

August 11, 2016

To

Department of Corporate Services BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 BSE Scrip Code: 532749	The Listing Department National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G Bandra Kurla Complex, Bandra (East), Mumbai – 400 051. NSE Symbol: ALLCARGO
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Dear Sir,

Re: Compliances under Regulations 30, 34 and 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- **Proceedings of the 23rd Annual General Meeting of the Members of the Company held on August 10, 2016;**
- **Agenda-wise voting results of the aforesaid meeting; and**
- **Annual Report of the Company for the financial year 2015-16**

We wish to inform you that the Members of the Company at their 23rd Annual General Meeting held on Wednesday, August 10, 2016, at 3.00 p.m. at the Registered Office of the Company have approved all the resolutions proposed in the notice convening the said Annual General Meeting with requisite majority.

In compliance with Regulations 30, 34 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the following:

1. Proceedings of the 23rd Annual General Meeting as **Annexure 1**;
2. Agenda-wise voting results of the 23rd Annual General Meeting along with the Scrutiniser's Report as **Annexure 2 and Annexure 3** respectively; and
3. Annual Report of the Company for the financial year 2015-16 approved and adopted in the 23rd Annual General Meeting of the Company as per provisions of the Companies Act, 2013 as **Annexure 4**.

Kindly acknowledge the receipt and take on record the same.

Thanking you,

Yours faithfully,
For **Allcargo Logistics Limited**

K H. Mirani
Keyur Mirani
Compliance Officer



Encl.: As above

ANNEXURE 1

PROCEEDINGS OF THE 23RD ANNUAL GENERAL MEETING ("MEETING") OF THE MEMBERS OF ALLCARGO LOGISTICS LIMITED HELD ON WEDNESDAY, AUGUST 10, 2016 AT 3.00 P.M. AT AVASHYA HOUSE, CST ROAD, KALINA, SANTACRUZ (EAST), MUMBAI – 400 098

1. Chairman:

In accordance with the provisions of the Articles of Association of the Company and Secretarial Standard - 2 prescribed by the Institute of Company Secretaries of India, Mr. Shashi Kiran Shetty, Chairman of the Board of Directors, occupied the Chair.

2. Quorum:

Since the requisite quorum for the Meeting was present, the Chairman called the Meeting duly constituted and ordered to proceed. Two proxies were received from Members of the Company.

3. Chairman's Statement:

The Chairman extended a warm welcome to all the Members, Board of Directors, Statutory Auditors, Secretarial Auditor and Scrutiniser present at the 23rd Annual General Meeting (AGM) of the Company.

The Chairman informed the Members that all the Board Members were present at the AGM. He then introduced the Board of Directors to the Members.

The Chairman further informed the Members that the Register of Directors' and Key Managerial Personnel and their shareholding under Section 170 of the companies Act 2013 and Register of Contract under Section 189 of the Companies Act, 2013 and other records and documents mentioned in the Notice convening the AGM and the Explanatory Statement under Section 102 of the Companies Act, 2013 were available for inspection during the AGM.

With the permission of the Members present, the Chairman took the Notice convening the AGM along with Explanatory Statement under Section 102 of the Companies Act, 2013 and the Annual Report for the year ended March 31, 2016, having already been circulated to the Members, as read.

The Chairman then addressed the Members and delivered his speech on the overview of the financial performance of the Company, Economic and Industry Outlook and future prospects of the Company.



4. Auditors' Report:

The Chairman informed that there were no audit qualifications, reservations, adverse remarks or disclaimers in the Statutory Auditors' Report and the Secretarial Auditors' Report of the Company for the financial year ended March 31, 2016.

5. Consideration of Agenda Items and decision thereon:

The Chairman informed that since the Company is a listed Company and having more than 1,000 Members, it was compulsorily required to provide remote e-voting facility to the Members in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

Accordingly, the Company had provided remote e-voting facility to its Members for exercising their voting rights electronically through e-voting platform of National Securities Depository Limited (NSDL). The process of remote e-voting commenced at 9:00 a.m. (IST) on Friday, August 05, 2016, which was open for 5 days and was concluded at 5:00 p.m. (IST) on Tuesday, August 09, 2016.

The Chairman further informed that as required under the provisions of the Companies Act, 2013 and Secretarial Standard-2, the Company has arranged voting facility through ballot paper, on all the resolutions contained in the Notice convening the AGM, to those Members who were physically present in the Meeting and were unable to cast their vote electronically during the remote e-voting period.

He further informed the Members that in view of remote e-voting facility and voting facility through ballot paper at the Meeting provided by the Company, voting by show of hands will not be available to Members at the AGM.

He then explained the process of voting through ballot paper to the Members present at the AGM and further informed that if, the Members had already cast their vote electronically, they should refrain from participating in voting through ballot paper as if they cast their vote again, the same would be liable to get rejected by the Scrutiniser.

The Chairman apprised the Members that the Board of Directors of the Company had appointed Mrs. Dipti Mehta, Partner of M/s Mehta & Mehta or failing her Mr. Anshul Jain, Partner of Mehta & Mehta, Practicing Company Secretaries, as Scrutiniser to scrutinise the entire voting process (remote e-voting and voting through ballot paper) in a fair and transparent manner. On completion of voting process, the Scrutiniser would submit his/her report on voting carried out by the Members containing requisite details of voting.



The Chairman further informed that the results of the voting would be announced within prescribed timeline subject to submission of report by the Scrutiniser and thereafter, the result of voting will also be available at the Registered Office of the Company and also be posted on Company's website www.allcargologistics.com and NSDL's website www.evoting.nsdl.com and will be communicated to Stock Exchanges where shares of the Company are listed.

Following agenda items, as mentioned in the Notice convening the AGM of the Company, were proposed to the Members for their consideration and approval.

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2016, together with the reports of the Board of Directors' and Auditors' thereon; and
 - b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2016, together with the report of Auditors' thereon.

The Chairman then invited the Members to ask questions or raise queries on the financial statement of the Company. Some of the Members raised queries and the Chairman replied them satisfactorily.

The Chairman being interested in the agenda item no. 2, he requested Mr. Keki Elavia, Independent Director to take the Chair and conduct the proceedings. Thereafter, with the consent of the Members Mr. Elavia took the Chair and presided over the agenda item no. 2

2. Re-appointment of Mrs. Arathi Shetty (DIN: 00088374) the retiring Director, as Director of the Company, liable to retire by rotation.

Mr. Elavia then requested Mr. Shashi Kiran Shetty to take the Chair and conduct the proceeding of the Meeting.

Mr. Shetty resumed the Chair and presided over with the agenda item no. 3 and item no.4 and remaining proceeding of the Meeting.

3. Appointment of M/s. Shaparia Mehta & Associates, LLP, Chartered Accountants (Firm Registration No. 112350W/W-100051) as Joint Statutory Auditors of the Company in place of retiring Joint Statutory Auditors M/s. Appan & Lokhandwala Associates, Chartered Accountants, (Firm Registration No.117040W) to hold office from the conclusion of this AGM till the conclusion of the 28th Annual General Meeting of the Company subject to ratification of appointment by Members at every Annual General Meeting.



Ratification of appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E00004), as Joint Statutory Auditor of the Company to hold office from the conclusion of this AGM till the conclusion of 24th Annual General Meeting of the Company and authorised the Board to fix their remuneration.

The Board of Directors and Members complimented the retiring auditor M/s. Appan & Lokhandwala Associates, Chartered Accountants for the valuable contribution made by them during their tenure as Auditors of the Company.

4. Appointment of Mr. Adarsh Hegde (DIN:00035040) as Joint Managing Director of the Company for a period of 5 years effective from July 1, 2016 on the terms and conditions and remuneration as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company.

Thereafter, the Chairman initiated the process of voting through ballot paper and requested the Members to fill up their ballot paper as per the instructions contained therein, sign and deposit the same in the ballot box. He also requested the Scrutiniser to submit its report on remote e-voting and voting through ballot papers as soon as possible to enable him to declare the voting results within the prescribed timelines.

He further informed the Members that subject to receipt of requisite numbers of votes, the Resolutions shall deem to have been passed on date of the AGM.

The Chairman then declared the Meeting as concluded and thanked the Members for participating in the Meeting and Scrutiniser for their services during the voting process.

Thereafter, the Members proposed a vote of thanks to the Chairman.

For Allcargo Logistics Limited

K.H. Mirani

**Keyur Mirani
Compliance Officer**



VOTING RESULTS	
Date of AGM/EGM	Wednesday, August 10, 2016 at 3:00 p.m.
Total number of shareholders on record date	24,747 shareholders as on cut-off date - Wednesday, August 03, 2016
No. of shareholders present in the meeting either in person or through proxy:	
- Promoters and Promoter Group :	Four (4)
- Public :	Twenty seven (27)
No. of Shareholders attended the meeting through Video Conferencing	
- Promoters and Promoter Group :	Not Applicable
- Public :	Not Applicable

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution No.: 1								
To receive, consider and adopt:								
a. the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2016 together with the reports of the Board of Directors' and Auditors' thereon; and								
b. the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2016 together with the report of Auditors' thereon.								
Resolution required: (Ordinary/Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={([2]/[1])}*100	[4]	[5]	[6]={([4]/[2])}*100	[7]={([5]/[2])}*100
Promoter and Promoter Group	E-Voting	176,268,640	176,268,048	99.9997	176,268,048	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		176,268,048	99.9997	176,268,048	-	100.0000	-
Public Institutions	E-Voting	35,485,295	34,673,841	97.7133	34,673,841	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		34,673,841	97.7133	34,673,841	-	100.0000	-
Public Non Institutions	E-Voting	40,341,589	26,115,347	64.7355	26,115,240	107	99.9996	0.0004
	Poll		251,314	0.6230	251,314	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total		26,366,661	65.3585	26,366,554	107	99.9996	0.0004
Total		252,095,524	237,308,550	94.1344	237,308,443	107	100.0000	0.0000

Resolution No.: 2

To appoint a Director in place of Mrs. Arathi Shetty (DIN:00088374), who retires by rotation and being eligible, offers herself for re-appointment.

Resolution required: (Ordinary/Special)
Whether promoter/ promoter group are
interested in the agenda/resolution?

Ordinary
Yes

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]* 100	[4]	[5]	[6]=[4]/[2]* 100	[7]=[5]/[2]* 100
Promoter and Promoter Group	E-Voting	176,268,640	176,268,048	99.9997	176,268,048	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		176,268,048	99.9997	176,268,048	-	100.0000	-
Public Institutions	E-Voting	35,485,295	34,673,841	97.7133	27,355,501	7,318,340	78.8938	21.1062
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		34,673,841	97.7133	27,355,501	7,318,340	78.8938	21.1062
Public Non Institutions	E-Voting	40,341,589	26,115,335	64.7355	26,114,928	407	99.9984	0.0016
	Poll		251,314	0.6230	251,314	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total		26,366,649	65.3585	26,366,242	407	99.9985	0.0015
Total		252,095,524	237,308,538	94.1344	229,989,791	7,318,747	96.9159	3.0841

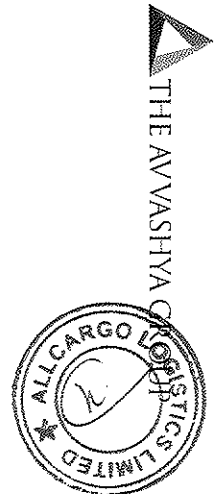
Resolution No.: 3

To appoint and ratify appointment of Auditors and fix their remuneration

Resolution required: (Ordinary/Special)
Whether promoter/ promoter group are
interested in the agenda/resolution?

Ordinary
No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]* 100	[4]	[5]	[6]=[4]/[2]* 100	[7]=[5]/[2]* 100
Promoter and Promoter Group	E-Voting	176,268,640	176,268,048	99.9997	176,268,048	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		176,268,048	99.9997	176,268,048	-	100.0000	-
Public Institutions	E-Voting	35,485,295	34,673,841	97.7133	34,640,480	33,361	99.9038	0.0962
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		34,673,841	97.7133	34,640,480	33,361	99.9038	0.0962
Public Non Institutions	E-Voting	40,341,589	26,115,347	64.7355	26,114,524	823	99.9968	0.0032
	Poll		251,314	0.6230	251,314	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total		26,366,661	65.3585	26,365,838	823	99.9969	0.0031
Total		252,095,524	237,308,550	94.1344	237,274,366	34,184	99.9856	0.0144



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Ingenuity In Motion

Resolution No.: 4

To consider and approve appointment of Mr. Adarsh Hegde (DIN:00034050) as Joint Managing Director of the Company for a period of 5 years effective from July 1, 2016 on the terms and conditions and remuneration as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company

Resolution required: (Ordinary/Special)

Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

Yes

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]* 100	[4]	[5]	[6]=[4]/[2]* 100	[7]=[5]/[2]* 100
Promoter and Promoter Group	E-Voting	176,268,640	176,268,048	99.9997	176,268,048	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		176,268,048	99.9997	176,268,048	-	100.0000	-
Public Institutions	E-Voting	35,485,295	34,673,841	97.7133	34,668,219	5,622	99.9838	0.0162
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		34,673,841	97.7133	34,668,219	5,622	99.9838	0.0162
Public Non Institutions	E-Voting	40,341,589	26,115,537	64.7360	26,115,080	457	99.9983	0.0017
	Poll		251,314	0.6230	251,314	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total		26,366,851	65.3590	26,366,394	457	99.9983	0.0017
Total		252,095,524	237,308,740	94.1345	237,302,661	6,079	99.9974	0.0026

For Allcargo Logistics Limited

K.H. Mirani

Keyur Mirani
Compliance Officer



THE AVASHYA GROUP

allcargo logistics ltd.
Ingenuity In Motion

Mehta & Mehta

COMPANY SECRETARIES

NAVJIVAN SOCIETY BLDG. NO. 3, 12TH FLOOR, OFFICE No. 9, LAMINGTON ROAD, MUMBAI - 400 006.
TEL. : 022-6611 9596 □ E-mail : dipli@mehta-mehta.com □ Website : www.mehta-mehta.com

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management and Administration) Rules, 2014]

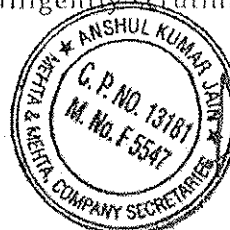
The Chairman
Allcargo Logistics Limited

23rd Annual General Meeting of the Members of Allcargo Logistics Limited
held on Wednesday, August 10, 2016 at Avashya House, CST Road, Kalina,
Santacruz (East), Mumbai - 400 098.

Dear Sir,

I, Anshul Kumar Jain, Partner, M/s. Mehta & Mehta, Company Secretaries, appointed by the Board of Directors of Allcargo Logistics Limited ("the Company") to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the process of remote e-voting and voting through ballot paper at the 23rd Annual General Meeting (AGM) of the Company in respect of the Resolutions as set out in the Notice convening the AGM, do hereby submit my report as follows:

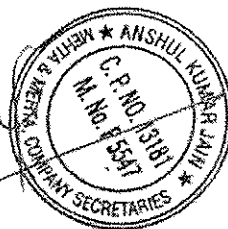
1. The Resolutions were transacted through remote e-voting and voting at the AGM through ballot paper. For the purpose of remote e-voting, the Company engaged the services of National Securities Depository Limited ("NSDL").
2. Voting rights were reckoned on the paid-up value of shares registered in the name of the Members as on Wednesday, August 03, 2016 (cut-off date).
3. The period for remote e-voting commenced on Friday, August 05, 2016 at 9.00 A.M. (IST) and ended on Tuesday, August 09, 2016 at 5.00 P.M. (IST). Remote e-voting was blocked by NSDL at 5.00 P.M. (IST) on Tuesday, August 09, 2016.
4. The facility for voting through ballot paper was made available at the AGM venue for the members attending the meeting and who had not cast their vote through remote e-voting. The ballot box kept at the AGM for this purpose was locked in my presence.
5. After the conclusion of voting at the AGM venue, the locked ballot box was opened and the ballot papers were diligently scrutinized.



6. The ballot papers were thereafter reconciled with the records maintained by the Company and the authorisations/ proxies lodged with the Company. The ballot papers which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
7. Further, the votes cast through remote e-voting were unblocked in the presence of two witnesses' Ms. Madhu Thanvi and Ms. Prachi Shah, neither of whom are in the employment of the Company. The report on votes cast through remote e-voting was generated from NDSL's e-voting website <https://www.evoting.nsdl.com/>.
8. The consolidated results of remote e-voting and voting through ballot paper at the AGM are enclosed as Annexure to this report.

Thanking you,
Yours' faithfully,

Anshul Kumar Jain
Scrutinizer
FCS No : 5547
CP No : 13181



Place : Mumbai
Date : August 11, 2016

Enclosed: Annexure

We the undersigned have witnessed that the votes cast through remote e-voting were unblocked from NDSL's e-voting website <https://www.evoting.nsdl.com> in our presence on Wednesday, August 10, 2016.

Name : Madhu Thanvi
Address : A-202, Ambika Tower,
Jijamata Chowk, Andheri
(East), Mumbai - 400 093

Name : Prachi Shah
Address : 12/41, Navjivan Society,
Lamington Road,
Mumbai - 400 008

For ALLCARGO LOGISTICS LIMITED

Director / Authorised Signatory

Item No. 1(a) and (b): Ordinary Resolution

To receive, consider and adopt:

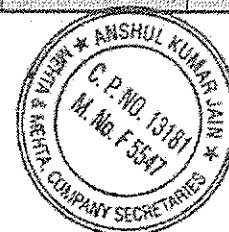
- a. the Audited Financial Statement of the Company for the financial year ended March 31, 2016 together with reports of the Directors and Auditors thereon; and
 b. the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2016 together with the report of Auditors thereon.

Particulars	Remote e-voting		Voting through Ballot paper at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	153	237,057,129	13	251,314	166	237,308,443	99.9999
Votes against the resolution	1	107	-	-	1	107	0.0001
Invalid votes/ Abstain	-	-	1	150	1	150	

Item No. 2: Ordinary Resolution

To appoint a Director in place of Mrs. Arathi Shetty (DIN:00088374), who retires by rotation and being eligible, offers herself for re-appointment:

Particulars	Remote e-voting		Voting through Ballot paper at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	108	229,738,477	13	251,314	121	229,989,791	96.9159
Votes against the resolution	44	7,318,747	-	-	44	7,318,747	3.0841
Invalid votes/ Abstain	-	-	1	150	1	150	



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Item No. 3: Ordinary Resolution

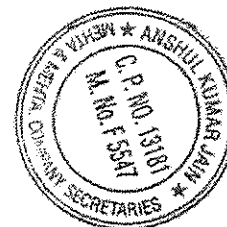
To appoint and ratify appointment of Auditors and fix their remuneration:

Particulars	Remote e-voting		Voting through Ballot paper at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	148	237023052	13	251314	161	237,274,366	99.9859
Votes against the resolution	6	34184	-	-	6	34,184	0.0141
Invalid votes/Abstain	-	-	1	150	1	150	-

Item No. 4: Ordinary Resolution

To consider and approve appointment of Mr. Adarsh Hegde (DIN:00034050) as Joint Managing Director of the Company for a period of 5 years effective from July 1, 2016 on the terms and conditions and remuneration as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company.

Particulars	Remote e-voting		Voting through Ballot paper at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	149	237051347	13	251,314	162	237,302,661	99.9974
Votes against the resolution	5	6079	-	-	5	6,079	0.0026
Invalid votes/Abstain	-	-	1	150	1	150	-



[Handwritten signature]