

NOTICE OF THE 08th ANNUAL GENERAL MEETING

Notice is hereby given that the 08th Annual General Meeting of the members of Mercurio Pallia Logistics Private Limited will be held on Friday, the 30th day of September, 2016 at 04:00 P.M. at the Registered Office of the Company at Plot No. 60, IInd Floor, Sector-18, HUDA Industrial Area, Gurgaon- 122015, Haryana, to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the audited annual financial statements of the Company for the financial year ended March 31, 2016 together with the reports of the Board of Directors and the Auditors thereon:
2. To ratify the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration and for the purpose, 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 139 and other applicable provisions, if any, of the Companies Act 2013 and the rules framed thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), pursuant to the resolution passed by the members at the Annual General Meeting (“AGM”) held on September 24, 2014, the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Registration No. 301003E/E300005), as Auditors of the Company to hold office till the conclusion of 09th Annual General Meeting of the Company to be held in the calendar year 2017 be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Board of Directors of the Company in consultation with the Statutory Auditors.”

Special Business:

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

“RESOLVED THAT in accordance with the applicable provisions, if any, of the Companies Act, 2013 including any other statutory modification(s) or re-enactment thereof, for the time being in force, Mr. Pavel Ilichev who was appointed as an Additional Director on February 01, 2016 pursuant to the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, be and is hereby appointed as Director of the Company.”

4. 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 61, Section 64 and all other applicable provisions, if any of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and the rules framed there under, approval be and is hereby given to increase the existing Authorized Share Capital of the Company from Rs. 56,00,00,000/- (Rupees Fifty-Six Crores only) divided into 3,23,20,000 (Three Crores Twenty-Three Lacs and Twenty Thousand) Equity Shares of Rs.10/- (Rupees Ten only) each and 2,36,80,000 (Two Crores Thirty-Six Lacs and Eighty Thousand) Preference Shares of Rs. 10/- (Rupees Ten only) each, to Rs. 79,17,24,150/-. (Rupees Seventy-Nine Crores Seventeen Lacs Twenty-Four Thousand One Hundred and Fifty only) divided into 5,54,92,415 (Five Crores Fifty-Four Lakhs Ninety-Two Thousand Four Hundred and Fifteen) Equity Shares of Rs. 10/- (Rupees Ten only) each and 2,36,80,000 (Two Crores Thirty-Six Lacs and Eighty Thousand) Preference Shares of Rs. 10/- (Rupees Ten only) each with the power to issue both equity shares and preference shares upon such terms and conditions and with such rights and privileges attached thereto as the Board shall determine from time to time and consequently the relevant capital clause in the Memorandum of Association of the Company be accordingly altered.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by substitution of the following new Clause in place of the existing Clause V:

V. The Authorised Share Capital of the Company is Rs. 79,17,24,150/-. (Rupees Seventy-Nine Crores Seventeen Lacs Twenty-Four Thousand One Hundred and Fifty only) divided into 5,54,92,415 (Five Crores Fifty-Four Lakhs Ninety-Two Thousand Four Hundred and Fifteen Only) Equity Shares of Rs. 10/- each and 2,36,80,000 (Two Crores Thirty-Six Lacs and Eighty Thousand) Preference Shares of Rs. 10/- (Rs. Ten) each.

RESOLVED FURTHER THAT for the purposes of giving effect to the above resolution, the Board of the Company, be and is hereby authorized to: (i) sign and file all the necessary forms and other necessary documents as may be required with the statutory authorities including, the Registrar of Companies, NCT of Delhi & Haryana; (ii) do all such acts and deeds that may be required for the purpose of adopting the Restated Articles; and (iii) authorize such person or persons to give effect to the above resolutions and to liaise with concerned authorities with regard to the same.

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**

Mercurio Pallia Logistics Private Limited

Registered Office:

Plot No. 60, IInd Floor, Sector-18,
HUDA Industrial Area,
Gurgaon- 122015, Haryana
Tel: 0124-4918300 to 4918348
Fax: 0124-4918304

Email: info@mercuriopallia.com

Website: www.mercuriopallia.com

Corporate Identity Number

U63010HR2008PTC038593

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY 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. 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.
3. A statement pursuant to Section 102 of the Companies Act, 2013, with respect to Special Business set out in the Notice is annexed hereto.
4. All relevant documents referred to in the accompanying Notice and the Statement annexed pursuant to Section 102 of the Companies Act, 2013, including the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Registered Office up to the date of the Annual General Meeting during normal business hours.
5. Annual Report 2015-16 with Attendance Slip and Proxy form are being sent by electronic mode to all the members whose email addresses are registered with the Company for communication purposes unless a member has requested for a hard copy of the same.
6. The Company has received the requisite consents/ declarations for the appointment of Director and ratification of appointment of Auditors.
7. Members may also note that the Notice of the 08th Annual General Meeting will also be available on the Company's website www.mercuriopallia.com. The physical copies of the Notice of the 08th Annual General Meeting will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at info@mercuriopallia.com.
8. In case of any query relating to the Annual Accounts, the members are requested to send the same to the Company Secretary at the Registered Office of the Company before the commencement of Annual General Meeting, so as to enable the management to keep the information ready for replying at the meeting.

9. The complete particulars of the venue of the Meeting, including route map and prominent land mark for easy location, is specified on the last page of the Annual Report.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to special business mentioned in the accompanying Notice:

ITEM NO. 3

The Board of Directors of the Company (The Board) at its meeting held on February 01, 2016 had pursuant to the provision of Section 161 of the Companies Act, 2013 (The Act) read with rules and as per the provisions of the Articles of Association of the Company, appointed Mr. Pavel Ilichev as an Additional Director of the Company to hold office till the conclusion of ensuing Annual General Meeting.

It is proposed to appoint him as Director of the Company.

None of the Directors, Key Managerial Person or their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the ordinary resolution set forth in Item no. 3 of the Notice for the approval of the members.

ITEM NO. 4

In accordance with the terms of the issue of the 2,31,72,145 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 increase the existing authorized share capital of the Company from present Rs. 56,00,00,000/- to Rs. 79,17,24,150/- in the manner as set out in the resolution.

Upon the proposed increase in the Authorized Share Capital, the Capital Clause of the Memorandum of Association i.e. Clause V is required to be altered accordingly. Accordingly, the approval of the shareholders is now being sought to amend the Capital Clause of the Memorandum of Association in the manner as set out in the resolution.

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**

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Corporate Identity Number

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