



MAHINDRA LOGISTICS LIMITED

Registered Office: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai-400 018.

CIN: L63000MH2007PLC173466

Website: www.mahindralogistics.com • E-mail: cs.mll@mahindra.com • Phone: +91 22 2490 1441 • Fax: +91 22 2490 0833

ATTENDANCE SLIP

11th Annual General Meeting – Thursday, 2 August 2018.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Name and Address
of the First named Member:

Name of the Joint holder(s), if any:

DP Id/Client Id:

Folio No.:

No. of Shares:

Name of Proxy/Authorised Representative:

I/We certify that I/We am/are Member(s)/Proxy for the Member(s) of the Company.

I/We hereby record my/our presence at the 11th Annual General Meeting ("Meeting") of the Company held on Thursday, 2 August 2018 at 3:30 p.m. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

Signature of First holder/Proxy/Authorised Representative: _____

Signature of 1st Joint holder: _____

Signature of 2nd Joint holder: _____

Notes:

1. Only Shareholders of the Company and/or their Proxy/Authorised Representative will be allowed to attend the Meeting;
2. You are requested to bring your copy of the Annual Report to the Meeting;
3. Joint Shareholders desiring to attend the Meeting may obtain additional attendance slips on request.



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E-VOTING SLIP

Name:

Folio No.:

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	* DEFAULT PAN
180614005		

* Only Members who have not updated their PAN with the Company/Depository participant shall use default PAN in the PAN field.

- Notes:
1. The remote e-voting period will commence on Sunday, 29 July 2018 (9:00 a.m. IST) and will end on Wednesday, 1 August 2018 (5:00 p.m. IST).
 2. Member of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 26 July 2018, shall be entitled to avail the facility of e-voting as well as voting at the 11th Annual General Meeting.
 3. Please read instructions given overleaf before voting electronically.

Instructions for e-voting:

Members are requested to follow the instructions given below before they cast their votes through remote e-voting:

- (i) The Members should log on to the e-voting website www.evotingindia.com and click on Shareholders/Members tab and enter their user ID (for CDSL: 16 digits beneficiary ID and for NSDL: 8 Character DP ID followed by 8 Digits Client ID, for Members holding physical folio enter folio number registered with Company) and enter the Image verification and click on Login.
- (ii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted earlier for any company, then your existing password is to be used.
- (iii) If you are a first-time user, please follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat and physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the e-voting Slip.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (i).

- (iv) After entering these details appropriately, click on "SUBMIT" tab.
- (v) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for **Mahindra Logistics Limited-180614005**
- (viii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution and to view the entire Resolution details click on "RESOLUTIONS FILE LINK".
- (ix) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote and can take print of the votes cast by clicking on "Click here to print" option.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xii) **Shareholders can also cast their vote by downloading CDSL's mobile app "m-Voting" available on Google Play Store, Apple and Windows phone and follow the instructions prompted on the mobile app.**
- (xiii) Non-Individual Shareholders and Custodian are required to log on to www.evotingindia.com to register themselves as Corporates and e-mail the scanned copy of the registration form bearing the stamp and sign of entity to helpdesk.evoting@cdslindia.com and scrutinisers@mmjc.in for verification. After receiving the login details a Compliance user should be created using the admin login and password. The Compliance User would be able to link the accounts for which they wish to vote on and have to e-mail the list of accounts linked to helpdesk.evoting@cdslindia.com and will be able to cast their vote, on approval of the same. A scanned copy of the Board resolution and Power of Attorney (POA) in favour of the Custodian, if any, should be uploaded in the system and e-mailed to scrutinisers@mmjc.in for verification.

Voting at Meeting:

The facility for voting through electronic voting system or through ballot paper shall be made available by the Company at the Meeting for those Members who have not cast their vote through remote e-voting.

Members who have already cast their votes by remote e-voting are eligible to attend the Meeting but shall not be entitled to cast their vote again.

General Instructions:

- (i) In case you have any queries or issues or grievances regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800225533 or contact Mr. Rakesh Dalvi, Deputy Manager, CDSL, A-Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compounds, N.M. Joshi Marg, Lower Parel (East), Mumbai-400 013 at +91 22 2305 8542.
- (ii) Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (iii) The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. Thursday 26 July 2018.
- (iv) M/s. Makarand M Joshi & Co., Practising Company Secretaries, (Membership No. F5533) have been appointed as Scrutiniser to scrutinize the voting process through remote e-voting and voting at the Meeting venue in a fair and transparent manner.



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FORM NO. MGT-11

PROXY FORM

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

Name of the Member(s) :	
Registered address :	
E-mail Id :	
Folio No. :	
DP Id/Client Id :	

I / We, being the Member(s) of Mahindra Logistics Limited holding _____ equity shares of the above named Company, hereby appoint:

Name :	
Address :	
E-mail Id :	
Signature	

Or failing him/her

Name :	
Address :	
E-mail Id :	
Signature	

Or failing him/her

Name :	
Address :	
E-mail Id :	
Signature	

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the Company to be held on **Thursday, 2 August 2018 at 3:30 p.m. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Nature of Resolutions	Voting (please see note no.4)	
		For	Against
	Ordinary Business:		
1.	To receive, consider and adopt 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		
2.	Declaration of dividend on equity shares for financial year ended 31 March 2018.		
3.	Appointment of Director in place of Mr. Parag Shah (DIN:00374944), who retires by rotation and, being eligible, offers himself for re-appointment.		
	Special Business:		
4.	Special Resolution: Approval for Mahindra Logistics Employee Restricted Stock Unit Plan 2018		
5.	Special Resolution: 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		
6.	Special Resolution: Re-appointment of Mr. Ajay Mehta (DIN:07102804) as Non-Executive Independent Director for a consecutive term of 5 years.		
7.	Ordinary Resolution: 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.		
8.	Special Resolution: Approval of right to appoint Investor Director on the Board of the Company.		

Signed this _____ day of _____ 2018.

Signature of Shareholder

Affix
Revenue
Stamp

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

Notes:

1. A Proxy need not be a Member of the Company and shall prove his identity at the time of attending the Meeting. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty (50) Members and holding in aggregate not more than ten percent (10%) of the total Share Capital of the Company. A Member holding more than ten percent (10%) of the total Share Capital of the Company may appoint a single person as Proxy for his entire shareholding, who shall not act as Proxy for any other person or Member.

If a Proxy is appointed for more than fifty (50) Members, the Proxy shall choose any fifty (50) Members and confirm the same to the Company forty-eight (48) hours before the commencement time of the 11th Annual General Meeting. In case, the Proxy fails to do so, the Company shall consider only the first fifty (50) Proxies received as valid.

2. This form of Proxy in order to be effective should be duly signed, stamped & cancelled, completed and deposited at the Registered Office of the Company, not less than 48 hours before the time of commencement of the Meeting.
3. Please complete all details of Member(s) in the form before submission.
4. It is optional to indicate your preference. If you leave the 'for' and 'against' column blank on all/any resolutions, your Proxy(ies) will be entitled to vote on Poll (if taken) in the manner as he/she thinks fit.