

By Hand/ E-mail

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of **GEODIS INDIA PRIVATE LIMITED** (*formerly known as Geodis Overseas Private Limited*) will be held at a **SHORTER NOTICE** on Wednesday, the 30th day of September, 2020, at the Registered Office of the Company, at DLF Building No. 5, Tower-B, 10th Floor, DLF Cyber Terraces, Phase-III, Gurgaon-122 002 at 4:00 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statement for the Financial Year ended 31st March, 2020, including Auditor's and Director's report thereon.
2. To take note of the continuation of the appointment of Price Waterhouse Chartered Accountants LLP {Firm Registration No. 012754N/N500016} as the Statutory Auditors of the Company by passing the following resolution as an **ORDINARY RESOLUTION** with or without modification(s):

"RESOLVED THAT the Members hereby take note that Price Waterhouse Chartered Accountants LLP {Firm Registration No. 012754N/N500016} shall continue as the Statutory Auditors of the Company for the Financial Year 2020-21 and presently the Company is no more required to ratify the appointment of Statutory Auditors during the intervening Financial Years i.e., from 2020-21 till 2023-24 post their initial appointment for a period of five Financial Years passed vide a resolution by the Members at their 21st Annual General Meeting held on 30th September, 2019.

SPECIAL BUSINESS:

3. To appoint Mr. Chua Joseph Raymund ONG as a Director of the Company by passing the following resolution as an **ORDINARY RESOLUTION** with or without modification(s):

"RESOLVED THAT Mr. Chua Joseph Raymund ONG (DIN : 08824663) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 23rd September, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("the Act") and who is eligible for appointment, be and is hereby appointed as a Director of the Company, not liable to retire by rotation pursuant to the provisions of Section 152 of the Act."

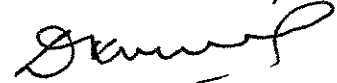
4. To appoint Mr. Harpreet Singh as a Director of the Company by passing the following resolution as an **ORDINARY RESOLUTION** with or without modification(s):

"RESOLVED THAT Mr. Harpreet Singh (DIN : 06446955) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 23rd September, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("the Act") and who is eligible for appointment,

GEODIS INDIA PRIVATE LIMITED
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web: www.geodis.com, email:- delhi@geodis.com
CIN:- U74999HR2003PTC037438

be and is hereby appointed as a Director of the Company, not liable to retire by rotation pursuant to the provisions of Section 152 of the Act."

By order of the Board of Directors
For **GEODIS INDIA PRIVATE LIMITED**
(formerly Geodis Overseas Private Limited)



(Dilip Kohli)

Whole Time Director & Company Secretary
DIN: 01221234; PAN: AAAPK2915Q
Membership No: FCS 3773

Date: 28.09.2020
Place: Gurugram

Address: Flat No 25, Fourth Floor, Rajdhani Nikunj Apartment,
Plot 94 Patparganj, I.P. Extension, East Delhi- 110 092

NOTES:

1.1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR ONE OR MORE PROXIES (WHERE ALLOWED) TO ATTEND AND VOTE ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY MAY BE SENT IN FORM NO. MGT - 11 AS ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

1.2 A Member holding more than 10% 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 shareholder.

1.3 The Members shall have the right to inspect proxies as lodged with the Company in accordance with the provisions of Section 105(8) of the companies act, 2013 for the ensuing Annual General Meeting and the provisions of Section 105(8) are reproduced herein below.

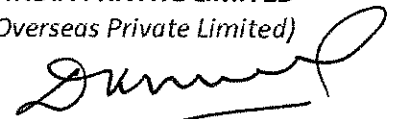
"(8) EVERY MEMBER ENTITLED TO VOTE AT A MEETING OF THE COMPANY, OR ON ANY RESOLUTION TO BE MOVED THERE AT, SHALL BE ENTITLED DURING THE PERIOD BEGINNING TWENTY-FOUR HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, TO INSPECT THE PROXIES LODGED, AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, PROVIDED NOT LESS THAN THREE DAYS' NOTICE IN WRITING OF THE INTENTION SO TO INSPECT IS GIVEN TO THE COMPANY."

2 Members should fill the Attendance slip/ register for attending the Meeting.

3 Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

- 4 The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Item No. 3 & 4 is annexed herewith.
- 5 Following will be available for inspection at the venue of the Meeting at the Registered Office of the Company:
- ❖ The Statutory Registers of the Company, namely Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013.
- 6 Price Waterhouse Chartered Accountants LLP {Firm Registration No. 012754N/N500016} was appointed as Statutory Auditors at the 21st Annual General Meeting of the Company held on 30th September, 2019 for a period of five Financial Years i.e., from the Financial Year 2019-20 up to the Financial Year 2023-24 subject to ratification as to the said appointment at every General Meeting. In view of the omission of first proviso to Section 139(1) of the Companies Act, 2013, the Company is not required to ratify the office of Statutory Auditors during the intervening period. The members of the Company may take note of same and henceforth the resolution as stated at item No.2 above is proposed.
- 7 The Registered Office of the Company is located opposite to Subway Station, Rapid Metro, DLF Phase 2 (an important landmark near the Registered Office of the Company).
- 8 The route map to the venue of the Meeting is annexed with the Notice and forms an integral part of the Notice.

By order of the Board of Directors
For **GEODIS INDIA PRIVATE LIMITED**
(formerly Geodis Overseas Private Limited)



(Dilip Kohli)

Whole Time Director & Company Secretary

DIN: 01221234; PAN: AAAPK2915Q

Membership No: FCS 3773

Date: 28.09.2020

Place: Gurugram

**Address: Flat No 25, Fourth Floor, Rajdhani Nikunj Apartment,
Plot 94 Patparganj, I.P. Extension, East Delhi- 110 092**

STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 3:

The Board of Directors at its Meeting held on 23rd September, 2020 had appointed Mr. Chua Joseph Raymund ONG (DIN:08824663) as an Additional Director in terms of Section 161 of the Companies Act, 2013 and who shall hold office as Director up to the date of this Annual General Meeting

Mr. Chua Joseph Raymund ONG has graduated in Business Economics from the University of Philippines and completed his Master's in Business Administration from the National University of Singapore. He has also completed Geodis Executive Masters Programme for Senior Leaders from ESCP Europe Business School, Paris in 2013.

He is associated with Geodis Group since April, 2010. Recently, he has been appointed as Vice President for the Asia Pacific (AP) region and member of the GEODIS Supply Chain Organization (SCO) Board. His scope of services includes PNL Ownership, Operation Oversight, Key Accounts Management and business development for the AP region.

His most recent role was Business Development Program Director and he has extensive experience in driving a wide range of 4PL warehouse and logistics (airfreight, ocean freight, cross border transport, last mile delivery) operations for range of globally renowned clients across APAC region. He has extensive track record of driving major, large-scale chain project, generating recurring revenue pipelines valued at over € 20M annually.

Mr. Chua Joseph Raymund ONG has over 10 years of experience in senior logistics and supply chain Management positions covering key Account Management, Operational Duties, PNL Management and transformation projects, applying tailored and strategic planning to achieve optimal results.

His strong leadership experience having directed and led culturally diverse teams of over 100 logistics managers and staff.

Before joining Geodis Group, he was associated with IBM Philippines as Operations Manager and was heading South East Asia Region. At IBM he spearheaded phased divestiture of IBM's global logistics operations to GEODIS for South East Asian region.

His major achievements include:

- a. Championed Asian region to turnover growth of over 30% to more than USD 40M in 2014 v/s 2010. Achieved profitability targets one year ahead of schedule.
- b. Led team that set up end to end logistics support of IBM's High end manufacturing line, include fit out of 30,000 square foot warehouse and management of all logistic-related processes. Project annual spend totaled over SGD 5M.
- c. Achieved key operational and warehouse key performance metrics such as on time fulfillment, rotating and annual inventory counts, and end Customer delivery whilst consistently maintaining a strong business controls posture.
- d. Headed team responsible for award of USD 100M outsourcing contract covering ASEAN region in December 2016.

It is now proposed to appoint Mr. Chua Joseph Raymund ONG as a regular Director of the Company pursuant to the provisions of Section 152 of the Companies Act, 2013 at this Annual General Meeting.

None of the Directors or any other Key Managerial Personnel or their relatives except Mr. Chua Joseph Raymund ONG up to the extent of his appointment, has got any concern or interest whether financial or otherwise, if any, in respect of Ordinary Resolution proposed at Item No.3 of the accompanying Notice. The Company has no Manager.

Geodis International S.A.S is one of the promoter as well as the holding Company and is holding 99.99% of the total Equity Paid up Capital of the Company.

None of the Directors of the Company are either individually or collectively holding any Equity Shares of the Company and further are not holding more than 2% of the total paid up capital of Holding Company.

Further, the disclosure related to interest of the promoters, directors or manager and all other key managerial personnel in any other Company is not applicable in the present matter as the proposed Ordinary Resolution relates to the Company itself.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the items of business and to take decision thereon.

The Board recommends the Ordinary Resolution as set out at Item No. 3 for approval of the Members.

ITEM NO. 4:

The Board of Directors at its Meeting held on 23rd September, 2020 had appointed Mr. Harpreet Singh (DIN : 06446955) as an Additional Director in terms of Section 161 of the Companies Act, 2013 and who shall hold office as Director up to the date of this Annual General Meeting. At the same Board Meeting he was also appointed as Whole Time Director of the Company with effect from 23rd September, 2020.

Mr. Harpreet Singh is already working with the Company as Sub Regional Head - Sales & Marketing, South Asia since 1st May, 2019. He is graduated from University of Delhi and holding Honors Degree in Bachelor of Commerce. He enhanced his professional expertise by undergoing Leadership Program sponsored by TNT through INSEAD Business School Singapore, Creating High Performing Organization- through Indian Institute of Management (IIM) Bangalore and French Language Certificate Course from Alliance Francaise De Delhi.

He has about 26 years of experience in managing the spectrum of Sales & Marketing, Strategic planning, Administration, Business Re-engineering, Team building and Management, Revenue Generation, Mergers and Acquisitions; thereby achieving verifiable year-after-year success for generating revenue, profit, and business growth objectives.

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CIN:- U74999HR2003PTC037438

Before joining Geodis India he has worked with FedEX India, TNT India and AFL where he was responsible for Strategic Sales Planning and Deployment, Review and maintain Optimum Sales Organization and Infrastructure, Process Management & Implementation, People Management, Revenue Generation, Revenue Quality and Relationship Management, Account Planning, Development and management, Operations Management, Finance Management & Budgeting/ Cost Control.

It is now proposed to appoint Mr. Harpreet Singh as a regular Director of the Company pursuant to the provisions of Section 152 of the Companies Act, 2013 at this Annual General Meeting.

None of the Directors or any other Key Managerial Personnel or their relatives except Mr. Harpreet Singh up to the extent of his appointment, has got any concern or interest whether financial or otherwise, if any, in respect of Ordinary Resolution proposed at Item No.4 of the accompanying Notice. The Company has no Manager.

Geodis International S.A.S is one of the promoter as well as the holding Company and is holding 99.99% of the total Equity Paid up Capital of the Company.


None of the Directors of the Company are either individually or collectively holding any Equity Shares of the Company and further are not holding more than 2% of the total paid up capital of Holding Company.

Further, the disclosure related to interest of the promoters, directors or manager and all other key managerial personnel in any other Company is not applicable in the present matter as the proposed Ordinary Resolution relates to the Company itself.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the items of business and to take decision thereon.

The Board recommends the Ordinary Resolution as set out at Item No. 4 for approval of the Members.

By order of the Board of Directors
For **GEODIS INDIA PRIVATE LIMITED**
(formerly Geodis Overseas Private Limited)


(Dilip Kohli)

Whole Time Director & Company Secretary

DIN: 01221234; PAN: AAAPK2915Q

Membership No: FCS 3773

Date: 28.09.2020

Place: Gurugram

**Address: Flat No 25, Fourth Floor, Rajdhani Nikunj Apartment,
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GEODIS INDIA PRIVATE LIMITED
(formerly Geodis Overseas Private Limited)
ATTENDANCE SLIP

Members are requested to present this form for admission at the Entrance of the Meeting Hall, duly signed in accordance with their specimen signatures registered with the Company.

Regd. Folio No.	No. of Shares
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Name of the Shareholder	
Address of the Shareholder	

I hereby record my presence at the 22nd Annual General Meeting of the Members of **GEODIS INDIA PRIVATE LIMITED** *(formerly Geodis Overseas Private Limited)* held on Wednesday, the 30th day of September, 2020, at the Registered Office of the Company, situated at DLF Building No. 5, Tower-B, 10th Floor, DLF Cyber Terraces, Phase-III, Gurgaon-122 002 at 4:00 P.M.

Please (v) in the box

MEMBER

Proxy

Signature of the Member/ Authorized
Representative/ Proxy

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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]

CIN: U74999HR2003PTC037438
Name of the company: Geodis India Private Limited (Formerly Geodis Overseas Private Limited)
Registered office: DLF Building No.5, Tower-B, 10th Floor, DLF Cyber Terraces, Phase-III,
Gurgaon -122 002 (Haryana)

Name of the member (s)
Registered address
E-mail Id
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: or failing him
3. Name:
Address:
E-mail Id:
Signature: or failing him

as my/our proxy to attend and vote for me/us and on my/our behalf at the 22nd Annual General Meeting/~~Extraordinary General Meeting~~ of the Company, to be held on Wednesday, the 30th day of September, 2020, at the Registered Office of the Company, at DLF Building No.5, Tower-B, 10th Floor, DLF Cyber Terraces, Phase-III, Gurgaon-122 002 at 4:00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

1. To receive, consider and adopt the Audited Financial Statement for the Financial Year ended 31st March, 2020 including the Auditor's Report and Directors' Report thereon;
2. To take note of the continuation of the appointment of Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016) as the Statutory Auditors of the Company;
3. To appoint Mr. Chua Joseph Raymund ONG as a Director as a Director of the Company.
4. To appoint Mr. Harpreet Singh as a Director of the Company.

Signed this..... day of..... 2020

Signature of Member

Signature of Proxy holder(s)

Affix Revenue Stamp of Rs.1/-
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Note: 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.

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Route Map

For the 22nd Annual General Meeting of the Geodis India Private Limited (Formerly Geodis Overseas Private Limited) to be held at Shorter Notice on Wednesday, the 30th day of September, 2020 at the Registered Office of the Company, situated at DLF Building No. 5, Tower-B, 10th Floor, DLF Cyber Terraces, Phase-III, Gurgaon-122 002 at 4:00 P.M.

