactions as detailed in the explanatory statement attached to this notice, which are considered as related party transactions as defined under the Act or in any other Act, Rules and Regulations for the time being in force, with Allcargo Belgium NV, the wholly owned subsidiary of the Company, in the ordinary course of business of the Company and on arm's length basis for a period of 3 years effective from April 1, 2014 on the terms and conditions as may be agreed between the Company and Allcargo Belgium NV from time to time during the aforesaid period of 3 years.

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 powers 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 finalise 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 of Directors

Place: Mumbai
Date: June 12, 2014

Shailesh Dholakia
Company Secretary

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

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY**. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.

   Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

   A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

3. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, August 02, 2014 to Wednesday, August 06, 2014 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the dividend for the year 2013-14.

4. The dividend on equity shares, as recommended by the Board of Directors and if declared at the Annual General Meeting, will be paid to those members of the Company whose names appears (a) as beneficial owners as per the list furnished by the Depositories in respect of the shares held in electronic form on close of business hours on Friday, August 1, 2014; and (b) as members in the register of members of the Company on Wednesday, August 6, 2014, after giving effect to all valid share transfers in physical form received on or before Friday, August 01, 2014.

5. Members may please note that SEBI has vide its circular CIR/MRD/DP/10/2013 dated March 21,2013 has directed all companies whose securities are listed on the stock exchanges to use, either directly or through their Registrars to an Issue and Share Transfer Agents (RTI & STA), any Reserve Bank of India (RBI) approved electronic mode of payment such as Electronic Clearing Service (ECS) [LECS (Local ECS) / RECS (Regional ECS) / NECS (National ECS)], National Electronic Funds Transfer (NEFT), etc. for making cash payments to the members and investors like dividend, refund of share application money etc.

   Members are requested to update their bank account details with M/s. Link Intime India Pvt. Limited, the Registrar and Share Transfer Agent, in case shares are held in physical form, and to their Depository Participants, in case shares are held in demat form, to enable the Company to make the payment of dividend in electronic form. Members are further requested to note that in case of non-availability of correct bank account details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code), etc., which are required for making electronic payment, will lead to rejection/failure of electronic payment instructions by the bank, in which case the Company or the Registrar and Share Transfer Agent will use physical payment instruments for making payment of dividend to the members with available bank account details of the members.

6. Members are hereby informed that as per the provisions of Section 205A of the Companies Act, 1956, dividend which remains unclaimed / unpaid over a period of 7 years shall be transferred by the Company to "The Investor Education & Protection Fund" constituted by the Central Government under Section 205C of the Companies Act, 1956.

   The details of dividend paid by the Company and their respective due dates for transfer to "The Investor Education & Protection Fund" are given hereunder:

Dividend	Date of Declaration of Dividend	Year	Due date of transfer to the "The Investor Education & Protection Fund"
Final Dividend	29-Sep-06	2005-06	Transferred to IEPF on December 4, 2013
Interim Dividend	20-Oct-06	2006	Transferred to IEPF on December 4, 2013
2nd Interim Dividend	16-Mar-07	2006	Transferred to IEPF on May 9, 2014
Interim Dividend	25-Jul-07	2007	30-Aug-2014
Final Dividend	12-Aug-08	2007	17-Sep-2015
Final Dividend	12-Jun-09	2008	18-Jul-2016
Interim Dividend	9-Nov-09	2009	15-Dec-2016
Final Dividend	20-May-10	2009	25-Jun-2017
Interim Dividend	12-Nov-10	2010	18-Dec-2017
Final & Special Dividend	13-May-11	2010	18-Jun-2018
Interim Dividend	03-Nov -11	2011	9-Dec-2018
Final Dividend	07-Aug-12	2011-12	12-Sep-2019
Final Dividend	08-Aug-13	2012-13	13-Sep-2020

It is brought to the attention of members that once the unclaimed / unpaid dividend is transferred to "The Investor Education & Protection Fund (IEPF)", no claim shall lie in respect of such amount by the Member.

The Ministry of Corporate Affairs (MCA) on May 10, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules). Pursuant to the IEPF Rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 08, 2013 (date of last Annual General Meeting) on the website of the Company www.allcargologistics.com and also on the website of the Ministry of Corporate Affairs www.iepf.gov.in. Members are requested to visit the website of the Company and / or MCA to check their unclaimed dividend status and are advised to write to the Company immediately claiming dividends declared by the Company.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent M/s. Link Intime India Pvt. Limited.

8. Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary seven days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.

9. As required under Clause 49 of the Listing Agreement, relevant information in respect of the Directors seeking appointment and re-appointment at the Annual General Meeting is given in the report on Corporate Governance, which forms a part of the Annual Report.

10. Members who are holding Company's shares in dematerialized mode are requested to bring details of their Depository Account Number for identification.

11. All transfer deeds, requests for change of address, bank particulars /mandates /ECS mandates, PAN should be lodged with Company's Registrar and Share Transfer Agent M/s Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078, in case of shares held in physical form on or before Friday, August 1, 2014. The above details in respect of the shares held in electronic form should be sent to the respective Depository Participants by the members well in time.

12. Under Section 72 of the Companies Act, 2013, members are entitled to make nomination in respect of shares held by them in physical mode. Members desirous of making nominations are requested to send their request in Form SH.13 to the Company's Registrar and Share Transfer Agent at above address.

13. As a measure of economy, Members are requested to bring their copy of Annual Report to the meeting. Members / Proxies should bring the attendance slip duly filled in and signed for attending the meeting.

14. The Ministry of Corporate Affairs ("MCA") had in 2012 started a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies through electronic mode. Towards this, MCA has issued circulars stating that the service of notice / document by a company to its shareholders can now be made through electronic mode, subject to a few conditions. Your company appreciates the initiative taken by MCA, as it believes strongly in a Greener Environment. This initiative also helps in prompt receipt of communication, apart from helping avoid losses / delays in postal transit.

    Shareholders who have not registered their e-mail address with the Company can now register the same by clicking on the link allcargogogreen@linkintime.co.in uploaded on the Company's website: www.allcargologistics.com under Investors Relation under the heading 'Green Initiative'.

    In addition to getting the documents through your registered e-mail, you can also have access to the documents through company's website: www.allcargologistics.com. While every notice/document will be sent through e-mail address registered with the Company, in case you desire to receive any notice/document in physical form, please intimate by e-mail and the same shall be sent to your address registered with the Company/DP, at free of cost.

15. Electronic copy of the Notice of the 21st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 21st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

16. Voting through electronic means

    I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 21st Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

        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 Participants(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 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 evoting@mehta-mehta.com or e-voting@allcargologistics.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of Annual General Meeting [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :

i. Initial password is provided as below/at the bottom of the Attendance Slip for the Annual General Meeting:

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

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) for Shareholders and e-voting user manual for Shareholders available at the Downloads section under Investors of www.evoting.nsdl.com

III If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

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 Friday, August 01, 2014 (9:00 am) and ends on Sunday, August 03, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 04, 2014, 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 the shareholder, the shareholder shall not be allowed to change it subsequently.

VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 04, 2014.

VII. Mrs. Dipti Mehta, Company Secretaries, (Membership No. F3667 & COP No. 3202) Partner of M/s. Mehta & Mehta, Company Secretaries in whole time practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VIII. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company will scrutinize all votes casted by the Shareholders and make their Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

IX. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.allcargologistics.com and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to stock exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Ltd.

17. **As Allcargo Logistics Limited, being a listed company and having more than 1,000 shareholders, is compulsorily required to provide e-voting facility to its members in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Clause 35B of the Listing Agreement, voting of show of hands will not be available to the members at the 21st Annual General Meeting in view of the provisions of Section 107 read with Section 114 of the Companies Act, 2013.**

18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 6 &7

Mr. Keki Elavia and Mr. Hari Mundra are Non-Executive Independent Directors of the Company. Mr. Keki Elavia joined the Board of Directors of the Company on January 14, 2006 and held the positions as such for more than 5 (five) years in the Company. Mr. Hari Mundra joined the Board of Directors of the Company on May 30, 2012.

Mr. Keki Elavia and Mr. Hari Mundra retire by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. Mr. Keki Elavia and Mr. Hari Mundra are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Director of the Company. The Company has also received declarations from Mr. Keki ELavia and Mr. Hari Mundra that they meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. Keki Elavia and Mr. Hari Mundra fulfill the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and the Listing Agreement. Mr. Keki Elavia and Mr. Hari Mundra are independent of the management.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement with Stock Exchange, it is proposed to appoint Mr. Keki Elavia and Mr. Hari Mundra, as Independent Directors of the Company for term of five consecutive years upto March 31, 2019. Notices under Section 160 of the Companies Act, 2013 have been received from members of the Company proposing Mr. Keki Elavia and Mr. Hari Mundra as candidates for the office of Director of the Company.

Brief resume of Mr. Keki Elavia and Mr. Hari Mundra, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Keki Elavia and Mr. Hari Mundra as Independent Directors. Accordingly, the Board recommends the resolutions set out at Item No.6 & 7 in relation to appointment of Mr. Keki Elavia and Mr. Hari Mundra as Independent Directors of the Company, for the approval by the shareholders of the Company.

Except Mr. Keki Elavia and Mr. Hari Mundra, being appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6 & 7 . This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

ITEM NO. 8 & 9

Mr. Mohinder Pal Bansal and Prof. Jayaraman Ramachandran are Non-Executive Independent Directors of the Company. Mr. Mohinder Pal Bansal joined the Board of Directors of the Company on October 18, 2010 and Prof. Jayaraman Ramachandran joined the Board of Directors of the Company on April 14, 2013.

Mr. Mohinder Pal Bansal and Prof. Jayaraman Ramachandran are directors whose period of office is liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956. Mr. Mohinder Pal Bansal and Prof. Jayaraman Ramachandran are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Director of the Company. The Company has also received declarations from Mr. Mohinder Pal Bansal and Prof. Jayaraman Ramachandran that they meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. Mohinder Pal Bansal and Prof. Jayaraman Ramachandran fulfill the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and the Listing Agreement. Mr. Mohinder Pal Bansal and Prof. Jayaraman Ramachandran are independent of the management.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement with Stock Exchange, it is proposed to appoint Mr. Mohinder Pal Bansal and Prof. Jayaraman Ramachandran as Independent Directors of the Company for a term of five consecutive years upto March 31, 2019. Notices under Section 160 of the Companies Act, 2013 have been received from members proposing Mr. Mohinder Pal Bansal and Prof. Jayaraman Ramachandran as candidates for the office of Director of the Company.

Brief resume of Mr. Mohinder Pal Bansal and Prof. Jayaraman Ramachandran, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Mohinder Pal Bansal and Prof. Jayaraman Ramachandran as Independent Directors. Accordingly, the Board recommends the resolutions set out at Item No.8 & 9 in relation to appointment of Mr. Mohinder Pal Bansal and Prof. Jayaraman Ramachandran as Independent Directors of the Company, for the approval by the shareholders of the Company.

Except Mr. Mohinder Pal Bansal and Prof. Jayaraman Ramachandran, being appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8 & 9. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

ITEM NO.10

The Members of the Company at their Extraordinary General Meeting held on November 30, 2009 approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 1,000 crores (Rupees One Thousand crores only).

Section 180(1)(c) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a special resolution. The Ministry of Corporate Affairs vide circular dated March 25, 2014 has clarified that the resolutions passed under section 293 of the Companies Act, 1956 prior to September 12, 2013 with reference to borrowings (subject to the limits prescribed) and / or creation of security on assets of the company will be regarded as sufficient compliance of the requirements of section 180 of the Companies Act, 2013 for a period of one year from the date of notification of section 180 of the Companies Act, 2013.

It is, therefore, necessary for the Members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 10 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 1,000 crores (Rupees One Thousand crores only).

The Board recommends the special resolution for your approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in passing of the resolution set out at Item No. 10.

ITEM NO.11

The Members of the Company at the 17th Annual General Meeting held on May 20, 2010 had approved the creation of charge/ mortgage etc. over the assets of the Company to secure the fund borrowed / proposed to be borrowed by the Company from time to time subject to the limits approved by the Members of the Company under Section 293(1)(d) of the Companies Act, 1956, from time to time. Considering the increased fund requirement of the Company for its expansion plans, future acquisitions and other corporate purposes, the Members of the Company, at their Extraordinary General Meeting held on November 30, 2009, had approved the increase in borrowing powers of the Board upto ₹ 1,000 Crore as required u/s 293(1)(d) of the Companies Act, 1956.

Section 180(1)(a) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertakings of the Company or where the Company owns more than one undertaking of the whole or substantially the whole of any of such undertaking except with the consent of the Company accorded by way of a special resolution. The Ministry of Corporate Affairs vide circular dated March 25, 2014 has clarified that the resolutions passed under section 293 of the Companies Act, 1956 prior to September 12, 2013 with reference to borrowings (subject to the limits prescribed) and / or creation of security on assets of the company will be regarded as sufficient compliance of the requirements of section 180 of the Companies Act, 2013 for a period of one year from the date of notification of section 180 of the Companies Act, 2013.

In view of foregoing, the Board of Directors of the Company at their Meeting held on June 12, 2014 has approved creation of charge / mortgage over the present and future assets of the Company for aforesaid purpose to the extent the borrowings made by the Board of Directors u/s 180(1)(c) of the Companies Act, 2013 from time to time, subject to Members approval. The Members may note that in case the charge-holder or beneficiary of mortgage of the assets of the company, exercise their right to sale / liquidate the assets of the company, the same would be the subject to further approval of the Members of the Company to be obtained through postal ballot under Sections 110 & 180(1)(a) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2013.

The Board recommends the special resolution for your approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in passing of the resolution set out at Item No. 11.

ITEM NO. 12

The members of the Company at their 18th Annual General Meeting held on May 13, 2011 approved by way of a Special Resolution under Section 198, 309 and other applicable provisions of the Companies Act, 1956, the payment of remuneration by way of commission to Non-Executive Directors of the Company, of a sum not exceeding one percent per annum of the net profits of the Company, calculated in accordance with the provisions of the Companies Act 1956, for a period of five years commencing January 1, 2011.

In view of Sections 149, 197 and other relevant provisions of the Companies Act, 2013 coming into force from April 1, 2014 and taking into account the roles and responsibilities of the Non-Executive Directors, it is proposed that the Directors other than Managing Director and the Whole-time Directors be paid for each of the five financial years of the Company commencing from April 1, 2014 during which they serve as Non-Executive Independent Director of the Company, remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013. This remuneration will be distributed amongst all or some of the Non-Executive Independent Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Companies Act, 2013.

This remuneration shall be in addition to fee payable to the Non-Executive Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings.

Accordingly, a fresh approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Companies Act, 2013 for payment of remuneration by way of commission to the Directors of the Company other than Managing Director(s) and Whole-time Director(s), for a period of five years commencing from April 1, 2014 as set out in the Resolution at Item No. 10 of the Notice.

The Managing Director, Whole-time Directors and Key Managerial Personnel of the Company and their relatives are not concerned or interested, financial or otherwise, in the resolution set out at Item No. 10 of the Notice. Directors other than the Managing Director(s) and the Whole-time Director(s) of the Company may be deemed to be concerned or interested in the resolution set out at Item No. 12 of the Notice to the extent of the remuneration that may be received by them.

ITEM NO. 13

Pursuant to acquisition of 100% equity stake and control of MHTC Logistics Pvt.Ltd. (MHTC) in the year 2011, the Company had appointed Mr. Armin Kalyaniwalla, who was the Promoter and major shareholder of MHTC, as Chief Executive Officer of the Project Division of the Company with a sole responsibility to manage the Project Logistics business of the Company and that of MHTC. Mr. Armin Kalyaniwalla was appointed as Chief Executive Officer of Project Division of the Company for a period of 3 years commencing from January 01, 2012 to December 31, 2014 on the terms and conditions and remuneration approved by the Shareholders of the Company by passing a resolution through postal ballot voting in March 2012. The position held by Mr. Armin Kalyaniwalla was a place of profit (being relative of Mr. Kaiwan Kalyaniwalla, Non-Executive Director of the Company) as prescribed under Section 314 of the Companies Act, 1956 and the same was approved by the Shareholders of the Company as well as Central Government.

Brief Profile of Mr.Armin Kalyaniwalla:

Mr. Armin Kalyaniwalla, is co-founder of MHTC, and carries with himself rich and diverse experience of more than 28 years in financial and business management of Project Cargo Logistics business.

Mr. Armin Kalyaniwalla, aged 55, is a Bachelor of Science having more than 28 years of experience in Project Transport Industry in India, Asia and Europe. Mr. Armin Kalyaniwalla began his career as a Management Trainee with Merzario Lines (Andrea Merzario S.p.A), Italy, worked as an Executive Marketing Manager for Urmila & Co. Pvt. Ltd., responsible for Sales and Business Development in the emerging Project Transport industry followed by his association with Neyveli Lignite Corporation and NTPC Ltd. In 1986, he co-founded Material Handling and Transport Consultants (India) Pvt. Ltd. (Later on known as MHTC Logistics Private Limited) along with Ms. Protima Kabir Bedi and became its Managing Director until 1997. Since then he was also directly in charge for the expansion and corporate development of the Group, Corporate Sales, Project Management and Customer Relationship of MHTC.

Since his association with MHTC, the company has achieved many milestones like establishing the Freight Forwarding Division, Warehousing operations (20,000 sq. ft.) the business was spread across India, commenced logistics services for the Oil & Gas industry in India, achieved ISO 9001:2000 certification for the Company, handled seven Land Drilling Rigs for Essar Group, increasing the turnover of the company to ₹ 1,000 million.

During his tenure as CEO of the Project Division of the Company, the Company has successfully executed various contracts and achieved desired growth in Project Logistics business. Considering the satisfactory performance of Mr. Armin Kalyaniwalla during his tenure, the Nomination and Remuneration Committee and the Board of Directors of the Company have recommended his re-appointment as CEO of Project Division for further period of 3 years effective from January 1, 2015 on the terms and conditions and remuneration as mentioned in the resolution no. 13 of this notice.

Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(i) of Companies (Meetings of Board and its Powers) Rules, 2014 as amended, provides that related party's appointment to any office or place of profit in the Company shall be subject to approval by the Board of Directors of the Company and prior approval of the Members of the Company by special resolution. The Audit Committee and Board of Directors of the Company at their respective meeting held on June 12, 2014 have recommended and approved re-appointment of Mr.Armin Kalyaniwalla as CEO of Project Divisions of the Company on the terms and conditions and remuneration as recommended by the Nomination and Remuneration Committee of the Company.

The Board of Directors recommends the passing of resolution set out in Item No. 13 as a Special Resolution for your approval.

None of the Directors and Key Managerial Personnel of the Company except Mr. Kaiwan Kalyaniwalla, being relative of the appointee, is concerned or interested, financial or otherwise, in the proposed resolution.

ITEM NO. 14

Allcargo Logistics Limited is a leading multinational company providing integrated logistics solutions. The Company offers specialized logistics services across Multimodal Transport Operations, Container Freight Station Operations and Project & Engineering Solutions. Benchmarked quality standards, standardized processes and operational excellence across all the services and facilities, have enabled Allcargo Logistics Limited to emerge as a leading player in all these segments. The Company currently operates out of 200 plus offices in 90 plus countries and gets supported by an even larger network of franchisee offices across the world.

Allcargo Belgium NV, a wholly owned subsidiary of the Company, was formed as special purpose vehicle to make strategic investments in the fields of Multimodal Transport operation (MTO) / Non Vessel Owning Common Carrier (NVOCC) business. Since its formation, it has made various strategic investments including acquisition of 100% stake of Ecuhold NV, a company

which holds majority stake in Ecu Group of companies, which are into MTO / NVOCC business. All these acquisitions were funded by equity and debt raised by Allcargo Belgium NV and Ecuhold NV which were in turn secured by bank guarantees and corporate guarantees arranged / issued by its ultimate parent company i.e. Allcargo Logistics Limited. Besides above, the Company, in the ordinary course of business, also provides financial assistance to Allcargo Belgium NV in the form of loans and advances and investments to support its business operations. These transactions with Allcargo Belgium NV have now been defined as related party transactions under the Income Tax Act, 1961 and the Companies Act, 2013 and hence they are subject to compliance with the terms and conditions prescribed under the respective legislations. As required under the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, below are the particulars of the transactions entered / proposed to be entered with Allcargo Belgium NV.

Name of the related party	**Allcargo Belgium NV**
Name of the director or key managerial personnel who is related, if any	Mr. Shashi Kiran Shetty and Mr. Adarsh Hegde, directors of the Company are also directors of Allcargo Belgium NV.
Nature of relationship	Allcargo Belgium NV is a wholly owned overseas subsidiary of the Company
Nature, material terms, monetary value and particulars of the contract or arrangement	The Company has been providing and intend to provide financial support to Allcargo Belgium NV in the form of giving of loans and advances, providing guarantees and securities for securing its financial obligations in the ordinary course of its business and on arm's length basis, in excess of 20% of the networth of the Company as on March 31, 2014
Any other information relevant or important for the members to take a decision on the proposed resolution	The Company has been providing financial support to Allcargo Belgium NV in past and also would be continuing in doing so beyond March 31, 2015. Since the aggregate value of such transactions crosses threshold limit of 20% of the networth of the Company as on March 31, 2014 as prescribed by SEBI vide circular no. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014, the Company is seeking approval of its Members to continue with such related party transactions for further period of 3 years effective from April 1, 2014.

The Company has been doing such transactions with Allcargo Belgium NV in its ordinary course of business much before they are defined as related party transactions under the aforesaid legislations and the same have been done on arm's length basis. Though such transactions are entered by the Company with Allcargo Belgium NV in its ordinary course of business and on arm's length basis but the cumulative value of such transactions is more than 20% of total networth of the Company as on March 31, 2014. The Securities and Exchange Board of India (SEBI), with a view to align with the provisions of the Companies Act, 2013 and to adopt best practices on corporate governance and to make the corporate governance framework more effective, issued circular no. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 amending Clause 49 of the Listing Agreement relating to code of corporate governance. As stipulated under the amended Corporate Governance Code notified by SEBI under Clause 49 of the Listing Agreement, which will come into force from October 1, 2014, any related party transaction shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds five percent of the annual turnover or twenty percent of the net worth of the company as per the last audited financial statements of the company, whichever is higher. The circular further provides that all existing material related party contracts or arrangements as on the date of this circular which are likely to continue beyond March 31, 2015 shall be placed for approval of the shareholders in the first General Meeting subsequent to October 01, 2014. However, a company may choose to get such transactions / contracts / arrangements approved by the Members even before October 01, 2014.

The transactions entered with Allcargo Belgium NV as mentioned hereinbefore, which are material in nature as it exceeds 20% of the networth of the Company as on March 31, 2014 and are likely to be continued beyond March 31, 2015. These transactions have been reviewed and approved by the Audit Committee and Board of Directors of the Company at their respective meetings held on June 12, 2014 and is placed before the Members for its consideration and approval.

The Board of Directors recommends the passing of resolution set out in Item No. 14 as a Special Resolution for your approval.

None of the Directors and Key Managerial Personnel of the Company is concerned or interested, financial or otherwise, in the proposed resolution, except as shareholder in general.

By order of the Board of Directors

Place: Mumbai
Date: June 12, 2014

Shailesh Dholakia
Company Secretary

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

PROXY FORM

ALLCARGO LOGISTICS LIMITED

(CIN: L63010MH2004PLC073508)
Regd. Office: Avashya House, 6th Floor,
CST Road, Kalina, Santacruz (E), Mumbai – 400 098
Phone: +91 22 26675830 / +91 22 66798100 Fax: +91 22 66798195
Website: www.allcargologistics.com Emai: investors.relations@allcargologistics.com

Name of the member(s): Registered address:		e-mail Id: Folio No/ *Client Id: *DP Id:	

I/We, being the member(s) of_____shares of **ALLCARGO LOGISTICS LIMITED**, hereby appoint:

1. _____ of _____ having e-mail id_____or failing him
2. _____ of _____ having e-mail id_____or failing him
3. _____ of _____ having e-mail id_____and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held on Thursday, August 7, 2014 at 4:00 p.m. at Avashya House, 5th Floor, CST Road, Kalina, Santacruz (E), Mumbai – 400 098 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

No.	Resolutions	For	Against
1.	To receive, consider and adopt the standalone and consolidated Audited Profit and Loss Account of the Company for the financial year ended March 31, 2014, the Balance Sheet as on that date together with the reports of the Directors' and Auditors' thereon.		
2.	To declare dividend on equity shares of the Company for the financial year ended March 31, 2014.		
3.	To appoint a director in place of Mr. Umesh Shetty (DIN 00034931), who retires by rotation and being eligible offers himself for re-appointment.		
4.	To appoint a director in place of Mr. Kaiwan Kalyaniwalla (DIN 00060776), who retires by rotation and being eligible offers himself for re-appointment.		
5.	To appoint M/s. B S R & Co. LLP, Chartered Accountants (ICAI Registration No. 101248W) and M/s Appan & Lokhandwala Associates, Chartered Accountants (ICAI Registration No. 117D40W) as statutory auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.		
6.	To appoint Mr. Keki Elavia (DIN 000003940) as an Independent Director for a fixed term of 5 years upto March 31, 2019.		
7.	To appoint Mr. Hari Mundra (DIN 00287029) as an Independent Director for a fixed term of 5 years upto March 31, 2019.		
8.	To appoint Mr. Mohindre Pal Bansal (DIN 01626343) as an Independent Director for a fixed term of 5 years upto March 31, 2019.		
9.	To appoint Professor J. Ramachandran (DIN 00004593) as an Independent Director for a fixed term of 5 years upto March 31, 2019.		
10.	To Authorise Board of Directors u/s 180(1)(c) of the Companies Act, 2013 to borrow money from time to time in excess of over and above the aggregate of the paid up share capital and free reserves of the Company.		
11.	To Authorise Board of Directors u/s 180(1)(a) of the Companies Act, 2013 to create charge over the assets of the Company to secure the borrowing made by the Company from time to time u/s 180(1)(c) of the Companies Act, 2013.		
12.	To approve payment of remuneration to Non-Executive Directors upto 1% of net profit of the Company for a period of five years commencing from April 1, 2014.		
13.	To appoint a relative of a director to a place of profit u/s 188 of the Companies Act, 2013		
14.	To enter into related party transaction with Allcargo Belgium NV, the wholly owned subsidiary of the Company u/s 188 of the Companies Act, 2013 and amended clause 49 of the Listing Agreement with the Stock Exchanges.		

Signed this..... day of.....2014

_____
Signature of shareholder

Affix a Re. 1/- Revenue Stamp

_____ _____ _____
Signature of first proxy holder | Signature of second proxy holder | Signature of third proxy holder

NOTES:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

2. A Proxy need not be a member of the Company.

*3. Applicable for investors holding shares in electronic form.

4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

**5. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

7. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.