

Date: 3 August 2018

To,
BSE Limited (Security Code: 540768)
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai-400 001

National Stock Exchange of India Ltd., (Symbol: MAHLOG)
Exchange Plaza, 5th Floor,
Plot No. C/1. "G" Block,
Bandra -Kurla Complex, Bandra (East)
Mumbai -400 051

Dear Sirs,

Sub: Proceedings of the 11th Annual General Meeting of the Company - Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

In compliance with Regulation 30(6) read with Schedule III Part A Para A 13 of Listing Regulations, please find enclosed proceedings of the 11th Annual General Meeting of the Company held on Thursday, 2 August 2018 at 3:30 p.m. (IST) held at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

Kindly take the above on record and acknowledge receipt of the same.

Thanking you,

Yours Faithfully,
For **Mahindra Logistics Limited**



Brijbala Batwal
Company Secretary

Enclosure: As above

Proceedings (in brief) of the 11th Annual General Meeting of the Members of Mahindra Logistics Limited pursuant to Regulation 30(6) read with Schedule III Part A Para A 13 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date, Time and venue of Meeting:

The 11th Annual General Meeting ("AGM" or "the Meeting") of the Members of Mahindra Logistics Limited ("the Company") was held on Thursday, 2 August 2018 at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018. The Meeting commenced at 3.30 p.m. (IST) and concluded at 4:30 p.m. (IST).

Proceedings in brief:

- Mr. Zhooben Bhiwandiwalla, Chairman of the Board, Chaired the Meeting.
- The Chairman welcomed the Members present at the 11th AGM (first AGM of the Company, post IPO).
- As per the attendance record 69 Members were present in person and after ascertaining that the requisite quorum was present, the Chairman called the Meeting to order.
- The Chairman informed that the Company had received 3 valid proxy(ies) from Members holding 300,346 equity shares (representing 0.42% of the paid-up equity share capital) and the proxies received were entered in the Register of Proxies.
- The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013 ("the Act"), Register of Directors' and KMPs and their shareholdings, Register of Contracts and other Documents as mentioned in the Notice of the AGM and explanatory statement thereof, the Memorandum and Articles of Association of the Company and the Certificate from the Statutory Auditors of the Company relating to the implementation of the Company's ESOP Scheme as required to be kept at the Annual General Meeting were kept open for inspection for the Members of the Company during the AGM.
- With the consent of the Members present, the Notice of the 11th Annual General Meeting along with the copies of the Audited Financial Statements including the Audited Consolidated Financial Statements for the Financial Year ended 31 March, 2018 together with the Directors' and Auditors' Reports, which were dispatched to all the Members through permitted modes within the statutory timeline, were taken as read.
- The Chairman further informed the Members present that there were no qualifications or observations or adverse remarks in the Reports of Statutory Auditor and Secretarial Auditor on the Standalone and Consolidated Financial Statements of the Company for the year ended 31 March 2018 and hence the said reports were taken as read, with the consent of the Members present.
- He thereafter, informed that the Company had provided the facility of remote e-voting to the Members of the Company to cast their votes electronically on all resolutions set forth in the Notice of the 11th AGM on the e-voting platform of Central Depository Services (India) Limited

("CDSL"). He further informed that the remote e-voting commenced on Sunday, 29 July 2018 at 9:00 a.m. (IST) and concluded on Wednesday, 1 August 2018 at 5:00 p.m. (IST). The Chairman informed the Members that Makarand M Joshi & Co., Practising Company Secretaries had been appointed as Scrutinizer to scrutinize the voting process through remote e-voting and voting at the Meeting venue.

- Thereafter, the Chairman addressed the Members and delivered his speech briefing the Members present on the performance of the Company, existing industry scenario and business prospects of the Company.
- The Chairman thereafter proceeded with the agenda of the 11th AGM. The following items as stated in the Notice of the 11th AGM were transacted at the Meeting:

Sr. No.	Agenda	Resolution (Ordinary / Special)	Mode of voting
Ordinary Business			Remote e-voting and tab based e-voting at the AGM
1.	Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31 March 2018 and the Reports of the Board of Directors and Auditors thereon	Ordinary Resolution	
2.	Declaration of dividend on equity shares for financial year ended 31 March 2018.	Ordinary Resolution	
3.	Appointment of Director in place of Mr. Parag Shah (DIN: 00374944), who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary Resolution	
Special Businesses			
4.	Approval for Mahindra Logistics Employee Restricted Stock Unit Plan 2018	Special Resolution	
5.	Approval for grant of Restricted Stock Units to the employees of Holding Company of the Company under Mahindra Logistics Employee Restricted Stock Unit Plan 2018	Special Resolution	
6.	Re-appointment of Mr. Ajay Mehta (DIN:07102804) as Non-Executive Independent Director for a consecutive term of 5 years.	Special Resolution	
7.	Appointment of Ms. Avani Davda (DIN: 07504739) as Non-Executive Independent Director w.e.f. 6 June 2018 till AGM to be held in the year 2022.	Ordinary Resolution	
8.	Approval of right to appoint Investor Director on the Board of the Company.	Special Resolution	

- The Chairman invited and addressed the queries and clarifications sought by the Members.
- The Chairman requested the Members who were present at the AGM and had not cast their votes electronically to proceed to cast their votes through the electronic voting system arranged at the AGM venue. The Chairman informed the Members that the combined results of the e-voting (remote e-voting and e-voting at AGM venue) along with the consolidated Scrutinizers report shall be declared within 48 hours of the Meeting and would be communicated to the Stock Exchanges where equity shares of the Company were listed and uploaded on the website of the Company and CDSL simultaneously and on the notice Board at the registered office and corporate office of the Company.
- The Chairman thanked the Members present. The AGM concluded at 4:30 p.m. (IST).

This document does not constitute minutes of the proceedings of the Annual General Meeting of the Company.

For Mahindra Logistics Limited



Brijbala Batwal
Company Secretary