

MAHINDRA LOGISTICS LIMITED

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

CIN No.U63000MH2007PLC173466

Website: www.mahindralogistics.com

Tel.: 022 2490 1441 Fax: 022 2490 0833

NOTICE

Notice is hereby given that the Extraordinary General Meeting of the Members of Mahindra Logistics Limited will be held on Tuesday, 11th July, 2017 at 1.00 .p.m. at 4th Floor, MLL Office, Techniplex-1, Goregaon(W). Mumbai 400 062 to transact the following special business.

Special Business:

1. **Approval for Amendment to MLL- Key Executive Stock Option Scheme- 2012 (“ESOP” Scheme)**

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

“RESOLVED THAT pursuant to the provisions of section 62 and other applicable provisions, if any, of the Companies Act 2013 (“Act”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules under the Act including any statutory modifications or re-enactment thereof for the time being in force and subject to such other approvals, consents, permissions and/or sanctions as may be required from any appropriate regulatory or statutory authority/institution or body and subject to such terms and conditions as may be prescribed/imposed by any of them, the amended ‘MLL- Key Executive Stock Option Scheme – 2012’ (“ESOP Scheme”) as submitted before this meeting, be approved and adopted in substitution and to the entire exclusion of the existing ESOP Scheme of the Company;

RESOLVED FURTHER THAT it is hereby noted that the amendments to the Scheme are not prejudicial to the interests of the option holders;

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, amend, modify or alter the terms of the Scheme in accordance with and subject to the terms of the Act and any Guidelines, Rules or Regulations that may be issued by any regulatory/statutory authority, as applicable;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board, to exercise its powers including powers conferred by this Resolution), be and are hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation and formulation of the Scheme to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

RESOLVED FURTHER THAT the Board, the Chief Financial Officer, the Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things and execute all such

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deeds, documents and instruments and writings as may be necessary and incidental for giving effect to the above.”

By Order of the Board of Directors



Brijbala Batwal
Company Secretary

Mumbai, 10th July, 2017

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Notes:

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Item No. 1 covered in the notice dated 10th July, 2017 is annexed hereto.
2. ***A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.***
3. 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.
4. Proxies, if any, must be deposited before the commencement of the meeting.
5. 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.
6. 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.
7. Route map for venue of the meeting is enclosed.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXED TO THE NOTICE DATED 10th July, 2017

ITEM NO. 1

The Company has in place MLL- Key Executive Stock Option Scheme - 2012 (“ESOP Scheme”) as amended from time to time, which has been duly approved by the shareholders of the Company. The Company has inter alia granted Stock options to eligible employees/ persons from time to time under the said ESOP Plan.

In view of proposed Initial Public Offering (“IPO”) of the shares of the Company, the ESOP Scheme requires necessary amendments and variations to comply with the applicable provisions of the Companies Act 2013, to the extent notified, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the “SEBI (SBEB) Regulations”) and related circulars.

Further, Clause 12 of SEBI (SBEB) Regulations inter alia provides that no Company shall make any fresh grant of options under any Pre- IPO Scheme unless such scheme is in conformity SEBI (SBEB) Regulations.

As per section 62 (1) (b) of the Companies Act 2013 read with Rule 12 (5) of the Companies (Share Capital and Debentures) Rules, 2014 and as per Company’s ESOP Plan, Company may by special resolution vary the terms of the Employee Stock Option Scheme not yet exercised by the employees provided such variation is not prejudicial to the interest of the shareholders. The amendments proposed to the Scheme are not prejudicial to the interests of the option holders.

The details as required under Rule 12 (5) of the Companies (Share Capital and Debentures) Rules, 2014 are as given in Annexure 1 to this explanatory statement.

A copy of the existing amended Scheme, would be available for inspection, by the Members without any fee, at the Registered Office and Corporate office of the Company during normal business hours on any working day (except Saturday and Sunday) and also at the meeting.

The above changes will be applicable to all existing and future ‘Eligible Employees’ as defined in the Scheme, including the Eligible Employees of the subsidiary companies and the holding company.

The approval of the Members is being sought by way of a Special Resolution under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, for the amendment of the existing Scheme. The Directors recommend the Resolution at Item No. 1 of the accompanying Notice, for the approval of the Members of the Company.

The Directors (excluding Independent Directors) or Key Managerial Persons of the Company may be deemed to be concerned or interested in the Resolution to the extent of the employee stock options granted / may be granted to them. None of the relatives of the Directors of the

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Company or of the Key Managerial Personnel of the Company are concerned or interested in the passing of the Resolution at Item No. 1.

By Order of the Board of Directors



Brijbala Batwal
Company Secretary

Mumbai, 10th July, 2017

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ATTENDANCE SHEET

I / We, of, being a member(s) of **Mahindra Logistics Limited** hereby register my/our presence at the Extra-ordinary General Meeting of the Company being held on Tuesday, 11th July, 2017 at 1.00 P.M. **4th Floor, MLL Office, Techniplex-1, Goregaon (W), Mumbai 400 062.**

Folio No/ Client Id :

DP ID :

Signed this _____ day of _____ , 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]

CIN: U74999MH1954PLC019908

Name of the Company: **Mahindra Logistics Limited**

Registered office: Mahindra Tower. P.K. Kurne Chowk, Worli, Mumbai.

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:

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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the company, to be held on the Tuesday, 11th July, 2017 at 1.00 P.M at 4th Floor, MLL Office, Techniplex-1, Goregaon (W), Mumbai 400 062 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolutions	Optional	
	For	Against
To Approve Amendment to MLL- Key Executive Stock Option Scheme- 2012 ("ESOP" Scheme)		

Signed this _____ day of _____ 2017.

Affix Revenue
Stamp of Re. 1

Signature of shareholder

Signature of Proxy holder(s)

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Route Map:

