

## **NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS**

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Notice is hereby given that the Extraordinary General Meeting of the members of Mercurio Pallia Logistics Private Limited will be held on Friday, September 30, 2016 at 05:00 P.M. at the Registered Office of the Company at Plot No. 60, IIInd Floor, Sector 18, HUDA Industrial Area, Gurgaon-122015, Haryana to transact the following businesses:

### **SPECIAL BUSINESS**

#### **ITEM NO. 1 – Issue of equity shares upon conversion.**

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

“**RESOLVED THAT** in accordance with the provision(s) of Sections 62 and 42 of the Companies Act, 2013 including any amendment(s) thereto or re-enactment(s) thereof for the time being in force), the provisions for the issue of shares as prescribed under Schedule 1 of the Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations, 2000 issued vide Notification No. FEMA 20/2000-RB dated 3 May 2000, the notifications issued by the Reserve Bank of India and other applicable laws, relevant statutes, regulations in force, the Articles of Association of the Company (hereinafter collectively referred to as the “**Appropriate Authorities**”), and subject to such terms, conditions and modifications as may be prescribed by any such Appropriate Authorities, approval be and is hereby given to issue and allot 2,31,72,415 equity shares of face value of Rs. 10/- each to M/s Gruppo Mercurio S.P.A. on conversion of 2,31,72,415 preference shares on October 01, 2016.

**RESOLVED FURTHER THAT** the equity shares to be issued on conversion of the preference shares shall rank *pari passu* with the existing equity shares of the Company in all respects including payment of dividend.

**RESOLVED FURTHER THAT** upon approval of the shareholders and for the purpose of giving effect to this resolution the Board be authorized to do all such acts, deeds, matters and things as they may, in its absolute discretion, deem necessary or desirable for such purpose, to execute all such writings and instruments and enter into arrangement/ agreements as he may in their absolute discretion deem necessary or desirable, to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the equity shares.

**RESOLVED FUTHER** that the Board be and is hereby also authorized to delegate all or any of its powers to any Director(s) or officer(s) of the Company to give effect to this resolution including execution of any documents on behalf of the Company.”

**By order of the Board of Directors  
For Mercurio Pallia Logistics Private Limited**

**Sd/=**

**(Arnaud Philippe Marie Cauchy)**

**CEO & Director**

**DIN: 06748036**

**Add: Villa No. 113B, Vista Villa,  
Greenwood City, Sector-45,  
Gurgaon, 122002, Haryana**

**Place: Gurgaon**

**Date: September 30, 2016**

**Registered Office:**

**Plot No. 60, IInd Floor, Sector-18,**

**HUDA Industrial Area,**

**Gurgaon- 122015, Haryana**

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY ON OR BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE ANNUAL GENERAL MEETING IS ENCLOSED.**
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 set out in the Notice is annexed.
3. Corporate Members are requested to send a duly certified copy of the Board Resolution/ Authorization Letter authorizing their representative(s) to attend and vote at the Annual General Meeting.
4. The Notice of the EGM along with the Attendance Slip and proxy form is being sent to all the members whose email IDs are registered with the Company for communication purposes unless any member has requested for a hard copy of the same.
5. 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 up to the Extraordinary General Meeting of the Company.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ('the Act')**

The following Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

**ITEM NO. 1**

In accordance with the terms of issue of the 2,31,72,415 preference shares held by M/s Gruppo Mercurio S.P.A., the preference shares are convertible to an equal number of equity shares of the Company on October 01, 2016. Accordingly, the approval of the shareholders is now being sought to issue and allot 2,31,72,415 equity shares to M/s Gruppo Mercurio S.P.A. in the manner as set out in the resolution.

Since the shares are being issue pursuant to conversion of existing preference shares, no new valuation report has been obtained.

The other disclosures required under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of law in relation to the Special Resolution set out in the accompanying Notice are as follows:

1. The issue is authorized by articles of association of the Company.
2. The object of the issue is convert 2,31,72,415 preference shares held by Gruppo Mercurio S.P.A. in accordance with the terms and conditions of such preference shares.
3. 2,31,72,415 equity shares will be issued to Gruppo Mercurio S.P.A. on conversion of 2,31,72,415 compulsorily convertible preference shares.
4. Since the equity shares are issued on conversion of the 2,31,72,415 fully paid up preference shares of Rs. 10/- face value each, no further amounts are payable.
5. Valuation reports were already obtained at the time of subscription of the 2,31,72,415 preference shares held by Gruppo Mercurio S.P.A. Since the issue of equity shares is upon conversion of these preference shares, no additional valuation report is required to be obtained.
6. The allotment is proposed to be made to the Gruppo Mercurio S.P.A. The allotment is proposed to be completed within a period of 5 days from the date of the shareholders' approval. Upon allotment, Gruppo Mercurio S.P.A. will hold 70.92% of shares in the Company.
7. There will be no change in the control or management of the Company consequent to the said preferential issue except for change in shareholding pattern and voting rights.

Further, except Gruppo Mercurio S.P.A., there is no intention of the promoters, directors or key managerial personnel to subscribe to the offer.

8. [No allotments have been made on a preferential basis to any person during the last year.]
9. The pre-issue and post-issue shareholding pattern of the Company is as under:-

S. No.	Category of Shareholder	Pre-Issue		Post-Issue	
		No. of Shares held	% of Share holding	No. of shares held	% of share holding
<b>A</b>	<b>Promoter's holding</b>				
1	Indian:				
	Individual	0	0	0	0
	Bodies Corporate	4830000	15	4830000	8.7
	<b>Sub-Total</b>	4830000	15	4830000	8.7
2	Foreign Promoters	27370000	85	50542415	91.3
	<b>Sub-Total</b>	<b>32200000</b>	<b>100</b>	<b>55372415</b>	<b>100</b>
<b>B</b>	<b>Non-promoter Shareholding:</b>				
1	Institutional Investors	0	0	0	0
2	Non Institution:	0	0	0	0
	Private Corporate Bodies	0	0	0	0
	Directors and Relatives	0	0	0	0
	Indian Public	0	0	0	0
	Others (Including NRIs)	0	0	0	0
	<b>Sub-Total (B)</b>	0	0	0	0
	<b>GRAND TOTAL</b>	<b>32200000</b>	<b>100</b>	<b>55372415</b>	<b>100</b>

The Board recommends the aforesaid resolution for the approval of the members.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

**By order of the Board of Directors  
For Mercurio Pallia Logistics Private Limited**

Sd/=

**(Arnaud Philippe Marie Cauchy)  
CEO & Director  
DIN: 06748036  
Add: Villa No. 113B, Vista Villa,  
Greenwood City, Sector-45,  
Gurgaon, 122002, Haryana**

**Place: Gurgaon  
Date: September 30, 2016  
Registered Office:  
Plot No. 60, IInd Floor, Sector-18,  
HUDA Industrial Area,  
Gurgaon- 122015, Haryana**



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

Name: ..... Email id: .....

Address: ..... Signature: .....

*or failing him/her*

Name: ..... Email id .....

Address: .....Signature: .....

*or failing him/her*

Name: ..... Email id .....

Address: .....Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Friday, September 30, 2016 at 05:00 P.M. at Plot No. 60, IInd Floor, Sector-18, HUDA Industrial Area, Gurgaon- 122015, Haryana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions
1.	Issue of equity shares upon conversion.

Signed this..... day of..... 2016

.....  
Signature of shareholder

.....  
Signature of proxy holder(s)

Affix Revenue Stamp
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Note:

- a. This duly filled, stamped and signed form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company on or before the commencement of the Meeting.



## ATTENDANCE SLIP

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### MERCURIO PALLIA LOGISTICS PRIVATE LIMITED

CIN- U63010HR2008PTC038593

**Registered Office:** Plot No. 60, IInd Floor, Sector-18, HUDA Industrial Area,  
Gurgaon- 122015, Haryana

**E-mail:** [info@mercuriopallia.com](mailto:info@mercuriopallia.com) ; **Website:** [www.mercuriopallia.com](http://www.mercuriopallia.com)

Extra- Ordinary General Meeting- Friday, September 30, 2016

Registered Folio No.

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Number of Shares held

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I certify that I am member/proxy for the member of the Company.

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Friday, September 30, 2016 at 05:00 P.M. at the registered office of the Company at Plot No. 60, IInd Floor, Sector-18, HUDA Industrial Area, Gurgaon- 122015, Haryana.

.....  
Name of the member/proxy  
(in Block letters)

.....  
Signature of the member/proxy

Note: Please fill up the attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Notice of the Extra- Ordinary General Meeting.

## ROUTE MAP - VENUE OF EXTRA-ORDINARY GENERAL MEETING

**Address of Venue:** Plot No. 60, IInd Floor,  
Sector-18, HUDA Industrial Area,  
Gurgaon- 122015, Haryana

**Landmark:** Sector 18, Police Station

