

# ALLCARGO LOGISTICS LIMITED

(CIN: L63010MH2004PLC073508)

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

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Website: [www.allcargologistics.com](http://www.allcargologistics.com) Email: [investors.relations@allcargologistics.com](mailto:investors.relations@allcargologistics.com)

**all cargo** logistics Ltd.  
Ingenuity In Motion

 THE AVVASHYA GROUP

## NOTICE

**NOTICE** is hereby given that the Twenty Second Annual General Meeting of the Members of **Allcargo Logistics Limited** will be held on Monday, August 10, 2015 at 3.00 p.m. at Avashya House, CST Road, Kalina, Santacruz (East), Mumbai – 400 098, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a. the Audited Financial Statement of the Company for the financial year ended March 31, 2015 together with the reports of the Directors' and Auditors' thereon; and
  - b. the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2015 together with the report of Auditors' thereon.
2. To declare final dividend on equity shares of the Company for the financial year ended March 31, 2015.
3. To appoint a Director in place of Mr. Shashi Kiran Shetty (DIN:00012754), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) M/s S R Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No. 101049W) be and are hereby appointed as the Joint Auditors of the Company in place of the retiring Joint Auditors M/s B S R & Co. LLP, Chartered Accountants, (Firm Registration No. 101248W), who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the 27<sup>th</sup> Annual General Meeting of the Company subject to ratification of appointment by Members at every Annual General Meeting held after this Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) M/s Appan & Lokhandwala Associates, Chartered Accountants, (Firm Registration No. 117040W) be and are hereby appointed as the Joint Auditors of the Company along with M/s S R Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No.101049W), who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Joint Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

### SPECIAL BUSINESS:

5. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) 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 for re-appointment of Mr. Shashi Kiran Shetty



(DIN:00012754), as Chairman & Managing Director of the Company, for a period of 5 (five) years with effect from April 01, 2015, on such remuneration and on such terms and conditions, as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company and as set out in the Explanatory Statement attached to this Notice, with a liberty to the Board of Directors to alter and vary the terms and conditions of his appointment and remuneration subject to the same not exceeding the limits specified in Schedule V of the said act or any amendments thereto and as may be agreed to between the Board of Directors and Mr. Shashi Kiran Shetty.

**RESOLVED FURTHER THAT** the aggregate of salary, commission, allowances and perquisites (“**Remuneration**”) in any financial year shall not exceed the overall ceilings laid down in Sections 197, 198 and other applicable provisions of the said act read with Schedule V of the said act as may for the time being in force.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, the Remuneration as set out in Explanatory Statement attached to this Notice be paid to Mr. Shashi Kiran Shetty, Chairman & Managing Director, as minimum Remuneration provided that the total Remuneration shall not exceed the ceilings provided in Section II and III of the Part II of Schedule V of the said act as may for the time being in force.

**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 authorised 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 this resolution.”

By order of the Board of Directors

**Shailesh Dholakia**  
Company Secretary & Compliance Officer

Place: Mumbai

Date: June 15, 2015

**Registered Office:**

6<sup>th</sup> Floor, Avashya House,  
CST Road, Kalina, Santacruz (East),  
Mumbai – 400 098.



**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 22<sup>ND</sup> ANNUAL GENERAL MEETING (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.**
2. **A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company. A Member holding more than ten (10) 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 Member.**
3. During the period beginning twenty four (24) hours before the time fixed for the commencement of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than 3 (three) days notice is given in writing to the Company.
4. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business to be transacted at the Meeting is annexed hereto.
6. The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, August 4, 2015 to Monday, August 10, 2015 (both days inclusive) for annual closing and determining the entitlement of the Members to the final dividend for the financial year 2014-15.
7. The final dividend on equity shares, as recommended by the Board of Directors and if declared at the 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 3, 2015; and
  - (b) as Members in the register of members of the Company on Monday, August 3, 2015, after giving effect to all valid share transfers in physical form received on or before Monday, August 3, 2015.
8. Members may please note that the Securities and Exchange Board of India (“SEBI”) has vide its circular CIR/MRD/DP/10/2013 dated March 21, 2013 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 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. In view of this direction, dividend payments by the Company will be made only in electronic mode directly into the bank accounts of Members and no dividend warrants will be issued without bank particulars.

Members are requested to update their bank account details with M/s. Link Intime India Private Limited, the Registrar and Share Transfer Agent, in case shares are held in physical form, and to their respective 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.

9. 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 seven (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” (IEPF) are given hereunder:

Dividend	Date of Declaration of Dividend	Year	Due date of transfer to the IEPF
2 <sup>nd</sup> Interim Dividend	March 16, 2007	2006	Transferred to IEPF on May 9, 2014
Interim Dividend	July 25, 2007	2007	Transferred to IEPF on October 1, 2014

Dividend	Date of Declaration of Dividend	Year	Due date of transfer to the IEPF
Final Dividend	August 12, 2008	2007	September 17, 2015
Final Dividend	June 12, 2009	2008	July 18, 2016
Interim Dividend	November 9, 2009	2009	December 15, 2016
Final Dividend	May 20, 2010	2009	June 25, 2017
Interim Dividend	November 12, 2010	2010	December 18, 2017
Final & Special Dividend	May 13, 2011	2010	June 18, 2018
Interim Dividend	November 3, 2011	2011	December 9, 2018
Final Dividend	August 7, 2012	2011-12	September 12, 2019
Final Dividend	August 8, 2013	2012-13	September 13, 2020
Final Dividend	August 7, 2014	2013-14	September 12, 2021
Interim Dividend	August 7, 2014	2014-15	September 12, 2021

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 7, 2014 (date of last Annual General Meeting) on the website of the Company [www.allcargologistics.com](http://www.allcargologistics.com) and also on the website of the Ministry of Corporate Affairs [www.iepf.gov.in](http://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.

10. 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 our Registrar and Share Transfer Agent - M/s. Link Intime India Private Limited.
11. Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary seven (7) days in advance of the Meeting so as to enable the Management to keep the information ready at the Meeting.
12. As required under Clause 49 of the Listing Agreement and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, relevant information in respect of the Director/Managing Director seeking appointment/re-appointment at the Meeting is given in the Explanatory Statement attached to this Notice.
13. Members and Proxies are requested to bring their valid identity proof such as PAN Card, Passport, Adhar Card or Driving License at the time of the Meeting for identification purpose.
14. 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 3, 2015. 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.
15. 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.
16. Members are requested to bring their copy of Annual Report to the Meeting. Members and Proxies should bring their attendance slip duly filled in and signed for attending the Meeting.
17. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with relevant Rules made thereunder as amended from time to time, and Clause 32 of the Listing Agreement, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members 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](mailto:allcargogogreen@linkintime.co.in) uploaded on the Company's website: [www.allcargologistics.com](http://www.allcargologistics.com) in the Investors Relation Section under the heading 'Green Initiative'. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.

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](http://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 to the Company and the same shall be sent to your address registered with the Company/Depository Participant, at free of cost.

18. The Notice of the Meeting *inter-alia* indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent by electronic mode to all the Members whose email addresses 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 Meeting of the Company *inter-alia* indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent by the permitted mode.
19. Voting through electronic means:
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Clause 35B of the Listing Agreement, the Company is pleased to provide its Members an electronic voting facility to exercise their voting rights on resolutions proposed to be considered at the Meeting and the business may be transacted through e-voting Services. The Members may cast their votes using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") provided by National Securities Depository Limited ("NSDL"). Voting of show of hands will not be available to the Members at the Meeting in view of the provisions of Section 107 read with Section 114 of the Companies Act, 2013.
  - II. The facility for voting through Ballot/Polling Paper shall be made available at the Meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their voting rights at the Meeting through Ballot/Polling Paper.
  - III. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled/allowed to cast their vote again.
  - IV. The instructions for remote 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 Participant(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 remote 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 strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
      - vi. Home page of remote 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 remote 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 Members (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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail to [evoting@mehta-mehta.com](mailto:evoting@mehta-mehta.com) or [allcargoe-voting@allcargologistics.com](mailto:allcargoe-voting@allcargologistics.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B. In case a Member receives physical copy of the Notice of the Meeting [for Members whose email IDs are not registered with the Company/Depository Participant(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

- V. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available online at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800-222-990.
- VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote. However, if you forgot your password you can reset the same by using “Forgot User Details/Password” option on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at their toll free no. 1800-222-990.
- VII. 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).
- VIII. The remote e-voting period commences on 9.00 a.m. (IST) on Thursday, August 6, 2015 and ends on 5.00 p.m. (IST) Sunday, August 9, 2015. During this period Members of the Company holding shares either in physical form or in dematerialised form as on the **cut-off date** i.e. Monday, August 3, 2015, may cast their vote electronically by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting on 5.00 p.m. (IST) Sunday, August 9, 2015. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- IX. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owner maintained by the Depositories as on the cut-off date only shall be entitled to avail facility of remote e-voting as well as voting at the Meeting through Ballot/Polling Paper. A person who is not a Member on the cut-off date should treat this Notice for information purposes only.
- X. Any person, who acquires shares of the Company and become Members of the Company after dispatch of Notice and holding shares as on the cut-off date may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [allcargoe-voting@allcargologistics.com](mailto:allcargoe-voting@allcargologistics.com).
- XI. Mrs. Dipti Mehta, Company Secretary, (Membership No. F3667 & COP No. 3202) Partner of M/s. Mehta & Mehta, Company Secretaries in Whole-time Practice, has been appointed as the Scrutiniser to scrutinise the voting process in a fair and transparent manner.
- XII. The Chairman shall at the Meeting, at the end of discussion on the resolutions on which voting to be held, allow voting with assistance of the Scrutiniser by use Ballot/Polling Paper for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
- XIII. The Scrutiniser shall after the conclusion of the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall make, not later than 3 (three) days of the conclusion of the Meeting, a consolidated scrutiniser’s report of the total votes cast in favour or against, if any, to the Chairman or Company Secretary of the Company who shall countersign the same and declare the results forthwith.
- XIV. Subject to receipt of requisite numbers of votes, the Resolutions shall deem to be passed on date of the Meeting.
- XV. The Results declared along with the Scrutiniser’s Report shall be placed on the Company’s website: [www.allcargologistics.com](http://www.allcargologistics.com) and on the website of NSDL immediately after the declaration by the Chairman or Company Secretary 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 Limited.
20. 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 a.m. to 6.00 p.m.) on all working days except Saturdays, upto and including the date of the Meeting of the Company.
21. In compliance of Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, route map giving prominent land marks for ease of locating the venue of the Meeting is annexed hereto and also placed on the website of the Company: [www.allcargologistics.com](http://www.allcargologistics.com).





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

In conformity with the provisions of Section 102 of the Companies Act, 2013, 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 this Notice.

### ITEM NO. 5

In accordance with the provisions of Companies Act, 1956, the Members of the Company had, at their 17<sup>th</sup> Annual General Meeting (AGM) held on May 20, 2010, approved re-appointment Mr. Shashi Kiran Shetty as the Chairman & Managing Director of the Company for a period of five years with effect from April 1, 2010 on the terms & conditions as contained in the explanatory statement attached to notice convening the said AGM and as per the terms of his appointment, Mr. Shashi Kiran Shetty ceased to be the Managing Director of the Company on close of the business hours on March 31, 2015. However, he continues to act as the Director of the Company.

During his tenure as Managing Director, Mr. Shetty led and excelled the Company to greater heights in terms of revenue and profit and also poised the Company for higher growth. Under his leadership, the Company's consolidated revenues expected to cross USD 1 billion during the financial year 2015-16 and thus becoming the first billion dollar integrated logistics multinational company, headquartered in India.

With his strong entrepreneurial skills, greater insight of the Business, visionary approach and strategic thinking, the Company achieved several milestones and growth in every segment in which it operates. The achievements of the Company and of Mr. Shetty have been recognised by the industry in which it operates, by the Governments and various organisations of national and international repute and the Company and Mr. Shetty have been conferred with various awards and recognitions including highest civilian honor from the Royalty of Belgium the 'Distinction of Commander of the Order of Leopold II' by the Royalty of Belgium H.M. King Philippe.

Considering Mr. Shetty's outstanding contribution in developing and expanding the business of the Company and in development of trade and the industry in which it operates, the Board of Directors of the Company has decided to re-appoint Mr. Shashi Kiran Shetty as the Chairman & Managing Director of the Company subject to approval of the Members of the Company, for a further period of five years effective from April 1, 2015 on the following terms & conditions as recommended by the Nomination and Remuneration Committee of the Company:

#### (I) Tenure:

The appointment shall be for a period of 5 years commencing from April 1, 2015.

#### (II) Duties and Responsibilities:

Subject to the superintendence, control and overall direction of the Board of Directors of the Company, the Chairman & Managing Director shall have the power for general conduct and management of the whole of 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, 2013 or by the Articles of Association of the Company and the Chairman & Managing Director shall also exercise and perform such powers and duties as the Board of Directors of the Company (hereinafter called 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:

₹ 20,00,000/- (Rupees Twenty Lakhs only) per month with a power to the Board to increase the salary payable to the Chairman & Managing Director up to a maximum limit of ₹ 30,00,000/- (Rupees Thirty Lakhs Only) per month from time to time.

**(IV) Perquisites:**

**Category A:**

<b>i. Housing</b>	:	The Company shall provide suitable residential accommodation with all facilities and amenities (including gas, telephone, electricity, water, and furnishings) for Mr. Shashi Kiran Shetty 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. Shashi Kiran Shetty, house rent allowance will be paid by the Company to Mr. Shashi Kiran Shetty, subject to the following ceilings: a) Mumbai-Calcutta-Delhi-Chennai 60% of salary over and above 10% payable by Mr. Shashi Kiran Shetty himself. b) Other places 50% of salary over and above 10% payable by Mr. Shashi Kiran Shetty himself. Perquisites shall be evaluated as per the Income Tax Rules, 1962, wherever applicable. Monetary value of the benefits of gas, telephone, electricity and water and furnishings to be valued as per the Income Tax Rules 1962, but subject to the ceilings of 10% of his salary.
<b>ii. Medical Reimbursement</b>	:	Mr. Shashi Kiran Shetty shall 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.
<b>iii. Leave Travel Concession</b>	:	Mr. Shashi Kiran Shetty will be entitled to Leave Travel Concession once in a year for himself and his family in accordance with the Policy of the Company.
<b>iv. Club Fees</b>	:	Fees of clubs subject to a maximum of 2 (two) clubs. This will not include admission and life membership fees.
<b>v. Corporate Credit Card</b>	:	Mr. Shashi Kiran Shetty shall be provided with the Corporate Credit Card for official use.
<b>vi. Personal Accident Insurance</b>	:	The Company shall pay an annual premium not exceeding ₹ 50,000/- towards the personal accident insurance policy for the benefit of Mr. Shashi Kiran Shetty.

**Category B**

<b>i. Contribution to Funds</b>	:	Contribution to Provident Fund, Annuity Fund, Gratuity Fund, Superannuation/ Pension Fund as per the Company's Policy.
<b>ii. Encashment of Leave</b>	:	Encashment of leave not availed by Mr. Shashi Kiran Shetty as per the Company's Policy.
<b>iii. Gratuity</b>	:	Gratuity shall be payable to Mr. Shashi Kiran Shetty subject to the statutory rules and as per the Policy of the Company.

**Category C**

<b>i. Provision of Car</b>	:	2 (two) Chauffeur driven cars for office and personal use.
<b>ii. Telephone</b>	:	Telephone at the residence and Mobile phone with SIM card as per the Company's Policy.
<b>iii. Performance Award</b>	:	As per the Company's Policy
<b>iv. Other amenities and benefits</b>	:	Such other benefits, amenities and facilities as per the Company's Policy.

**(V) Commission:**

Commission shall be payable to Mr. Shashi Kiran Shetty based on the net profits of the Company computed in the manner laid down in Sections 197 and 198 of the Companies Act, 2013 every year. Such commission may exceed 5% of net profit in any particular year as the Board of the Company may determine keeping in view the performance of the Company in respect of each financial year commencing from April 1, 2015 and the applicable provisions of the Companies Act, 2013.

Provided always that the aggregate of the Remuneration payable as aforesaid including Remuneration payable to other Whole-time Directors shall not exceed 10% of the net profits of the Company computed in accordance with the provisions of Sections 197 and 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, 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 of 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 Policy of the Company shall not be included in the computation of ceiling of Remuneration.
- iv) Provision of car for use on Company's business and telephone at residence would not be considered as perquisites.
- v) The Chairman & Managing 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. Shashi Kiran Shetty shall, while he continues to hold office of the Chairman & Managing 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 and such retirement and re-appointment shall, unless he is not re-appointed as a Director, not constitute a break in his engagement as Chairman & Managing Director during the tenure of his term and subsequent renewals thereof. Mr. Shashi Kiran Shetty shall not ipso facto cease to be a Director, if he ceases to hold office of Chairman & Managing Director for any cause.
- vii) Notice period shall be 12 months or 12 months Remuneration in lieu thereof.
- viii) The Remuneration in any one financial year shall not exceed the limits prescribed under Sections 197 and 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act for the time being in force and as amended from time to time.
- ix) If during the currency of his tenure as Chairman & Managing Director, the Company has no profits or its profits are inadequate in any financial year, the Chairman & Managing Director shall be entitled to the aforesaid Remuneration, subject to the approval of the Central Government, as per the applicable provisions of the Companies Act, 2013.

Mr. Shashi Kiran Shetty being eligible for re-appointment as the Chairman & Managing Director of the Company, the Board recommends the resolution as set out in Item No. 5 of this Notice for your approval.

Brief resume of Mr. Shashi Kiran Shetty, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are as under:

**Profile of Mr. Shashi Kiran Shetty**

Mr. Shashi Kiran Shetty, the promoter of the Company, aged 58 years, holds a Bachelor of Commerce degree. He started his career in the logistics industry in 1978 with Intermodal Transport and Trading Systems Private Limited, Mumbai. Subsequently, he moved to Forbes Gokak, a TATA Group Company where he gained experience in port operations. In 1982, he set up M/s. Transindia Freight Services, a partnership firm into transportation business catering to liner shipping services. In 1993, Mr. Shashi Kiran Shetty established Allcargo Logistics Limited ("Allcargo") with a vision to be an integrated logistics service provider. Allcargo under Mr. Shashi Kiran Shetty's leadership became the first company in India to introduce LCL (Less than Container Load) services, which today comprises a major part of the industry.

He played an instrumental role for appointment of the Company as general agent in India for Asia Lines Ltd., a Mauritius based NVOCC. As a testament to his contribution in taking India's logistics industry on a global scale and his illustrious career spanning over four decades in the industry, Mr. Shashi Kiran Shetty has been conferred with various awards and recognitions including highest civilian honor from the Royalty of Belgium the 'Distinction of Commander of the Order of Leopold II' by H.M. King Philippe of Belgium. This prestigious decoration was awarded for his remarkable efforts in strengthening economic relations between India and Belgium.

With Mr. Shashi Kiran Shetty's strong entrepreneurial skills, greater insight of the Business, visionary approach and strategic thinking, the Company achieved several milestones and growth in every segment in which it operates. The achievements of the Company and of Mr. Shashi Kiran Shetty have been recognised by the industry, in which it operates, by the Governments and various organisations of national and international repute including award of the 'Best Project Logistics Company of the Year' in 2014 and Mr. Shashi Kiran Shetty was felicitated with the 'Lifetime Achievement Award' at the '8th Express Logistics & Supply Chain Conclave'. The Company was also awarded with 'Asia's Most Promising Brand' in the logistics space for FY 2013-14 by the World Consulting & Research Corporation (WCRC), a leading brand consulting firm and KPMG India.

In addition to being the active board member of National Committee on Shipping of Confederation of Indian Industry, Mr. Shashi Kiran Shetty has also served on the Board of the Mumbai Port Trust. He is also amongst the Trustees of Sahyadri Engineering College Mangalore and Chairman of Higher Education Committee of Bunts Sangha Mumbai.

Mr. Shashi Kiran Shetty is the Promoter of the Company and holds 78,623,390 equity shares constituting 62.37% of the total paid up share capital of the Company as on March 31, 2015.

Besides being the Chairman & Managing Director of the Company, Mr. Shashi Kiran Shetty is also director of the following companies/Body corporates as on March 31, 2015:

Sr. No.	Name of the Company
1	Allcargo Shipping Co. Private Limited
2	Southern Terminal and Trading Private Limited
3	AGL Warehousing Private Limited
4	Ecu International (Asia) Private Limited
5	Ecu Line (India) Private Limited
6	Allcargo Movers (Bombay) Private Limited
7	Alltrans Logistics Private Limited
8	Alltrans Port Management Private Limited
9	SKS Ventures Private Limited
10	Avashya Corporation Private Limited
11	FTL (India) Private Limited (Formerly Avashya Enterprises Private Limited)
12	Avashya Holdings Private Limited
13	Poorn Buildcon Private Limited
14	Meridien Tradeplace Private Limited
15	Talentos Entertainment Private Limited
16	Allcargo Belgium NV
17	Transnepal Frieght Services Private Limited

Mr. Shashi Kiran Shetty is a member of the following Committees of the Board of the Company as on March 31, 2015:

Sr. No.	Name of the Committee
1	Stakeholders' Relationship Committee
2	Corporate Social Responsibility Committee
3	Finance, Risk and Legal Committee
4	Executive Committee
5	Strategy Committee

Additional details of Mr. Shashi Kiran Shetty as per Secretarial Standard - 2 issued by the institute of Company Secretaries of India are as follows:

Mr. Shashi Kiran Shetty being a first director of the Company holds such office from the date of incorporation of the Company i.e. August 18, 1993. Mr. Shetty attended all 5 (five) Board Meetings held during FY 2014-15. Mr. Shetty had drawn Remuneration of ₹ 5.28 crores during FY 2014-15. A detailed break up of Remuneration of Mr. Shetty has been provided in the Directors' Report as well as Corporate Governance Report. The Members are requested to refer the same for further information.

Except Mr. Shashi Kiran Shetty, being appointee, Mrs. Arathi Shetty, being relative of appointee, none of the Directors and Key Managerial Personnel of the Company and/or their relatives is/are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 of this Notice, except as a Member. This Explanatory Statement may also be regarded as a disclosure under Section 190 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges.

**By order of the Board of Directors**

**Shailesh Dholakia**  
Company Secretary & Compliance Officer

Place: Mumbai

Date: June 15, 2015

**Registered Office:**

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

