



MAHINDRA LOGISTICS LIMITED

Regd. Off.: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400 018.

CIN: U63000MH2007PLC173466; Tel No.: 022-24905828 Fax No. 022 24900833

Website: www.mahindralogistics.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 10th ANNUAL GENERAL MEETING OF THE MEMBERS OF MAHINDRA LOGISTICS LIMITED WILL BE HELD ON MONDAY, 14TH AUGUST, 2017 AT SHORTER NOTICE AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT MAHINDRA TOWERS, P. K. KURNE CHOWK, WORLI, MUMBAI 400 018 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017, together with the Reports of the Board and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017, together with the Report of the Auditors thereon.
3. To appoint a Director in place of Mr. Zhooben Bhiwandiwal (DIN: 00110373), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass, the following as an **Ordinary** Resolution:

“RESOLVED THAT pursuant to the provisions of section 139, 142 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder and pursuant to the recommendation of Audit Committee of the Board, M/s. Deloitte Haskins & Sells LLP Chartered Accountants, having Firm Registration No. 117366W / W-100018, be and are hereby appointed as statutory auditors of the Company, in place of retiring statutory auditors M/s. B. K. Khare & Co., Chartered Accountants, having Firm Registration No. 105102W, to hold office for a period of five consecutive years i.e. from the conclusion of 10th Annual General Meeting (“AGM”) until the conclusion of the 15th Annual General Meeting of the Company to be held in the year 2022, (subject to the ratification of their appointment by the members at every intervening AGM held after this AGM as may be required under the Act) and at such remuneration as may be approved by the Board of the Company in addition to out of pocket expenses as may be incurred by them during the course of the audit.”



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SPECIAL BUSINESS:

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

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded for the payment of commission to Mr. Ajay Mehta and Ms. Neelam Deo, the Non-Executive Independent Directors of the Company, of an amount of Rs.5,00,000/- each, for the financial year 2016-17, within the aggregate limit of 3% of Net profit for FY 2016-17 calculated as per Section 198 of the Act.”

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.** The instrument appointing proxy should however, be deposited at the Registered/Corporate Office of the Company not less than forty-eight hours before the commencement of the meeting.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member. **Proxies submitted on behalf of Companies, must be supported by an appropriate resolution/authority as applicable.**
3. An Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto and forms part of the Notice.
4. Members are requested to produce the enclosed attendance slip duly signed as per the specimen signature recorded with the Company for admission to the meeting hall.



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5. Route map for venue of the meeting is enclosed. The prominent landmark for the venue is that it is next to Doordarshan building.
6. Additional Information as per clause 1.2.5 of Secretarial Standard 2 is given in Annexure 1

By Order of the Board of Directors

A handwritten signature in blue ink, appearing to be "Brijbala Batwal", with a horizontal line extending to the right.

Brijbala Batwal
Company Secretary

Place: Mumbai

Date: 25 July 2017

Tel: 91 22 2490 1441

E-mail: batwal.brijbala@mahindra.com



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ANNEXURE 1

ADDITIONAL INFORMATION WITH RESPECT TO ITEM NO. 3 AND 4 OF THE NOTICE

Disclosure relating to Director pursuant to Clause 1.2.5 of Secretarial Standard 2 on General Meetings:

ITEM NO. 3

Mr. Zhooben Bhiwandiwala (DIN: 00110373), Director, being eligible, offers himself for re-appointment at the 10th Annual General Meeting of the Company.

The following additional information is provided in respect of Mr. Zhooben Bhiwandiwala (DIN: 00110373):

Name	Mr. Zhooben Bhiwandiwala
Age	58 years
Qualifications	Chartered Accountant
Experience	Mr. Bhiwandiwala has been with the Mahindra Group for a term spanning over 30 years. He is President – Mahindra Partners and Group Legal, Member of Mahindra Group Executive Board. Mahindra Partners comprises of the various diversified and new businesses of the Mahindra Group and includes Steel Trading & Services, Logistics, Retail, Boats and Media.
Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	NIL Remuneration
Date of first appointment on the Board	28/04/2009
Shareholding in the company	NIL



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Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company	Not related to any other Directors or KMP of the Company.
The number of Meetings of the Board attended during the year	FY 2016-17 : Two FY 2017-18 : Two
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<p>Details of other Directorships -</p> <ol style="list-style-type: none"> 1. Mahindra CIE Automotive Limited 2. The Indian and Eastern Engineer Company Private Limited 3. Mahindra Auto Steel Private Limited 4. Mahindra Tsubaki Conveyor Systems Private Limited 5. Mahindra Intertrade Limited 6. Mahindra Retail Private Limited 7. Ekatra Hospitality Ventures Private Limited 8. Mahindra Marine Private Limited 9. Mahindra Defence Systems Limited 10. Cinestaan Entertainment Private Limited 11. Mahindra Defence Naval Systems Private Limited 12. Cinestaan Digital Private Limited 13. Epic Television Networks Private Limited 14. Script Stories Media Private Limited 15. Mahindra Holdings Limited 16. Mumbai Mantra Media Limited 17. Mahindra Telephonics Integrated Systems Limited 18. Brainbees Solutions Private Limited <p>Foreign companies</p> <ol style="list-style-type: none"> 19. Mahindra Middle East Electrical Steel Service Centre (FZC), UAE 20. Mahindra Emirates Vehicle Armouring, FZ-LLC, UAE 21. The East India Company Group Limited BVI 22. East India Company GIN Limited (UK) 23. East India Company Fine Foods Limited (UK)



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- | | |
|--|---|
| | <ul style="list-style-type: none">24. Mahindra Finance USA, LLC25. Mahindra Tractor Assembly Inc., USA (GENZE)26. Mahindra Overseas Investment (Mauritius) Limited, Mauritius27. The Mahindra Foundation, UK28. Scoot Networks Incorporated (USA) |
|--|---|

Details of other Memberships of Committee

- | | |
|--|--|
| | <ul style="list-style-type: none">a Chairman of CSR Committee - Mahindra Intertrade Limitedb Member of Audit Committee & Nomination and Remuneration Committee ("NRC") - Mahindra Retail Private Limitedc Chairman of Audit Committee & CSR Committee - Mahindra Auto Steel Private Limitedd Member of CSR Committee - Mahindra Tsubaki Conveyor Systems Private Limitede Chairman of NRC - Mumbai Mantra Media Ltd. |
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Mr. Zhooben Bhiwandiwala, who retires by rotation and, being eligible, has offered himself for re-appointment. Additional information, as required is given in the table above.

The Board recommends the resolution set forth in Item No. 3 for the approval of the Members as an ordinary resolution.

Save and except Mr. Zhooben Bhiwandiwala, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 3 of the notice. None of the Directors and KMPs of the Company are inter-related to each other.

ADDITIONAL INFORMATION WITH RESPECT TO ITEM NO. 4 **ITEM NO.4**

Pursuant to the provisions of section 139(2) of the Companies Act, 2013 ('the Act') read with Companies (Audit and Auditors) Rules, 2014 (effective from 1st April, 2014), an unlisted public company having paid-up share capital of Rs.10 crores or more shall not re-appoint an audit firm as auditors for more than two terms of five consecutive years.

Since M/s. B. K. Khare & Co., Chartered Accountants, having Firm Registration No. 105102W, the present statutory auditors, have already functioned as statutory auditors of the Company for two terms of five consecutive years, they cannot be appointed as the statutory auditors for any further term.

It is proposed to appoint M/s. Deloitte Haskins & Sells LLP Chartered Accountants, having Firm Registration No. 117366W / W-100018, as the statutory auditors of the Company for a period of five consecutive years from the conclusion of 10th Annual General Meeting until the conclusion of the 15th Annual General Meeting of the Company to be held in the year 2022 at such remuneration as may be fixed by the members of the Company.

M/s. Deloitte Haskins & Sells LLP have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with section 139 read with section 141 of the Act.



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The Board recommends the resolution set forth in Item No. 4 for the approval of the Members as an ordinary resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 4 of the notice.

A brief profile of M/s. Deloitte Haskins & Sells LLP, is given below.

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, is a firm registered with the Institute of Chartered Accountants of India, with a Firm Registration No. 117366W / W-100018. M/s. Deloitte Haskins & Sells LLP has a strong national presence having 13 offices in India and serves several large listed and unlisted Companies in all the Business sectors, including the sectors in which the Companies operates.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, ANNEXED TO THE NOTICE DATED 25 JULY, 2017

ITEM NO. 5

Section 197 of the Companies Act, 2013 permits payment of remuneration to Non-Executive Directors of a Company by way of commission, if the Company authorises such payment by way of a resolution of members.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 28th April, 2017 had approved the payment of Commission of Rs. 5,00,000, each to Mr. Ajay Mehta and Ms. Neelam Deo, the Non-Executive Independent Directors of the Company, for the financial year 2016-17, subject to the approval of shareholders which is within the applicable ceiling of 3% of the Net Profit of the Company for the financial year 2016-17.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members as an ordinary resolution.



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None of the Directors, Key Managerial Personnel or their respective relatives, except Non-Executive Independent Directors of the Company to whom the resolution relates are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 5 of the notice.

By Order of the Board of Directors

A handwritten signature in blue ink, appearing to be "Brijbala Batwal", with a horizontal line extending to the right.

Brijbala Batwal
Company Secretary

Place: Mumbai

Date: 25 July 2017

Tel: 91 22 2490 1441

E-mail: batwal.brijbala@mahindra.com



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ATTENDANCE SLIP

I / We, of
....., being a member(s) of **Mahindra Logistics Limited** hereby
register my/our presence at the **10th Annual General Meeting** of the Company being held on
Monday, 14th August 2017 at 11.00 A.M. at the Registered Office of the Company, Mahindra
Towers, Worli, Mumbai- 400018.

L F No:

Signature (s) -----

Date: 14th August, 2017.



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Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :
Registered address :
E-mail Id :
Folio No./Client Id :
DP ID :

I/We, being the member (s) of _____ shares of the above named company, hereby appoint:

1. Name: _____ E-mail Id: _____
Address: _____

Signature:
or failing him,
2. Name: _____ E-mail Id: _____
Address: _____

Signature:
or failing him,
3. Name: _____ E-mail Id: _____
Address: _____

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on **Monday, 14th August 2017** at 11.00 A.M. at the **Registered Office of the Company, Mahindra Towers, Worli, Mumbai- 400018** and at any adjournment thereof in respect of such resolutions as are indicated below:



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Resolution No.	Nature of Resolutions	For	Against
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31 st March, 2017, including the Reports of the Board and Auditors thereon.		
2	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017, together with the Report of the Auditors thereon.		
3	To appoint a director in place of Mr. Zhooben Bhiwandiwala (DIN: 00110373) who retires by rotation and being eligible, offers himself for re-appointment.		
4	To appoint M/s. Deloitte Haskins & Sells LLP as the Statutory Auditors and to fix their remuneration.		
5.	To approve payment of Commission to Independent Directors		

Signed this _____ of August 2017.

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp of
Re 1

Notes:

1. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
2. This form of Proxy, to be effective, should be completed, signed, stamped & deposited at the Registered Office of the Company not later than **FORTY-EIGHT HOURS** before the commencement of the aforesaid meeting.



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Road Map:

