

#### NOTICE

Regd. Off: Unit No. 611, Skylon Co-operative Housing Society, GIDC, Char Rasta, Vapi–396195 Tel: 022-24318550, Fax: 022-24372200, Email: cslogistics@asisindia.com, Website: www.asislogistics.com CIN: L51100GJ1972PLC036313

NOTICE is hereby given that the 43<sup>rd</sup> Annual General Meeting of the Members of **ASIS Logistics Limited** will be held at Unit No. 611, Skylon Co-operative Housing Society, GIDC, Char Rasta, Vapi-396195, Gujarat on Thursday, September 29, 2016 at 12.30 p.m. to transact, with or without modifications, as may be permissible, the following business:

## **ORDINARY BUSINESS**

- 1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 and the Reports of Directors and the Auditors thereon.
- 2. To appoint a Director in place of Mr. Rakesh Kumar Agarwal (DIN 00244328), who retires by rotation and is eligible for re-appointment.
- 3. To consider and, if thought fit, approve with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force), and other applicable rules, if any, M/s. Agarwal Desai and Shah, Chartered Accountants (Firm Registration No.124850W), who have offered themselves for reappointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 48<sup>th</sup> Annual General Meeting (AGM) of the Company, on such remuneration plus service tax, out of pocket expenses and travelling expenses etc., as may be mutually agreed between the Board of Directors and the Auditors based on the recommendation of the Audit Committee."

### **SPECIAL BUSINESS**

4. To consider and if thought fit to pass with or without the following resolution as special resolution

"RESOLVED THAT pursuant to section 94(1) and other applicable provision of, if any, of Companies Act, 2013("Act") and rules made thereunder (including any statutory modification(s) or re- enactment there -of for time being in force), consent of the members of the company be and hereby accorded to keep the register and Index of members and other register and records to be maintained under section 88(1) of the act and copies of annual return filled under section 92 of the act together with the copies of the certificate and documents required to be annexed thereto or any documents as may be required, at the corporate office of the company situated at A wing, 2nd Floor, Mhatre Pen Building, Senapati Bapat Marg, Dadar West, Mumbai, Maharashtra 400028.

RESOLVED FURTHER THAT all other statutory registers and minutes books as may be required to be maintained by the company at the registered office as per the act and rules made thereunder be and are hereby maintained at corporate office of the company situated at A wing, 2nd Floor, Mhatre Pen Building, Senapati Bapat Marg, Dadar West, Mumbai, Maharashtra 400028.



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board of director of the company or company's authorized signatory, authorized to intimate to the registrar of companies and to do all such act, deed and thing as may be necessary, for the purpose of giving effect to this resolution.

August 12, 2016

For and on behalf of the Board

Regd. Office: Unit No. 611, Skylon Co-operative Housing Society, GIDC, Char Rasta, Vapi-396195

Hiren Chandrakant Oza Chairman

### **NOTES:**

- 1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in the meeting and such proxy need not be a Member of the Company.
- 2. An explanatory statement pursuant section 102 of the Companies Act, 2013,in respect of special business to be transacted at AGM, is annexed hereto.
- 3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member
- 4. The instrument appointing proxy, in order to be effective, must be received by the Company at the Registered Office, duly completed signed and stamped, not less than 48 hours before the commencement of the Meeting. Proxies are requested to sign the attendance slip annexed to the proxy form and hand it over at the gate of the venue of the Meeting.
- 5. Corporate Members are requested to send a board resolution duly certified, authorising their representative to attend and vote on their behalf at the Annual General Meeting.
- 6. The proxy form should be signed by the appointer or his/her attorney duly authorised in writing or, if the appointer is a body corporate, the proxy form should be signed by an officer of the Company under his/her official seal or an attorney duly authorised by him/her.
- 7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 8. The Register of Directors Shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the meeting.
- 9. The Register of Members and Share Transfer Book of the Company will remain closed from Wednesday, the September 21, 2016 to Thursday, the September 29, 2016 (both days inclusive).
- 10. Members holding shares in physical form are requested to intimate any change in address, change of name, bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, e-mail address, contact numbers, etc., to the Company's Registrar & Transfer Agents, Link Intime India Pvt. Ltd., B 102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara—390020. Email: vadodara@linkintime.co.in). Members holding shares in dematerialised form are requested to intimate such changes to their respective depository participants.
- 11. Members can avail of the facility of nomination in respect of securities held by them in physical form pursuant to the provision of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed form duly filled-in to RTA.
- 12. Copies of Notice, Annual report are being sent by electronic mode to those members whose email ids are available with our R&T agents unless members requested for physical copy. For members whose email ids are not available physical copy has been sent by permitted mode.
- 13. Relevant documents referred to in the accompanying Notice and the explanatory statement, the Statutory Registers, the Audited Financial Statements, the Directors' Report and the Auditor's Report, will remain open for inspection at 'A' Wing, 2nd Floor, Mhatre Pen Bldg., Senapati Bapat Marg, Dadar (W), Mumbai 400 028 on all working days between 09:00 am to 5:00 pm. excluding Saturdays, Sundays and public holidays upto the date of the AGM. The Audited Financial Statements, the Directors' Report and the Auditor's Report will be placed on the Company's website on www.asislogistics.com.



- 14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- 15. Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Directors eligible for re-appointment vide item no. 2 is as follows:

Name of the Director	Mr. Rakeshkumar Agarwal
Date of Birth	10/06/1963
Date of Appointment	14/08/2014
Qualifications	B. E.(Mechanical Eng.)
Expertise	Operational matters
Directors in other Public Companies	Shirdi Industries Ltd
	2. ASIS Global Limited
	3. ASIS Plywood Pvt. Ltd
Chairmanship/Membership of Committees	NIL
Shareholding	NIL
Relationship with any Director(s) of the	Brother of Mr. Mukesh Bansal
Company	

## 16. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Rules, 2015 and as per Regulation 44 of the Securities and Exchange Board of India (SEBI), (Listing Obligation and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 43<sup>rd</sup> Annual General Meeting (AGM). The business shall be transacted through ("remote e-voting") Services provided by National Securities Depository Limited

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 43rd AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Mr. SANJIB KUMAR SANDHIBIGRAHA, Cost accountant (in whole-time practice) (Certificate of Practice Number 102995) as the Scrutinizer for conducting the remote evoting and the voting process at the AGM in a fair and transparent manner.

#### The procedure and instructions for e-voting are as follows

- 1. The procedure and instructions for the voting through electronics means are as follows:
  - i) The ("remote e-voting") period begins on September 26, 2016 (10.00 a.m) and ends on September 28, 2016 (5.00 p.m). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 22, 2016, may cast their vote electronically. The ("remote e-voting") module shall be disabled by NSDL for voting thereafter
  - ii) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]
  - Open email and open PDF file with your DP ID & Client ID or Folio No. as Password. The said PDF file contains your User ID and Password for e-voting. Please note that the Password is an initial password.



- iv) Launch the internet browser by typing the following https://www.evoting.nsdl.com
- v) Click on "Shareholder Login".
- vi) Put User ID and Password as initial Password noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
- vii) If you are logging in for the first time, Password change menu appears. Change the Password with new Password of your choice with minimum 8 digits/characters or combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password.
- viii) Home page of "e-voting" opens. Click on "e-Voting": Active Voting Cycles. Select "EVEN (E-Voting Event Number)" of Asis Logistics Limited. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end of voting period i.e. up to close of September 28, 2016 (5.00 p.m.)., whichever is earlier.
- ix) Now you are ready for "e-voting" as "Cast Vote" page opens.
- Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified. Upon confirmation, the message "Vote cast successfully" will be displayed
- xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to bknath@asisindia.com with a copy marked to evoting@nsdl.co.in.
- xii) Initial password will be provided separately EVEN (E Voting Event Number) USER ID PASSWORD
- xiii) Please follow all steps from 3(i) to 3(xii) above, to cast your vote.
- xiv) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and evoting user manual for members available at the Downloads section of www.evoting.nsdl.com/
- II. The Results shall be declared at the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.asislogistics.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- IV. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- VII. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on <a href="www.evoting.nsdl.com">www.evoting.nsdl.com</a> or contact NSDL at the following toll free no.: 1800-222-990.
- **VIII.** A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM)
- **IX.** A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- **X.** The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" for all those members who are present at the AGM) have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the



conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

### EXPLANATORY STATEMENT PURSUANT SECTION 102 OF THE COMPANIES ACT, 2013,

#### Item No.4

In terms of the provisions of section 94(1) of the Companies act 2013 ("act") Register and copies of the Returns as aforesaid may also be kept at any other place in India other than at the registered office of the company, in which more than one tenth of the total number of members entered in the register of member reside, if approved by Special resolution by the members of the company.

The Board recommends to keep the Register and index of the members and other Register /records required to be maintained under by the company, copies of annual return under section 92 of the act together with the copies of certificates and documents required to be annexed thereto or any documents as be required at corporate office of the company situated at A Wing, 2<sup>nd</sup> Floor, Mhatre Pen Building, Senapati Bapat Marg, Dadar West, Mumbai, 400028.

None of the directors and/or key managerial personnel of the company and/or their respective relatives are in any way concerned or interested in aforesaid special resolution.

August 12, 2016

For and on behalf of the Board

Regd. Office: Unit No. 611, Skylon Co-operative Housing Society, GIDC, Char Rasta, Vapi-396195

Hiren Chandrakant Oza Chairman



## ROUTE MAP FOR SKYLON CO-OPERATIVE HOUSING SOCIETY





## **ASIS LOGISTICS LIMITED**

(Formerly known as Paraan Limited)

(CIN-L51100GJ1972PLC036313)

Regd. Office:- Unit No. 611, Skylon Co-operative Housing Society, GIDC, Char Rasta, Vapi-396195

## **ATTENDANCE SLIP**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id	Folio No.	
Client Id	No. Of Shares.	

## NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 43 <sup>rd</sup> ANNUAL	<b>GENERAL</b>	MEETING of the	e Company held or	n September
29, 2016 at 12.30 p.m. at the Registered Office.				

Applicable for investors holding shares in electronic form.	Signature of Shareholder / proxy
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## **ASIS LOGISTICS LIMITED**

(Formerly known as Paraan Limited)

(CIN-L51100GJ1972PLC036313)

Regd. Of	fice:- Unit No. 6	611, Skylon Co-	operative Housi	ng Society, GID	C, Char Rasta,	Vapi-396195

#### **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. / Client Id	
DP ID	
I/We, being the member(s) of shares	of ASIS Logistics Ltd., hereby appoint:
1. Name:	Address:
E-mail ld:o	r failing him/ her
2. Name:/	Address:
E-mail ld: o	r failing him/ her
3. Name:	Address:
E-mail Id:	

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43<sup>rd</sup> Annual General Meeting of the Company, to be held on **September 29, 2016 at 12.30 p.m.** at the Registered Office and at any adjournment thereof in respect of such resolutions as are indicated below:



RESOLUTIONS	FOR	AGAINST
1. Adoption of the audited financial statements of the Company for the financial year ended March 31, 2016 together with the reports of the Board of Directors and Auditors' thereon		
2. Re-appointment of Mr. Rakeshkumar Agarwal, ( DIN 00244328) as a Director of the Company		
3. Appointment of M/s. Agarwal Desai and Shah, Chartered Accountants (FRN NO. 124850W), as the Statutory Auditors of the Company to hold office from the conclusion of this AGM for a period of 5 Years and fixing their remuneration		
4. To keep the register and Index of members and other register and records to be maintained under section 88(1) of the act and copies of annual return filled under section 92 of the act together with the copies of the certificate and documents required to be annexed thereto or any documents as may be required ,at the corporate office of the company situated at A wing, 2nd Floor, Mhatre Pen Building, Senapati Bapat Marg, Dadar West, Mumbai, Maharashtra 400028		

Signed thisday of September, 2	2016	Affix Rs. 1 Revenue Stamp
	Signature of Member	
Signature of first proxy holder Signature	gnature of second proxy holder Signature of third proxy hold	er

Notes: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.