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Allcargo Global Logistics Limited



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NOTICE

Notice is hereby given that the Fifteenth Annual General Meeting of the Members of Allcargo Global Logistics Limited will be held on Tuesday, the 12th August, 2008 at 11.00 a.m. at Exchange Plaza, National Stock Exchange Auditorium, Ground Floor, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet of the Company as at December 31, 2007, Profit and Loss Account, Cash Flow Statement for the year ended December 31, 2007 together with the report of the Auditors' and Directors' thereon.
2. To declare the final dividend for the year ended December 31, 2007.
3. To appoint Director in place of Mr. Rajiv Sahney, who retires by rotation at this meeting and being eligible offer himself for re-appointment.
4. To appoint Director in place of Mr. Adarsh Hegde, who retires by rotation at this meeting and being eligible offer himself 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 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. Umesh Shetty, 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 Mr. Akhilesh Gupta, 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 ensuing 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, not liable to retire by rotation."

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

"RESOLVED THAT in partial modification to the special resolution passed by the Members of the Company under Section 81(1A) of the Companies Act, 1956 and SEBI (DIP) Guidelines on Preferential Issue at the Extra Ordinary General Meeting held on February 19, 2008 and further in accordance with the Subscription Amendment Agreement and the Investment Amendment Agreement executed amongst the Company, Blackstone Group entities ('The Investors') and the Promoters dated June 26, 2008, the nominal value of 1,081,081 Fully and Compulsorily Convertible Debentures (FCCDs) issued by the Company on preferential basis to the Investors, be amended from Rs.10 per FCCD to Rs.934 per FCCD.

RESOLVED FURTHER THAT upon approval accorded for amendment in the nominal value of FCCD from Rs.10 per FCCD to Rs.934 per FCCD and in accordance with the provisions of Section 31 of the Companies Act, 1956, the following Articles of the Articles of Association of the Company be altered in following manner.

- (a) In Article 2, the definition of "FCCD" shall be replaced with the following definition:

"FCCD" means unsecured, unlisted and unrated fully and compulsorily convertible debentures of the Company each of face value Rs. 934 per FCCD to be issued to the Investors in accordance with the terms of the Subscription Agreement and the Investment Agreement;"

- (b) Article 210 shall be deleted and replaced with the following:

"Terms. The FCCDs issued to the Investors by the Company shall be on such terms and conditions as provided in the Investment Agreement. Each FCCD shall have a face value of Rs. 934 and a tenure of 18 (eighteen) months and shall be mandatorily convertible in the ratio of 1 (one) Equity Share for every 1 (one) FCCD (as adjusted taking into account Adjustment Events that have occurred upto the date of conversion of the FCCDs)."

- (c) Article 211 shall be deleted and replaced with the following:

"Interest. The FCCDs will carry an interest of 6.0% per annum on the face value. The first interest payment on the FCCDs shall be made on the date falling 12 (twelve) months from the Completion Date, and the balance interest shall be paid on the date falling 18 (eighteen) months from the Completion Date. All interest amounts payable by the Company to the Investors will be made free and clear of and without deduction for or on account of any tax, surcharge, cess or levy. In the event that the Company is required to make any deduction or withholding on account of any present or future taxes, duties, assessments or governmental charges imposed upon such payments by any governmental authority, the Company shall pay the Investors such additional amounts as would be necessary in order that the Investors receive the same net amount they would have received, had no such taxes, duties, assessments or charges been applicable to such interest payments."

By order of the Board of Directors

Shailesh Dholakia
Company Secretary

Place: Mumbai
Date: June 26, 2008

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 Tuesday August 5, 2008 to Tuesday August 12, 2008 (both days inclusive).
- 4) The dividend, if approved, will be paid on or after August 12, 2008, to those members of the Company whose names appears (a) as beneficial owners as on August 5, 2008, 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 August 12, 2008, after giving effect to all valid share transfers in physical form received on or before August 5, 2008.

- 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) Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary of the Company of least 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 Intime Spectrum Registry 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 August 5, 2008. 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 R&T 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

As the members are aware that your Company has entered into an arrangement with M/s Transindia Freight Services Private Limited for acquisition of the Project and Equipment business with effect from January 1, 2007. The Scheme of Arrangement made under Sections 391 to 394 of the Companies Act, 1956 has been approved by the Members and Creditors of the Company and also by the Hon'ble Bombay High Court on May 2, 2008.

As envisaged under the Scheme of Arrangement and upon the Scheme of Arrangement becoming effective, Mr. Umesh Shetty, the Whole Time Director of M/s Transindia Freight Services Pvt. Ltd. (TFSPL) will become the Whole Time Director of the Company without any further act or deed and shall be deemed to continue on the same terms and conditions and without any break in service for a residual period of his appointment.

In order to comply with the provisions of the Scheme of Arrangement and also to reap the benefits of the expertise and knowledge of Mr. Umesh Shetty in managing the cargo and logistic business, your Board of Directors has co-opted Mr. Umesh Shetty as an Additional Director of the Company w.e.f. January 22, 2008 pursuant to Section 260 of the Companies Act, 1956, on whole time basis, and who will hold the office till the date of this Annual General Meeting. His brief profile and other directorship are disclosed in the Corporate Governance report under the heading Board of Directors.

Pursuant to Section 257 of the Companies Act, 1956, the Company has received a notice from a member signifying his intention to propose the candidature of Mr. Umesh Shetty for the office of Director of the Company liable to retire by rotation.

Mr. Umesh Shetty, himself, Mr. Shashi Kiran Shetty and Mrs. Arathi Shetty, being relatives of Mr. Umesh Shetty, are interested or concerned in passing of this resolution.

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

ITEM NO. 7

As the members are aware that the Company had, in accordance with the Subscription Agreement and the Investment Agreement entered into with Blackstone Group entities, issued and allotted Equity Shares, Fully and Compulsorily Convertible Debentures and Warrants aggregating Rs. 2,424 million on preferential basis. As envisaged in the Subscription Agreement and the Investment Agreement as aforesaid, a right to nominate one Director on the Board of the Company was given to the Blackstone Group entities and in exercise of such right, the Blackstone Group entities have nominated Mr. Akhilesh Gupta as Director on the Board of the Company not liable to retire by rotation.

Accordingly, Mr. Akhilesh Gupta was appointed as an Additional Director on the Board of the Company with effect from March 27, 2008 pursuant to Section 260 of the Companies Act, 1956 and will hold the office till the date of this Annual General Meeting. His brief profile and other directorship are disclosed in the Corporate Governance report under the heading Board of Directors.

Pursuant to Section 257 of the Companies Act, 1956, the Company has received a notice from a member signifying their intention to propose the candidature of Mr. Akhilesh Gupta for the office of Director of the Company not liable to retire by rotation.

None of the Directors other than Mr. Akhilesh Gupta is concerned or interested in passing of this resolution. Being eligible for appointment as Director, the Board recommends the resolution for your approval.

ITEM NO. 8

As the members are aware that the Company, in accordance with the Subscription Agreement and the Investment Agreement executed amongst the Company, Blackstone Group entities ('The Investors') and the Promoters and pursuant to the approval granted by the Members of the Company under Section 81(1A) of the Companies Act, 1956 and SEBI (DIP) Guidelines on Preferential Issue vide special resolution passed at the Extra Ordinary General Meeting held on February 19, 2008, had issued and allotted Equity Shares, Fully and Compulsorily Convertible Debentures (FCCDs) and Warrants ('Securities') to the Investors, aggregating Rs.2,424 million.

As per the terms of the aforesaid agreements and the special resolution, 1,081,081 FCCDs were issued to the Investors at 6% coupon and at a face value of Rs.10 per FCCD, convertible into equal number of equity shares on completion of 18 months from the date of allotment at a premium of Rs.924 per equity share.

However, as per the arrangement and the understanding with the Investors, the Company is required to pay interest on the entire FCCD subscription amount i.e. Rs.934 per FCCD, and not on the face value of FCCD i.e. Rs.10 per FCCD. As the Company has issued and allotted the FCCDs at a face value of Rs.10 per FCCD, the same need to be changed to Rs.934 per FCCD to enable the Company to pay interest on the entire FCCD subscription amount.

The change in the face value as proposed above, if approved by the members, would also necessitate necessary amendments to some of the Articles in the Articles of Association of the Company as detailed in Resolution No.8.

None of the Director other than Mr. Akhilesh Gupta, being nominee of the Investors, is concerned or interested in passing of this resolution.

The Board recommends the resolution for your approval.

By order of the Board of Directors

Shailesh Dholakia
Company Secretary

Place: Mumbai
Date: June 26, 2008

Registered Office:

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

FORM OF PROXY**ALLCARGO GLOBAL LOGISTICS LIMITED**

Regd. Office : Diamond Square, 5th Floor, CST Road, Kalina, Santacruz (East), Mumbai 400 098.

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

I/We
 Of
 being a members of ALLCARGO GLOBAL LOGISTICS LTD., hereby appoint
 of or
 failing him/her of as
 my/our proxy to attend and vote for me/us on my/our behalf at the Fifteenth Annual General Meeting of the Company to be
 held on Tuesday, August 12, 2008 at 11.00 a.m. and at any adjournment(s) thereof.

Signed this day of 2008.

Affix Re. 1/- Revenue Stamp here

(Signature)

- Notes :
1. The form should be signed across the stamp as per specimen signature recorded with the Company.
 2. The Proxy Form duly completed must reach the Registered Office of the Company at Mumbai not less than Forty Eight hours before the aforesaid Meeting.
 3. A Proxy need not be a Member of the Company.

ATTENDANCE SLIP**ALLCARGO GLOBAL LOGISTICS LIMITED**

Regd. Office : Diamond Square, 5th Floor, 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 Fifteenth Annual General Meeting of the Company held at Exchange Plaza, National Stock Exchange Auditorium, Ground Floor, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051, on Tuesday, August 12, 2008 at 11.00 a.m.

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)
4. Signature of the Member/Proxy
attending the Meeting

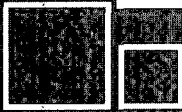
* To be filled in if the Proxy attends instead of Member(s)

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.

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Chairman's Statement



"We believe in leadership. We aim to be amongst the top three in every segment we operate in. Through investment, through acquisition, through thought and most importantly, through execution."

Dear Shareholders,

Allcargo likes to think big. We believe the biggest inhibitions are those of the mind. And if you have the vision, the passion and the determination, chances are high that you will succeed. We too have a vision. To be a global leader in our segments in logistics.

Logistics globally is USD 2 trillion business. In India, it is a USD 90 billion business, forming around 13% of the GDP. As India adds USD 100 billion to its GDP, the logistics market is likely to keep expanding. Logistics business growth is directly linked to increased globalization. As the world gets flatter, our business too expands further.

It's how big you think that matters

The opportunity is the same for everyone. It's how big you think that is important. We believe in leadership. We aim to be amongst the top three in every segment we operate in. Through investment, through acquisition, through thought and most importantly, through execution. And it is with this passion and determination that we are creating a company that is integrated to participate in the logistics opportunity in the biggest possible way, through multiple businesses and entities. We will not just be an operator, but an infrastructure builder. A completely integrated player.

MTO

We are the second largest in the world, in the LCL consolidation space post the ECU Line acquisition in 2006. This market at Rs. 400,000 million globally is expected to grow at 7-8% over the next 3-5 years. We believe that being a neutral operator, we will capture a higher share and grow this business faster than the industry. Our global reach of 109 offices in 51 countries makes us a preferred partner of choice. This business is also a natural hedge against economic volatility, thanks to our global footprint. We have completed the ECU integration and have started to outsource several operations to India such as documentation, legal and accounting. This has enabled us to achieve standardization in our processes as well as improve the overall quality of our work.