

NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of the Members of **ALLCARGO GLOBAL LOGISTICS LIMITED** will be held on Friday, May 13, 2011 at 11.00 a.m. at M.C. Ghiya Hall, 4th Floor, above Copper Chimney and Bombay Blue, K. Dubsha Marg, Kala Ghoda, Mumbai 400 001, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Profit and Loss Account of the Company for the year ended December 31, 2010 and the Balance Sheet as at that date together with the report of the Auditors' and Directors' thereon.
2. To declare the final dividend for the year ended December 31, 2010.
3. To appoint a Director in place of Mr. Adarsh Hegde, who retires by rotation at this meeting and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mrs. Arathi Shetty, who retires by rotation at this meeting and being eligible offers herself for re-appointment.
5. To appoint M/s. Appan & Lokhandwala Associates, Chartered Accountants, Mumbai, 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 Mr. Mohinder Pal Bansal, who was appointed as an Additional Director of the Company by the Board of Directors under Section 260 of the Companies Act, 1956, to hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, proposing him for the post of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."
7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"**RESOLVED THAT** in accordance with the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (the Said Act") and that of Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Adarsh Hegde, as Whole Time Director of the Company, for a period of 5 (five) years with effect from August 21, 2011, on such remuneration and on such terms and conditions, as recommended by the Board of Directors and the Compensation/Remuneration Committee of the Company and as set out in the explanatory statement attached to the notice, with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of his appointment and remuneration subject to the same not exceeding the limits specified under Section 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act as amended from time to time as may be agreed to between the Board and Mr. Adarsh Hegde.

RESOLVED FURTHER THAT the remuneration paid by the Company to Mr. Adarsh Hegde in excess of the remuneration approved by the Members of the Company vide resolution passed at the 13th Annual General Meeting held on September 29, 2006, for the period commencing from January 1, 2011 be and is hereby ratified and approved.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the remuneration, commission, perquisites and allowances as set out in explanatory statement attached to this notice be paid to Mr. Adarsh Hegde, Whole Time Director, as minimum remuneration provided that the total remuneration shall not exceed the ceiling provided in Section II of part II of Schedule XIII of the said Act as may for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to delegate all or any of the powers vested in the Board to any Director(s), Officer(s) of the Company as may be required to give effect to the above resolutions."

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

"RESOLVED THAT in accordance with the provisions of Sections 198, 309(4) and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modifications or re-enactment thereof, 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 of the Company, who is/are neither in the whole time employment of the Company nor a 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 this resolution) 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, 1956, in each financial year commencing from the financial year on January 1, 2011.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to delegate all or any of the powers vested in the Board to any Director(s), Officer(s) of the Company as may be required to give effect to the above resolutions."

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

"RESOLVED THAT pursuant to the provisions of Section 31, 48 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactments thereof for the time being in force), the regulations relating to affixation of Commons Seal of the Company on any documents as contained in Article No. 161 of the Articles of Association of the Company be amended in the manner hereinafter mentioned.

*61. The seal shall not be affixed to any instrument except by the authority of a Resolution of the Board of Directors or a Committee of the Board authorised by it in that behalf and the same shall be affixed in the presence of any Director or the Secretary or such other person as the Board may appoint for the purpose, and such Director or Secretary or other person as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

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 all such acts, deeds, matters and things and to delegate all or any of the powers vested in the Board to any Director(s), 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: April 05, 2011

Shailesh Dholakia
Company Secretary

Registered Office: Diamond Square, 5th Floor, CST Road, Kalina,
Santacruz(E), Mumbai - 400098

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.
- 2) The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business is annexed herewith.
- 3) The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, May 09, 2011 to Friday, May 13, 2011 (both days inclusive).
- 4) The dividend, if approved, will be paid to those members of the Company whose names appears (a) as beneficial owners as on May 09, 2011, as per the list furnished by the Depositories in respect of the shares held in electronic form; and (b) as members in the register of members of the Company as on May 13, 2011, after giving effect to all valid share transfers in physical form received before May 09, 2011.

- 5) Corporate Members are requested to send at the Registered Office of the Company certified copy of the Board Resolution pursuant to Section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the Meeting.⁶
- 6) 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.
- 7) 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.
- 8) Members who are holding Company's shares in dematerialized mode are requested to bring details of their Depository Account Number for identification.
- 9) All documents referred to in the notice and the explanatory statements are open for inspection at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
- 10) 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 before May 09, 2011. The above details in respect of the shares held in electronic form should be sent to the respective Depository Participants by the shareholders well in time.
- 11) Under Section 109A of the Companies Act, 1956, 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 2B in duplicate to the Company's Registrar and Share Transfer Agent at above address.
- 12) Members are requested to furnish the registrars/depository participants, the name and branch of the bank and account number to enable the Company to distribute dividend through Electronic Clearing Services (ECS). In the absence of ECS facility with the shareholder's bank, the bank account details will be printed on the dividend warrants, if available.
- 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.

EXPLANATORY STATEMENT UNDER SECTION 173 OF THE COMPANIES ACT, 1956.

In conformity with the provisions of Section 173(2) of the Companies Act, 1956, the following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

ITEM NO.6

Mr. Mohinder Pal Bansal was appointed as an Additional Director of the Company w.e.f. October 18, 2010 by the Board of Directors under Section 260 of the Companies Act, 1956 and Article 129 of the Articles of Association of the Company. In accordance with the provisions of Section 260 of the Companies Act, 1956, Mr. Mohinder Pal Bansal holds his office as Director of the Company upto the date of this Annual General Meeting of the Company.

Mr. Mohinder Pal Bansal, aged 53, is a Bachelor of Commerce from DAV College Chandigarh, University of Punjab and Chartered Accountant having more than 25 years of experience in Merger & Acquisition, Strategic Advisory, Capital Markets, Portfolio Company Integration as well as post-acquisition performance management in India, Asia and Europe.

Mr. Bansal has advised corporates in multiple sectors including logistics, auto components, manufacturing, realty, banking, education and IT. He has significant hands-on operational experience managing corporate entities as well as in conducting due diligence, structuring and negotiating transactions. Mr. Bansal has also advised private equity firms in India on improving the performance of their portfolio companies. He recently led the Company in negotiating investment from Blackstone (India) on private placement basis. Prior to this, he led the Company in acquisition of Ecuhold NV, a Belgian based logistics company. Mr. Bansal also acted as the sole advisor to Amforge Industries on a complex de-merger and sale of assets to Mahindra Group. He also advised Indian corporates on various capital raising transactions including Allcargo's IPO, Bank of Punjab's IPO and Garware Polyester's rights issue. Mr. Bansal has also started newspaper for children 'Newshouse' in June 1996 and later joined hands with the promoters of Navneet Publications.

The Company has received a notice under Section 257 of the Companies Act, 1956 from a member of the Company, signifying his intention to propose the candidature of Mr. Mohinder Pal Bansal as Director of the Company liable to retire by rotation.

Being eligible for appointment as Director, the Board recommends the resolution for your approval.

None of the Directors, except Mr. Mohinder Pal Bansal, are concerned or interested in passing of this resolution.

Information as required under Clause 49 of the Listing Agreement relating to re-appointment of Mr. Mohinder Pal Bansal as Director is given in the report on Corporate Governance attached to the Directors' Report for the financial year 2010.

ITEM NO.7

The Members of the Company at the 13th Annual General Meeting held on September 29, 2006 appointed Mr. Adarsh Hegde as Executive Director of the Company for a period of five years with effect from August 21, 2006. According to his terms of appointment, the term of office of Mr. Adarsh Hegde, as Executive Director, would expire on August 20, 2011.

During his association with the Company and under his leadership the Company has made a significant progress especially in Inland Container Depot (ICD), Container Freight Station (CFS) and Project Cargo Business. He played pivotal role in designing and implementing various systems and procedures, which have provided tremendous growth opportunities for ICD, CFS and Project Cargo business of the Company. Specifically, Mr. Hegde has been instrumental in establishing CFS facilities at Chennai and Mundra and is actively involved in setting up of CFS facilities at other locations in India including Pithampur, Dadri, Bangalore, Nagpur and Hyderabad. Considering the significant contribution made by Mr. Hegde in overall development and growth of the Company, your Board of Directors at their meeting held on April 05, 2011 has unanimously approved re-appointment of Mr. Hegde as Whole Time Director of the Company for a further period of five years with effect from August 21, 2011 on the terms and conditions and remuneration as recommended by the Compensation / Remuneration Committee of the Company, which are detailed hereunder:

(I) Tenure:

The appointment shall be for a period of 5 years commencing from August 21, 2011.

(II) Duties and Responsibility:

Subject to the superintendence, control and overall direction of the Board of Directors (hereinafter called as "the Board") of the Company, the Whole Time Director shall have the power for general conduct and management of the business and affairs of the Company except in the matter which may be specifically required to be done by the Board either as per the provisions of the Companies Act, 1956 or by the Articles of Association of the Company and the Whole Time Director shall also exercise and perform such powers and duties as the Board 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) Salary:

Rs. 5,00,000/- (Rupees Five Lac Only) per month with a power to the Board to increase the salary payable to the Whole Time Director up to a maximum limit of Rs. 10,00,000/- (Rupees Ten Lacs Only) per month from time to time.

(IV) Perquisites:

Category A

i	Housing	:	The Company shall provide suitable residential accommodation with all facilities and amenities (including gas, telephone, electricity, water, and furnishings) for Mr. Adarsh Hegde and his family for which the Company shall recover 10% of his salary or where the Company is not in a position to provide suitable accommodation to Mr. Adarsh Hegde, house rent allowance will be paid by the Company to him, subject to the following ceilings: a) Mumbai-Calcutta-Delhi-Chennai 60% of salary b) Other places 50% of salary Perquisites shall be evaluated as per the Income Tax Rules, 1962, wherever applicable. Monetary value of the benefits of gas, telephone, electricity, water and furnishings to be valued as per the Income Tax Rules 1962, but subject to the ceilings of 10% of his salary.
ii	Medical Reimbursement	:	Mr. Hegde will be entitled to the re-imbursement of medical expenses actually incurred for himself and his family. The total cost of which to the Company shall not exceed one month's salary for a year or three months salary for a period of three years of service.
iii	Leave Travel Concession	:	Mr. Hegde will be entitled to Leave Travel Concession once in a year for himself and his family in accordance with the rules of the Company.
iv	Club Fees	:	Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
v	Corporate Credit Card	:	Mr. Hegde shall be provided with the Corporate Credit Card for official use.
vi	Personal Accident Insurance	:	The Company shall pay an annual premium not exceeding Rs. 5,000/- towards the personal accident insurance policy for the benefit of Mr. Hegde.

Category B

i	Contribution to Funds	:	Contribution to Provident Fund, Annuity Fund, Gratuity Fund, Superannuation/ Pension Fund as per the Company's Rules.
ii	Encashment of Leave	:	Encashment of leave not availed of by Mr. Hegde as per the Company's Rules.
iii	Gratuity	:	Gratuity shall be payable to Mr. Hegde subject to the statutory provisions and as per the rules of the Company.

Category C

i	Provision of Car	:	One Chauffeur driven car for office and personal use.
ii	Telephone	:	Telephone at the residence and Mobile phone with SIM card as per the Company's Rules.
iii	Performance Award	:	As per the Company's Rules
iv	Other amenities and benefits	:	Such other benefits, amenities and facilities as per the Company's Rules.

(V) Commission :

Commission shall be payable to Mr. Adarsh Hegde based on the net profits of the Company computed in the manner laid down in Section 198(1) of the Companies Act, 1956. Such commission shall be of such percentage or of such amount as the Board of Directors of the Company may determine keeping in view the performance of the Company in respect of each financial year commencing from January 1, 2011.

Provided always that the aggregate of the remuneration payable as aforesaid to all the Whole Time Directors shall not exceed 10% of the net profit of the Company computed in accordance with the provisions of Section 349, 350 & 351 of the Companies Act, 1956, as and when becomes applicable.

(VI) Other terms and conditions:

- i) The value of the perquisites would be evaluated as per Income-tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.
- ii) Contribution to Provident Fund, Annuity Fund, Gratuity Fund, Superannuation Fund, Pension Fund would not be included in the computation of ceiling on remuneration to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961.
- iii) Encashment of earned leave at the end of the tenure as per rules of the Company shall not be included in the computation of ceiling on remuneration.
- iv) Provision of car for use on Company's business and telephone at residence would not be considered as perquisites.
- v) The Whole Time Director as long as he functions as such shall not be paid any sitting fees for attending the meetings of the Directors or Committees thereof.
- vi) Mr. Adarsh Hegde shall, while he continues to hold office of the Whole Time Director, be subject to retirement by rotation and he shall be reckoned as a Director for the purpose of determining the directors liable to retire by rotation. Such retirement shall, unless he is not re-appointed as a director, not constitute a break in his engagement as Whole Time Director during the tenure of his term and subsequent renewals thereof. Mr. Adarsh Hegde shall not ipso facto cease to be a Director, if he ceases to hold office of Whole Time Director for any cause.
- vii) Notice period shall be 3 months or 3 months remuneration in lieu thereof.
- viii) The aggregate of salary, commission, perquisites and allowances in any one financial year shall not exceed the limits prescribed under Sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act as may for the time being in force. In the event of loss or inadequacy of profits in any financial year, the remuneration, commission, perquisites and allowances as set out herein be paid to the Whole Time Director as minimum remuneration provided that the total remuneration shall not exceed the ceiling provided in Section II of part II of Schedule XIII of the said act as may for the time being in force.

With effect from January 1, 2011 the Company has paid remuneration as aforesaid to Mr. Adarsh Hegde which is in excess of the remuneration approved by the Members of the Company at the 13th Annual General Meeting held on September 29, 2006 and the same is subject to Members ratification and approval.

Mr. Adarsh Hegde, being eligible for re-appointment as Whole Time Director, the Board recommends the resolution for your approval.

None of the Directors, except Mr. Adarsh Hegde himself and Mr. Shashi Kiran Shetty & Mrs. Arathi Shetty, being relatives of Mr. Adarsh Hegde, is in any way interested or concerned in the passing of the resolution.

The above statement may be treated as an abstract of the terms of contract with the Whole Time Director as required under Section 302 of the Companies Act, 1956.

Information as required under Clause 49 of the Listing Agreement relating to re-appointment of Mr. Adarsh Hegde as the Whole Time Director is given in the report on Corporate Governance attached to the Directors' Report for the financial year 2010.

ITEM NO. 8

Pursuant to the provisions of Section 309(4)(b) of the Companies Act, 1956, the Members of the Company at the Thirteenth Annual General Meeting held on September 29, 2006, had approved payment of commission to Non-Executive Directors of the Company for a period of five years commencing from April 1, 2006. As per provisions of Section 309(7) of the Companies Act, 1956, the approval of the Members for payment of commission to Non-Executive Directors is in force for a period of 5 years i.e. upto March 31, 2011.

Considering the contribution made by Non-Executive Directors in the decision making process and also efforts and time devoted in the management of the affairs of the Company assigned to them from time to time by the Board of Directors and further considering the competitive business environment, stringent accounting standards and corporate governance norms which require considerably enhanced level of decision making ability and thereby making the responsibilities of Non Executive Directors more onerous, it is proposed to continue the payment of remuneration to Non Executive Directors of the Company in the form of commission out of the net profit of the Company.

The Board of Directors will determine each year the specific amount to be paid as commission to Non Executive Directors which shall not exceed 1% of the net profit of the Company for that year computed in accordance with the provisions of Section 198(1) of the Companies Act, 1956.

The commission to Non Executive Directors of the Company for a further period of five years with effect from January 1, 2011, if approved by the Members, would be in addition to the sitting fees payable to them for attending meetings of the Board of Directors or Committee of Directors.

The Board recommends the special resolution for your approval.

All Non Executive Directors of the Company are interested in passing of the resolution since it relates to their respective remuneration.

ITEM NO. 9

Article 161 of the Articles of Association of the Company stipulates that every deed or other instrument (other than the certificates of shares or debentures) to which the seal of the Company is required to be affixed shall be affixed pursuant to the authority of a Resolution of the Board of Directors or a Committee of the Board authorised by it in that behalf and in the presence of at least one Director and of the Secretary or such other person as the Board may appoint for the purpose, and such one Director and Secretary or other person as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

Considering the busy traveling schedule of directors and for operational convenience it is proposed to amend the present Article No. 161 so as to authorize affixation of the common seal of the Company in the presence of Director or Secretary or such other person as the Board may appoint for the purpose, and the Director or Secretary or such other person so authorized as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

The Board recommends the special resolution for your approval for amendment of Articles of Association of the Company.

None of the Directors of the Company is in any way interested or concerned in the passing of the resolution.

By order of the Board of Directors

Shailesh Dholakia
Company Secretary

Place: Mumbai

Date: April 05, 2010

Registered Office: Diamond Square, 5th Floor, CST Road, Kalina,
Santacruz (E), Mumbai - 400098