

# NOTICE OF THE 07<sup>th</sup> ANNUAL GENERAL MEETING

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Notice is hereby given that the 07<sup>th</sup> Annual General Meeting of the members of Mercurio Pallia Logistics Private Limited will be held on Monday, the 28<sup>th</sup> day of September, 2015 at 12:00 noon at the Registered Office of the Company at Plot No. 60, II<sup>nd</sup> 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, 2015 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), as Auditors of the Company to hold office till the conclusion of 09<sup>th</sup> 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. Philippe Andre Jean Marie Cosse who was appointed as an Additional Director on November 20, 2014 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.”

**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 28, 2015**

**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](mailto:info@mercuriopallia.com)**

**Website: [www.mercuriopallia.com](http://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 2014-15 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 Annual Report 2014-15 (including Notice of the 07<sup>th</sup> Annual General Meeting) will also be available on the Company's website [www.mercuriopallia.com](http://www.mercuriopallia.com).The physical copies of the aforesaid documents 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](mailto: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 November 20, 2014 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. Philippe Andre Jean Marie Cosse 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.

**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 28, 2015**

**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](mailto:info@mercuriopallia.com)**

**Website: [www.mercuriopallia.com](http://www.mercuriopallia.com)**

**Corporate Identity Number**

U63010HR2008PTC038593

# PROXY FORM

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



## 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)

Annual General Meeting- Monday, September 28, 2015

Name of the member(s)

Registered Address

E-mail ID:

Folio No./Client ID:

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DP ID:

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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 Annual General Meeting of the Company, to be held on Monday, September 28, 2015 at 12.00 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.	To receive, consider and adopt the audited annual financial statements of the Company for the financial year ended March 31, 2015 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.
3.	To appoint Mr. Philippe Andre Jean Marie Cosse who was appointed as an Additional Director on November 20, 2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company.

Signed this..... day of..... 2015

.....  
Signature of shareholder

Affix Revenue Stamp
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.....  
Signature of proxy holder(s)

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)

Annual General Meeting- Monday, September 28, 2015

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 Annual General Meeting of the Company held on Monday, September 28, 2015 at 12.00 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 AGM.

# ROUTE MAP - VENUE OF 07<sup>th</sup> AGM

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

**Landmark:** Sector 18, Police Station

