

NOTICE

Notice is hereby given that the Twentieth Annual General Meeting of the Members of **ALLCARGO LOGISTICS LIMITED** will be held on Thursday, August 08, 2013 at 4.00 p.m. at 5th Floor, Avashya House, CST Road, Kalina, Santacruz (E), Mumbai – 400 098, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account of the Company for the financial year ended March 31, 2013, the Balance Sheet as on that date together with the reports of the Directors' and Auditors' thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2013.
3. 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.
4. 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.
5. To appoint a Director in place of Mr. Mohinder Pal Bansal, who retires by rotation at this meeting and, being eligible offers himself for re-appointment.
6. To appoint M/s B S R & Co., Chartered Accountants, Mumbai (Firm Registration No. 101248W) and M/s Appan & Lokhandwala Associates (Firm Reg. 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:

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

“RESOLVED THAT Prof. Jayaraman Ramachandran, 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.”

By order of the Board of Directors

Shailesh Dholakia
Company Secretary

Place: Mumbai

Date: May 29, 2013

Registered Office:

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

NOTICE

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 Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, August 06, 2013 to Thursday, August 08, 2013 (both days inclusive).
- 3) 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 appear (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 Monday, August 05, 2013; and (b) as members in the register of members of the Company on Thursday, August 8, 2013, after giving effect to all valid share transfers in physical form received on or before Monday, August 05, 2013.
- 4) 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 investors like dividend.

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 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.

- 5) 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	5-Nov-2013
Interim Dividend	20-Oct-06	2006	26-Nov-2013
2nd Interim Dividend	16-Mar-07	2006	22-Apr-2014
Interim Dividend	25-Jul-07	2007	31-Aug-2014
Final Dividend	12-Aug-08	2007	18-Sep-2015
Final Dividend	12-Jun-09	2008	19-Jul-2016
Interim Dividend	9-Nov-09	2009	16-Dec-2016
Final Dividend	20-May-10	2009	26-Jun-2017
Interim Dividend	12-Nov-10	2010	19-Dec-2017
Final & Special Dividend	13-May-11	2010	19-Jun-2018
Interim Dividend	03-Nov -11	2011-12	10-Dec-2018
Final Dividend	07-Aug-12	2011-12	13-Sep-2019

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.

- 6) 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.

NOTICE

- 7) 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.
- 8) 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, attached to the Directors Reports for the financial year 2012-13.
- 9) Members who are holding Company's shares in dematerialized mode are requested to bring details of their Depository Account Number for identification.
- 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 on or before Monday, August 05, 2013. 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.
- 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) 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.
- 13) 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, free of cost.

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 businesses mentioned in the accompanying Notice and should be taken as forming part of the Notice.

ITEM NO.7

The current composition of the Board of Directors of your Company is an optimum mix of Executive, Non-executive and Independent Directors coming from diverse backgrounds to contribute Company's decision making process by outlining strategies and lending directions to it for accelerating the growth. From a statutory perspective, the composition of the Board is in compliance with the requirements of the Companies Act, 1956 and Clause 49 of the Listing Agreement with the Stock Exchanges.

With a view to further strengthen the Board composition and to optimize and augment the corporate governance practices followed by the Company, your Board of Directors at its meeting held on April 14, 2013 has appointed Prof. Jayaraman Ramachandran as an Additional Director (Non Executive Independent Director) on the Board of the Company under Section 260 of the Companies Act, 1956.

Brief Profile of Prof. Jayaraman Ramachandran:

Prof. Ramachandran is professor of strategy and international business at the Indian Institute of Management, Bangalore. He primarily studies the growth and governance challenges of business groups, multinational

NOTICE

corporations and creative firms. Over the last decade, he has been engaged in developing a research and teaching program centered on the strategic behavior of firms in India.

Prof. Ramachandran was recently honored as the first Bain Fellow in India, and academic recognition for his work includes: the IMD FDC Award for Best Paper in Strategy / IB Theory from the Academy of Management USA; best paper citations from the Strategic Management Society, USA and the Academy of Management, USA; the Tata Steel-IIMB award for best case on corporate social responsibility; best case awards from the European Foundation for Management Development [EFMD], Association of Management Development Institutions in South Asia [AMDISA], The Central and East European Management Development Association [CEEMAN], and Association of Indian Management Schools [AIMS] as well as best teacher awards at IIM Bangalore.

Prof. Ramachandran is a qualified Chartered and Cost Accountant, and a Fellow of the Indian Institute of Management, Ahmedabad. He has been a Visiting Professor at INSEAD, Fontainebleau, France, the Wharton School of the University of Pennsylvania, USA; and the Carlson School of Management, University of Minnesota, USA. He has also served Indian Institute of Management, Bangalore as a member of the Board of Governors. He is also actively engaged with the practice of management.

Besides being a Director of the Company, Prof. Ramachandran is also director on the Boards of Redington (India) Limited; Aditya Auto Products & Engineering (India) Pvt. Ltd.; Reliance Communications Limited; Sasken Communication Technologies Limited; Indofil Industries Limited; Easyaccess Financial Services Limited; Antrix Corporation Limited; Aquarius Investment Advisors (India) Private Limited and MVP Group International Inc, USA.

Prof. Ramachandran does not hold any shares in the Company.

In accordance with the provisions of Section 260 of the Companies Act, 1956, Prof. Ramachandran holds his office as an Additional Director of the Company upto the date of this Annual General Meeting of the Company. The Company has received notice under Section 257 of the Companies Act, 1956 from a member of the Company, signifying his intention to propose the candidature of Prof. Ramachandran as a Director of the Company liable to retire by rotation.

Being eligible for appointment as Director, the Board recommends the resolution mentioned at Sr. No.7 for your approval.

None of the Directors, except Prof. Ramachandran, are concerned or interested in passing of the resolution mentioned at Sr. No.7.

By order of the Board of Directors

Shailesh Dholakia
Company Secretary

Place: Mumbai

Date: May 29, 2013

Registered Office:

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

FORM OF PROXY
ALLCARGO LOGISTICS LIMITED

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

Regd. Folio No
DP ID
Client ID
No. of Shares Held

I/We
of.....
being a member/members of **Allcargo Logistics Limited**, hereby appoint
.....of.....or
failing him/her.....of.....
as my/our* proxy and vote for me/us* and on my/our* behalf at the **20th Annual General Meeting** of the Company to be held on Thursday, August 8, 2013 at 4.00 p.m. at 5th Floor, Avashya House, CST Road, Kalina, Santacruz (East), Mumbai – 400 098 or at any adjournment(s) thereof.

Affix a
₹ 1/-
Revenue
Stamp

Signed thisday of..... 2013.

Signature

NOTES:

1. The form should be signed across the stamp as per specimen signature recorded with the Company.
2. The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.
3. Members holding shares under more than one folio may use photocopy of this Proxy Form for other folios. The Company shall provide additional forms on request.

ATTENDANCE SLIP
ALLCARGO LOGISTICS LIMITED

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

Regd. Folio No
DP ID
Client ID
No. of Shares Held

I hereby record my presence at the **20th Annual General Meeting** of the Company held on Thursday, August 8, 2013 at 4.00 p.m. at 5th Floor, Avashya House, CST Road, Kalina, Santacruz (East), Mumbai – 400 098.

1. Full Name of the Member
(In Block Letters).....
2. Full Name of the Joint-holder(s)
(In Block Letters).....
3. *Full Name of the Proxy
(In Block Letters).....

* To be filled in if the Proxy attends instead of Member(s)

.....
Signature of the Member/Proxy
Attending the Meeting

Note: Member/proxy attending the Meeting must fill in this attendance slip and hand it over at the entrance of the venue of the Meeting.

