

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS

Notice is hereby given that the Extraordinary General Meeting of the members of Mercurio Pallia Logistics Private Limited will be held on Wednesday, December 21, 2016 at 3:30 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 – To Consider and Discuss the FIAL Project.

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 applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and in accordance with the provisions of Memorandum and Articles of Association of the Company approval be and is hereby given to discuss the terms of FIAL Project.

RESOLVED FURTHER THAT upon approval of the shareholders and for the purpose of giving effect to this resolution the Board be and are hereby authorized to take such steps as may be necessary and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient.

RESOLVED FURTHER 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.”

ITEM NO. 2 – To Consider, Discuss the financing of the Company.

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 applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and in accordance with the provisions of Memorandum and Articles of Association of the Company approval be and is hereby given to discuss and to find out various alternatives to meet/cope with the cash shortage of the company.

RESOLVED FURTHER THAT upon approval of the shareholders and for the purpose of giving effect to this resolution the Board be and are hereby authorized to take such steps as may be necessary and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient.

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: December 05, 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 the Board Meeting duly convened as on December 05, 2016 Mr. Arnaud Philippe Marie Cauchy, CEO & Director of the Company, gave a detailed presentation to the board members on the aspects of the FIAL Project. After detailed discussion and analysis it was decided to represent the same for the requisite approval of the shareholders of the Company.

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.

ITEM NO. 2

In order to meet/cope with the Cash Shortage of the Company, the approval of the members is required to find out the best alternative plans to eradicate the problem of cash shortage of the company.

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: December 05, 2016
Registered Office:
Plot No. 60, IInd Floor, Sector-18,
HUDA Industrial Area,
Gurgaon- 122015, Haryana

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 Wednesday, December 21, 2016 at 3:30 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.	To Consider and Discuss the FIAL Project.
2.	To Consider, Discuss the financing of the Company

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

.....
Signature of shareholder

Affix Revenue Stamp

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

Note: 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



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 ; Website: www.mercuriopallia.com

Extra- Ordinary General Meeting- Wednesday, December 21, 2016

Registered Folio No.

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Number of Shares held

--	--	--	--	--	--	--	--

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 Wednesday, December 21, 2016 at 3:30 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

