



GEODIS INDIA PRIVATE LIMITED
(formerly Geodis Overseas Private Limited)
Regd. Office:- DLF Building No.5, Tower-B, 10th floor,
DLF Cyber Terraces, Phase-III, Gurgaon-122002, Haryana,
Tel:- +91-124-3099399, Fax:- +91-124-3099300,
web: www.geodis.com, email:- delhi@geodis.com
CIN:- U74999HR2003PTC037438

NOTICE

Notice is hereby given that the 21st Annual General Meeting of the company to be held on Monday, the 30th day of September, 2019 at 11:00 am at the registered office of the company located at DLF Building # 5, Tower-B, 10th Floor, DLF Cyber Terraces, Phase-III, Gurgaon (Haryana)-12200 to transact the following business:

ORDINARY BUSINESS:-

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

ITEM NO.1- Adoption of financial statements

To receive, consider, approve and adopt the Audited Statement of Profit & Loss Account for the year ended 31st March, 2019 and the Balance Sheet as at that date along with the Auditors' Report and Directors' Report thereon.

"RESOLVED THAT the Audited Statement of Profit & Loss Account of the Company for year ended 31st March, 2019 and the Balance Sheet as at that date together with all Annexure, Reports of the Board of Directors and the Auditor's of the Company as circulated and laid before the members at this meeting be and are hereby received, considered, approved and adopted.

RESOLVED FURTHER THAT any member of the Board of Directors of the company and/or the Company Secretary be and are hereby authorized to ensure all related compliances and to do all such acts, deeds and things as needed to give effect to this resolution."

ITEM NO.2- Re-appointment of Statutory Auditor and to fix their remuneration.

To re-appoint statutory auditors of the Company for a further period of 5 years; and to fix their remuneration and to pass following resolution as ordinary resolution.

"RESOLVED THAT pursuant to the provisions of section 139(2) and 142(1) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory enactment or modification thereof, and pursuant to the previous resolution passed by the members at the AGM held on 30th September, 2016, the re-appointment of **Price Waterhouse Chartered Accountants LLP [FRN 012754N/ N500016]**, as the statutory auditors of the company be and is hereby approved and confirmed by the shareholders of the company to hold the office of statutory auditor from the conclusion of ensuing 21st Annual General Meeting till the conclusion of 26th Annual General Meeting of the Company[to be held in year of 2024], subject to ratification as to the said appointment at every Annual General Meeting and at remuneration as may be determined and approved by the Board of Directors of the Company.



GEODIS | Freight Forwarding

CIN # U74999HR2003PTC037438 - Registered & Corporate Office

Geodis India Pvt. Ltd. – DLF Building No. 5 – Tower – B – 10th Floor – DLF Cyber Terraces – Phase III – Gurgaon – 122002 – Haryana – India
Email: mgmtindia@geodis.com – Tel: +91 124 309 9399 – Fax: +91 124 3099 300 | www.geodis.com

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RESOLVED FURTHER THAT any member of the Board of the Company be and are hereby authorized to sign and file with the Registrar of Companies (NCT Delhi & Haryana), relevant E-Form DIR-12 or any other e form, if any, for giving effect to the change of designation of Mr. Dilip Kohli (DIN # 01221234) and to do all such acts, deeds, things as required to give effect to this resolution.

RESOLVED FURTHER THAT a certified copy of this resolution be conveyed to the concerned interested authorities, departments or parties, wherever deemed essential."

ITEM NO.5- Regularization of appointment of Mr. Michael Paulus Liem [DIN # 08423470] as a Director of the company.

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 161(1) of the Companies Act, 2013 and Articles Of Association of the company, if any, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Michael Paulus Liem [DIN # 08423470] who has been appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 14th May, 2019 and who holds office up to the date of ensuing Annual General Meeting of the Company be and is hereby appointed as the Director of the Company."

RESOLVED FURTHER THAT any member of the Board of Directors and/or the Company Secretary of the company be and are hereby severally authorized to ensure all related compliances and to do all such acts, deeds and things as needed to give effect to this resolution."

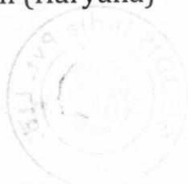
Under instruction & on behalf of
Geodis India Private Limited
[Formerly Geodis Overseas Private Limited]



Dilip Kohli
[Additional Director & Company Secretary]
FCS-3773

Dated: 05.09.2019

Place: Gurugram (Haryana)



RESOLVED FURTHER THAT any member of the Board of Directors and/or the Company Secretary of the company be and are hereby severally authorized to ensure all related compliances and to do all such acts, deeds and things as needed to give effect to this resolution."

SPECIAL BUSINESS:

ITEM NO.3- Regularization of appointment of Mr. Dilip Kohli (DIN # 01221234) as a Director of the company.

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 161(1) of the Companies Act, 2013 and Articles Of Association of the company, if any, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Dilip Kohli (DIN # 01221234) who has been appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 15th February, 2019 and who holds office up to the date of ensuing Annual General Meeting of the Company be and is hereby appointed as the Director of the Company."

RESOLVED FURTHER THAT any member of the Board of Directors of the company be and are hereby severally authorized to ensure all related compliances and to do all such acts, deeds and things as needed to give effect to this resolution."

ITEM NO.4- Change of designation of Mr. Dilip Kohli (DIN # 01221234) from director to whole time director of the company.

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 Articles of Association of the Company read with applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules & regulations made thereunder and approval of the shareholder of the company be and is hereby accorded to the change in designation of Mr. Dilip Kohli (DIN # 01221234) from Director cum Company Secretary to Whole Time Director cum Company Secretary of the company, and on such terms and conditions as may be agreed between the Board of Directors and Mr. Dilip Kohli (DIN # 01221234), Director of the Company.



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

Item no.3

Mr. Dilip Kohli (DIN: 01221234) has been appointed effective on 15.02.2019 as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 read with Articles Of Association of the company and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) to hold office as such upto the date of this Annual General Meeting and is being eligible for appointment as a Director.

Mr. Dilip Kohli (DIN: 01221234) is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director of the Company.

Accordingly, the Board recommended the present resolution in relation to regularization of appointment of Mr. Dilip Kohli (DIN: 01221234) as the Director of the Company subject to the approval by the shareholders of the Company.

Except Mr. Dilip Kohli (DIN: 01221234), none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

Item no.4

Mr. Dilip Kohli (DIN: 01221234) has been appointed as an Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 read with Articles of Association of the company and due to his whole time employment with the company, designation of Mr. Dilip Kohli is required to be changed from Director cum Company Secretary to Whole Time Director cum Company Secretary of the company subject to Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and on such terms and conditions as may be agreed between the Board of Directors and Mr. Dilip Kohli (DIN # 01221234), Director of the Company.

Mr. Dilip Kohli (DIN: 01221234) is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director of the Company.

Accordingly, the Board recommended the present resolution in relation to regularization of appointment of Mr. Dilip Kohli (DIN: 01221234) as the Director of the Company subject to the approval by the shareholders of the Company.

Except Mr. Dilip Kohli (DIN: 01221234), none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.



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NOTES:

A member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself and proxy need not be a member. Instrument appointing proxy, to be effective, must be duly filled, stamped and signed and must reach the Company's Registered Office not less than 48 hours before the scheduled commencement of the meeting.

Members are requested to note that a person can act as a 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. In case a proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

An explanatory statement, wherever required pursuant to Section 102 of the Companies Act, 2013 related to Special Business to be transacted at the Meeting under Item No. 4 is annexed hereto.

Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.



Item no.5

Mr. Michael Paulus Liem (DIN: 08423470) has been appointed effective on 14.05.2019 as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 read with Articles Of Association of the company and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) to hold office as such upto the date of this Annual General Meeting and is being eligible for appointment as a Director.

Mr. Michael Paulus Liem (DIN: 08423470) is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director of the Company.

Accordingly, the Board recommended the present resolution in relation to regularization of appointment of Mr. Michael Paulus Liem (DIN: 08423470) as the Director of the Company subject to the approval by the shareholders of the Company.

Except Mr. Michael Paulus Liem (DIN: 08423470), none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.



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Route Map of Geodis India Private Limited

