

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Members of GODREJ CONSOVEYO LOGISTICS AUTOMATION LIMITED (Formerly Godrej Efacec Automation and Robotics Limited) will be held on 30th day of August, 2018, at 12.00 noon at the Registered Office of the Company, 701, A Wing, Reliable Tech Park, off. Thane-Belapur Road, Airoli, Navi Mumbai 400708, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Panagiotis Papamanoglou (DIN:07346647), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Dirk Andre Schenk (DIN:07347270), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as Special Resolution for increase in borrowing power of the Company:

“RESOLVED that pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 30 Crores (fund based) at any one point of time”

RESOLVED FURTHER THAT the Board of Director be and is hereby authorized to negotiate limits with the Bankers for availing the funded and non-funded bank limits (including guarantees facilities), determine the terms and conditions including fixing the rate of interest, tenor etc. for each borrowing and for such purpose create and place fixed deposits as collateral execute loan agreement, Demand promissory Notes, Pledge/Hypothecation agreement, and other documents and deeds, receipts, acknowledgements and discharge in connection with the borrowings of the Company within the funded and non-funded borrowing limits as prescribed above.

RESOLVED FURTHER THAT the authority be and is hereby granted to issue short term and long term debt instruments of the Company, including by way of issue of Debentures or

such other instruments like commercial papers etc. in one or more tranches, such that the total outstanding borrowing by way of issue of such instruments outstanding at any one point of time shall not exceed aforesaid limit.

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any Director or any others person as it may deem fit subject to the provision of the Companies Act, 2013.”

5. To ratify the remuneration payable to the Cost Auditors for the financial year 2018-19 and to consider, and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), remuneration of Rs. 2,00,000/- (excluding all taxes and reimbursement of out-of-pocket expenses) payable to M/s. P. D. Dani & Associates, Cost Accountants, (Firm Registration No. 000593) appointed by the Board of Directors as the Cost Auditors of the Company to conduct the audit of the cost records of the Company in respect of the product of the Company, for the financial year 2018-19, as approved by the Board of Directors, be and is hereby ratified.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

6. To consider and, if thought fit, appoint Mr. Pieter Lieuwe Feenstra (DIN:07962644) as a Director of the Company, by passing with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 152, 160 and 161 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Pieter Lieuwe Feenstra (DIN:07962644) who was appointed as an Additional Director on the Board of the Company, with effect from 5th December, 2017 and who holds office as such upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to take all necessary or desirable steps for the aforesaid purpose and matters incidental thereto.”

7. To consider and, if thought fit, appoint Mr. Andreas Ebert (DIN:08109066) as a Director of the Company, by passing with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 152, 160 and 161 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Andreas Ebert (DIN:08109066) who was appointed as an Additional Director on the Board of the Company, with effect 3rd May, 2018

and who holds office as such upto the date of this Annual General Meeting and, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to take all necessary or desirable steps for the aforesaid purpose and matters incidental thereto.”

NOTES:

- (a) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business mentioned under Item Nos. 4, 5, 6 and 7 as set out in the Notice is annexed hereto.
- (b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty 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 proxy for any other person or Member. Proxies in order to be effective should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. A proxy so appointed shall not have any right to speak at the Meeting. A Proxy Form in Form MGT-11 is annexed to this Annual Report and marked **Annexure I**.

Proxies submitted on behalf of the limited companies, societies, partnership firms, etc., must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.

- (c) Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, are requested to send a certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the Meeting.
- (d) M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration No. 012754N/N500016), were appointed as the Statutory Auditors of the Company by the Members at the 21st Annual General Meeting (AGM) held on 8th August, 2017 for a term of 5 consecutive years upto the 26th AGM to be held in 2022, subject to ratification by the Members at every AGM.

The first proviso to Section 139 of the Companies Act, 2013 which provided for the ratification of appointment of the Statutory Auditors by the Members at every AGM has been omitted by the Companies Amendment Act, 2017 w.e.f. 7th May 2018. Hence, the appointment of Statutory Auditors shall continue to be valid till the conclusion of the 5 consecutive AGMs and no ratification of appointment of Statutory Auditor is required at the ensuing AGM. Hence the Resolution to this item is not being included in the Notice to the AGM.

- (e) Brief Resume of Directors proposed to be re-appointed, as stipulated in Secretarial Standards as issued by the Institute of Company Secretaries of India is provided after the Explanatory Statement to this Notice.
- (f) Relevant documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during office hours on all days except Sundays and public holidays, upto the date of the 22nd Annual General Meeting.

By order of the Board of Directors

Godrej Consoveyo Logistics Automation Limited
(Formerly Godrej Efacec Automation and Robotics Limited)

For Godrej Consoveyo Logistics Automation Limited
(Formerly Godrej Efacec Automation and Robotics Limited)

Sd/-
Suneeta Mane
Company Secretary
Membership No.: A26206

Mumbai, 30th August, 2018

Registered Office:
701, A Wing,
Reliable Tech Park,
off. Thane-Belapur Road,
Airoli, Navi Mumbai 400 708

ANNEXURE TO NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following Statement, as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to the business under Item Nos. 4, 5, 6 and 7 mentioned in the accompanying Notice dated 30th August, 2018.

Item No. 4

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid-up capital and free reserve of the Company, only if the same is approved by the Members of the Company.

Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid –up capital and free reserve i.e. Up to Rs. 30 Crores.

None of the Directors and/or, Key Managerial Personnel and their relatives are concerned with or interested, financially or otherwise, in the proposed Resolution as set out in Item No. 4 of this Notice.

Accordingly, the Directors commend the Special Resolution to the Members for their approval.

Item No. 5

In accordance with the provisions of Section 148 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Board of Directors of the Company, approved the appointment of M/s. P. D. Dani & Associates, Cost Accountants, as the Cost Auditors of the Company for the financial year 2018-19, for conducting the audit of the cost records of the products of the Company (as specified in the Resolution), at a remuneration of Rs. 2,00,000/- (excluding all taxes and reimbursement of out-of-pocket expenses).

The remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

None of the Directors and/or, Key Managerial Personnel and their relatives are concerned with or interested, financially or otherwise, in the proposed Resolution as set out in Item No. 5 of this Notice.

Accordingly, the consent of the Members is sought for passing Ordinary Resolution as set out in Item No. 4 of this Notice for ratification of remuneration payable to the Cost Auditors for the financial year 2018-19.

Item No. 6:

Pursuant to Section 161 of the Companies Act, 2013, Mr. Pieter Lieuwe Feenstra (DIN: 07962644), was appointed as an Additional Director on the Board with effect from 5th December, 2017 and holds office upto the date of this Annual General Meeting.

In view of Mr. Pieter Lieuwe Feenstra, possessing significant experience and expertise, his continuance as a Director would be highly beneficial to the Company. It is therefore considered desirable that the Board should continue to receive the benefit of his expertise, as a Director of the Company. The Directors, therefore, commend his appointment to the Members for their acceptance.

No Directors or Key Managerial Personnel or their relatives, except Mr. Pieter Lieuwe Feenstra, is concerned with or interested, financially or otherwise, in the proposed Resolution as set out in Item No 6 of this Notice.

Accordingly, the Directors commend the Ordinary Resolution to the Members for their approval.

Item No. 7:

Pursuant to Section 161 of the Companies Act, 2013, Mr. Andreas Ebert (DIN: 08109066), was appointed as an Additional Director on the Board with effect from 3rd May, 2018 and holds office upto the date of this Annual General Meeting.

In view of Mr. Andreas Ebert, possessing significant experience and expertise, his continuance as a Director would be highly beneficial to the Company. It is therefore considered desirable that the Board should continue to receive the benefit of his expertise, as a Director of the Company. The Directors, therefore, commend his appointment to the Members for their acceptance.

No Directors or Key Managerial Personnel or their relatives, except Mr. Andreas Ebert, is concerned with or interested, financially or otherwise, in the proposed Resolution as set out in Item No 7 of this Notice.

Accordingly, the Directors commend the Ordinary Resolutions to the Members for their approval.

By order of the Board of Directors
For **Godrej Consoveyo Logistics Automation Limited**
(Formerly Godrej Efacec Automation and Robotics Limited)

Sd/-
Suneeta Mane
Company Secretary
Membership No.: A26206

Mumbai, 30th August, 2018

Registered Office:
701, A Wing,
Reliable Tech Park,
off. Thane-Belapur Road,
Airoli, Navi Mumbai 400 708

ATTENDANCE SLIP

Godrej Consoveyo Logistics Automation Limited

(Formerly Godrej Efacec Automation and Robotics Limited)

Registered Office: 701-A, Reliable Tech Park, off Thane-Belapur Road, Airoli, Navi Mumbai, 400 708.

CIN: U28990MH1996PLC104088

22nd Annual General Meeting 30th August, 2018

Name of the member(s):	
Name of the Proxy:	
No. of shares :	
Folio No. / *DP id and Client id:	

**Applicable for investors holding shares in electronic form*

I/We hereby record my/our presence at the **22nd ANNUAL GENERAL MEETING** of the Company on Thursday, 30th August, 2018 at 12:00 noon at the Registered Office of the Company, 701-A, Reliable Tech Park, off Thane-Belapur Road, Airoli, Navi Mumbai, 400 708.

Member's / Proxy's Signature
(To be signed at the time of handing over this slip)

- Notes.** 1. Please complete this attendance slip and hand it over at the entrance of the meeting hall.
2. Joint shareholders may obtain additional attendance slip at the venue of the meeting.

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]

Godrej Consoveyo Logistics Automation Limited

(Formerly Godrej Efacec Automation and Robotics Limited)

Registered Office: 701-A, Reliable Tech Park, off Thane-Belapur Road, Airoli, Navi Mumbai, 400 708.

CIN: U28990MH1996PLC104088

Name of the Member(s)	
Registered Address	
Email Id	
Registered Folio No	

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name :
Address :
E-mail Id :
Signature :....., or failing him

2. 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 22nd Annual General Meeting of the Company, to be held on 30th day, August, 2018 at 12.00 noon at the Registered Office of the Company, 701-A, Reliable Tech Park, off Thane-Belapur Road, Airoli, Navi Mumbai, 400 708 and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS:
1. Adoption of the Financial Statements for the financial year ended 31 st March, 2018.
2. Re-appointment of Mr. Panagiotis Papamanoglou (DIN: 07346647) as a Director liable to retire by rotation.
3. Re-appointment of Mr. Dirk Andre Schenk (DIN: 07347270) as a Director liable to retire by rotation.
SPECIAL BUSINESS:
4. To pass Special Resolution for increase in the borrowing power of the Company
5. To ratify the remuneration payable to the Cost Auditors for the financial year 2018-19.
6. Appointment of Mr. Pieter Lieuwe Feenstra (DIN: 07962644) as a Director of the Company.
7. Appointment of Mr. Andreas Ebert (DIN: 08109066) as a Director of the Company.

Signed this..... day of..... 2018

Signature of shareholder

Signature of Proxy holder(s).....

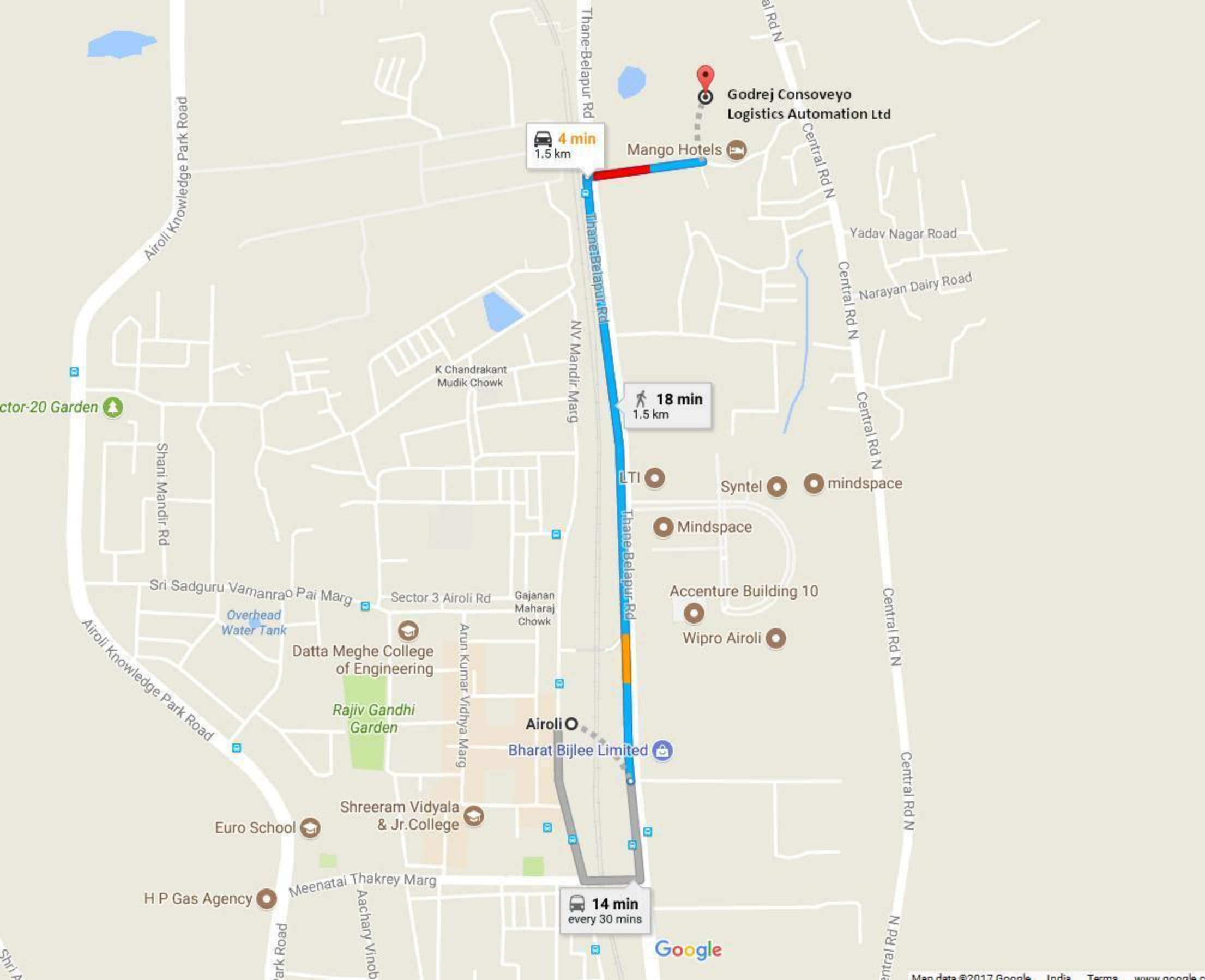
Re.1 Affix Revenue Stamp

NOTES:

1. This form in order to be effective should be duly completed and deposited at the Registered Office of Godrej Consoveyo Logistics Automation Limited at 701-A, Reliable Tech Park, off Thane-Belapur Road, Airoli, Navi Mumbai, 400 708, Maharashtra, not less than 48 hours before the commencement of the Meeting.
2. Please affix revenue stamp before putting signature.
3. Alterations, if any, made in the Form of Proxy should be initialed.
4. In case of multiple proxies, the proxy later in time shall be accepted.
5. The Proxy is required to carry an identity proof at the time of attending the Meeting.
6. The Proxy need not be the Shareholder of the Company.

Brief Resume of Directors/persons seeking appointment/ re-appointment at this Annual General Meeting in pursuance of Secretarial Standard (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI).

Name of the Director	Mr. Panagiotis Papamanoglou (DIN: 07346647)	Mr. Dirk Andre Schenk (DIN: 07347270)	Mr. Pieter Feenstra (DIN: 07962644)	Mr. Andreas Ebert (DIN: 08109066)
Age	48	50	55	51
Nationality	German	German	Dutch	German
Date of Appointment	9 th December 2015	9 th December 2015	5 th December 2017	3 rd May 2018
Qualification	Bachelor's degree informatics	German business administration degree & MBA	Bachelor Engineering	Bachelor Technical Management
Expertise/Experience in specific functional area	Logistics	Logistics	Logistics	Logistics
Terms & Conditions of re-appointment / details of remuneration	Representative of Consoveyo, S.A., Joint Venture Partner	Representative of Consoveyo, S.A., Joint Venture Partner	Representative of Consoveyo, S.A., Joint Venture Partner	Representative of Consoveyo, S.A., Joint Venture Partner
Directorships held in other companies	Nil	Nil	Nil	Nil
Chairmanships/Memberships of committees in other companies	Nil	Nil	Nil	Nil
Relationship with other Directors/ Manager/Key Managerial Personnel	None	None	None	None
Shares held in the Company	Nil	Nil	Nil	Nil
No. of Board Meetings attended during the year	3	1	2	1



Godrej Consoveyo
Logistics Automation Ltd

Mango Hotels

4 min
1.5 km

18 min
1.5 km

Airoli
Bharat Bijlee Limited

14 min
every 30 mins

Google