



MAHINDRA LOGISTICS LIMITED

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

Website: www.mahindralogistics.com • E-mail: cs.mll@mahindra.com • Phone: +91 22 2490 1441 • Fax: +91 22 2490 0833
CIN: L63000MH2007PLC173466 • ISIN: INE766P01016

ATTENDANCE SLIP

12th Annual General Meeting – Thursday, 1 August 2019.

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:

Name of the Proxy/Authorised Representative:

DP ID & Client ID or Folio No.:

No. of equity shares held:

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 12th Annual General Meeting ("Meeting") of the Company held on Thursday, 1 August 2019 at 3:30 p.m. (IST) at the 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 Members of the Company or their Proxy/Authorised Representative(s) 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:

DP ID & Client ID or Folio No.:

ELECTRONIC VOTING PARTICULARS

EVS (Electronic Voting Sequence Number)	USER ID	* DEFAULT PAN
190611005		

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

- Notes:
1. The remote e-voting period will commence on **Sunday, 28 July 2019 [9:00 a.m. (IST)]** and will end on **Wednesday, 31 July 2019 [5:00 p.m. (IST)]**.
 2. Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 25 July 2019, shall be entitled to avail the facility of remote e-voting or voting at the venue of 12th Annual General Meeting.
 3. Please read the instructions given overleaf before voting electronically.

Instructions for e-voting:

Members are requested to follow the instructions given below before they cast their votes:

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 shares 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 as well as 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 the Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (i).

- (iv) 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.
- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Members holding equity shares in physical form will then directly reach the Company selection screen. However, Members holding equity 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.
- (vii) For Members holding equity shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for **Mahindra Logistics Limited – 190611005**
- (ix) 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/agree to the Resolution and option NO implies that you dissent/disagree to the Resolution. To view the entire Resolution details click on "RESOLUTIONS FILE LINK".
- (x) 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.
- (xi) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote. You can take a print of the votes cast by clicking on "Click here to print" option.
- (xii) Members 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 Members and Custodians 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 the 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 venue 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(s) in the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, 25 July 2019.
- (iv) Mr. Makarand Joshi of 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	:	
DP ID & Client ID or Folio No.	:	

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 12th Annual General Meeting of the Company to be held on **Thursday, 1 August 2019 at 3:30 p.m. (IST) at the 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 Nos.	Nature of Resolutions	Voting (please see note no.4)	
		For/ Assent	Against/ Dissent
	Ordinary Business:		
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2019 and the Reports of the Board of Directors and Auditors thereon.		
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2019 and the Report of Auditors thereon.		
3.	Declaration of final dividend at the rate of ₹ 1.80 per equity share of ₹ 10/- each fully paid, for the financial year ended 31 March 2019.		
4.	Appointment of Director in place of Mr. Zoooben Bhiwandiwalla (DIN:00110373), who retires by rotation and, being eligible, offers himself for re-appointment.		
	Special Business:		
5.	Ordinary Resolution: Approval for appointment of Mr. S. Durgashankar (DIN:00044713) as a Non-Executive Director of the Company.		
6.	Special Resolution: Approval for payment of remuneration to the Non-Executive Non-Independent Directors of the Company.		
7.	Ordinary Resolution: Approval for entering into Material Related Party Transactions.		

Signed this _____ day of _____ 2019.

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/her 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 carrying voting rights. A Member holding more than ten percent (10%) of the total Share Capital of the Company carrying voting rights may appoint a single person as Proxy for his/her 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 12th Annual General Meeting ("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 completed, signed, stamped, cancelled and deposited at the Registered Office of the Company at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai-400 018 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'/'assent' and 'against'/'dissent' 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.
5. Appointing a Proxy does not prevent a Member from attending the Meeting in person if he/she wishes to attend.