

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty First Annual General Meeting of the Members of GODREJ CONSOVEYO LOGISTICS AUTOMATION LIMITED (Formerly Godrej Efacec Automation and Robotics Limited) will be held on Tuesday, 8th August, 2017, 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 businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. A M Visvanathan (DIN:00066221), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint M/s. Price Waterhouse Chartered Accountants LLP, (ICAI Firm Registration No. 012754N/N500016) as Statutory Auditors of the Company to hold office from the conclusion of this 21st Annual General Meeting of the Company till the conclusion of the 26th Annual General Meeting to be held in 2022 (subject to ratification of their appointment at every Annual General Meeting) and to authorize the Board of Directors to fix their remuneration as may be mutually agreed with the Statutory Auditors, in addition to reimbursement of Goods and Service Tax and out of pocket expenses incurred in connection with the audit of accounts of the Company and in this regard, to consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014, (“the Rules”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration No. 012754N/N500016), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors, in terms of provisions of Section 141 of the Act, and Rules, be and are hereby appointed as Statutory Auditors of the Company in place of Kalyaniwalla & Mistry, LLP (ICAI Firm Registration No. 104607W/W100166) Chartered Accountants, to hold office for a period of five years from the conclusion of this 21st Annual General Meeting until the conclusion of the 26th Annual General Meeting of the Company to be held in year 2022 (subject to ratification of their appointment by the Members at every Annual General Meeting of the Company) on such remuneration as may be mutually agreed upon by the Board of Directors and the Statutory Auditors, in addition to Goods and Service Tax and reimbursement of out of pocket expenses incurred, in connection with the audit of Accounts of the Company.”

SPECIAL BUSINESS:

4. To appoint Mr. A. G. Verma (DIN: 02366334) as a Director of the Company, and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:-

“RESOLVED THAT in accordance with the provisions of Section 160, 161 and other applicable provisions, if any, of the Companies Act, 2013, Mr. A. G. Verma (DIN 02366334) who was appointed as an Additional Director on the Board of the Company, with effect from 1st March, 2017 and who holds office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. To appoint Mr. P. K. Gandhi (DIN: 00066287) as a Director of the Company, and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:-

“RESOLVED THAT in accordance with the provisions of Section 160, 161 and other applicable provisions, if any, of the Companies Act, 2013, Mr. P. K. Gandhi (DIN: 00066287) who was appointed as an Additional Director on the Board of the Company, with effect 1st March, 2017 and who holds office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. To appoint Mr. Michael Greth (DIN: 07765543) as a Director of the Company, and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:-

“RESOLVED THAT in accordance with the provisions of Section 160, 161 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Michael Greth (DIN: 07765543) who was appointed as an Additional Director on the Board of the Company, with effect from 12th April, 2017 and who holds office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

NOTES:

- (a) 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.

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.

- (b) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the businesses mentioned under Item Nos. 3, 4, 5 and 6 as set out in the Notice is annexed hereto.
- (c) The instrument appointing a Proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting. A proxy so appointed shall not have any right to speak at the Meeting. A Proxy Form is annexed to this Report.
- (d) All 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 21st Annual General Meeting.
- (e) 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 authorizing their representative to attend and vote on their behalf at the Meeting.

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, 8th August, 2017

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 businesses under Items Nos. 3, 4, 5 and 6 mentioned in the accompanying Notice dated 8th August, 2017.

Item No. 3:

The Members will be informed that M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (ICAI Firm Registration No. 104607W/ W100166) have expressed their unwillingness to continue as the Statutory Auditors of the Company.

In view of the above, it is proposed to appoint M/s. Price Waterhouse Chartered Accountants LLP, (ICAI Firm Registration No. 012754N/N500016) as Statutory Auditors of the Company to hold office from the conclusion of this 21st Annual General Meeting of the Company till the conclusion of the 26th Annual General Meeting to be held in 2022 (subject to ratification of their appointment by the Members at every Annual General Meeting of the Company) and to fix their remuneration as may be mutually agreed with the Statutory Auditors and the Board of Directors, in addition to reimbursement of Goods and Service Tax and out of pocket expenses incurred in connection with the audit of accounts of the Company.

A brief profile of Price Waterhouse Chartered Accountants LLP, is as follows:

Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP Identification Number LLPIN AAC-5001) with effect from 25th July 2014. Post this conversion to Price Waterhouse Chartered Accountants LLP, its ICAI Registration Number is 012754N/N500016 (ICAI Registration Number before conversion was 012754N). The Registered Office and Head Office of the LLP is situated at Sucheta Bhawan, 11 A, Vishnu Digambar Marg, New Delhi 110002.

No Directors or Key Managerial Personnel or their relatives, is concerned with or interested, financially or otherwise, in the proposed Resolution as set out in Item No 3 of this Notice.

Item No. 4:

Pursuant to Section 161 of the Companies Act, 2013, Mr. A. G. Verma (DIN: 02366334), was appointed as an Additional Director on the Board with effect from 1st March, 2017 and holds office upto the date of this Annual General Meeting.

A Notice under Section 160 of the Companies Act, 2013, has been received from a Member signifying its intention to propose the appointment of Mr. A G Verma as a Director of the Company.

In view of Mr. A. G. Verma, 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. A. G. Verma, is concerned with or interested, financially or otherwise, in the proposed Resolution as set out in Item No 4 of this Notice.

Item No. 5:

Pursuant to Section 161 of the Companies Act, 2013, Mr. P. K. Gandhi (DIN:00066287), was appointed as an Additional Director on the Board with effect from 1st March, 2017 and holds office upto the date of this Annual General Meeting.

A Notice under Section 160 of the Companies Act, 2013, has been received from a Member signifying its intention to propose the appointment of Mr. P. K. Gandhi as a Director of the Company.

In view of Mr. P. K. Gandhi, 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. P. K. Gandhi, is concerned with or interested, financially or otherwise, in the proposed Resolution as set out in Item No 5 of this Notice.

Item No. 6:

Pursuant to Section 161 of the Companies Act, 2013, Mr. Michael Greth (DIN: 07765543), was appointed as an Additional Director on the Board with effect from 12th April, 2017 and holds office upto the date of this Annual General Meeting.

A Notice under Section 160 of the Companies Act, 2013, has been received from a Member signifying its intention to propose the appointment of Mr. Michael Greth as a Director of the Company.

In view of Mr. Michael Greth, possessing significant experience and expertise, his continuance as a Director would be highly beneficial to the Company. It is therefore considered desirable that the

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

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. Michael Greth 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 Resolutions to the Members for their acceptance.

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, 8th August, 2017

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

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

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

21st Annual General Meeting – 8th August, 2017

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 21st **ANNUAL GENERAL MEETING** of the Company on Tuesday, 8th August, 2017 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]

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

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

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

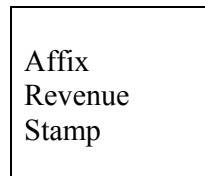
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Tuesday, 8th August, 2017 at 12:00 noon at the Registered Office of the Company, 701-A, Reliable Tech Park, off Thane-Belapur Road, Airoli, Navi Mumbai, 400 708 and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS:
1. Adoption of Financial Statements for the year ended 31 st March, 2017.
2. Re-appointment of Mr. A M Visvanathan as a Director liable to retire by rotation.
3. Appointment of M/s. Price Waterhouse Chartered Accountants LLP as Statutory Auditors of the Company.
SPECIAL BUSINESS:
4. Appointment of Mr. A. G. Verma (DIN: 02366334) as a Director of the Company.
5. Appointment of Mr. P. K. Gandhi (DIN: 00066287) as a Director of the Company.
6. Appointment of Mr. Michael Greth (DIN: 07765543) as a Director of the Company.

Signed this..... day of..... 2017

Signature of shareholder

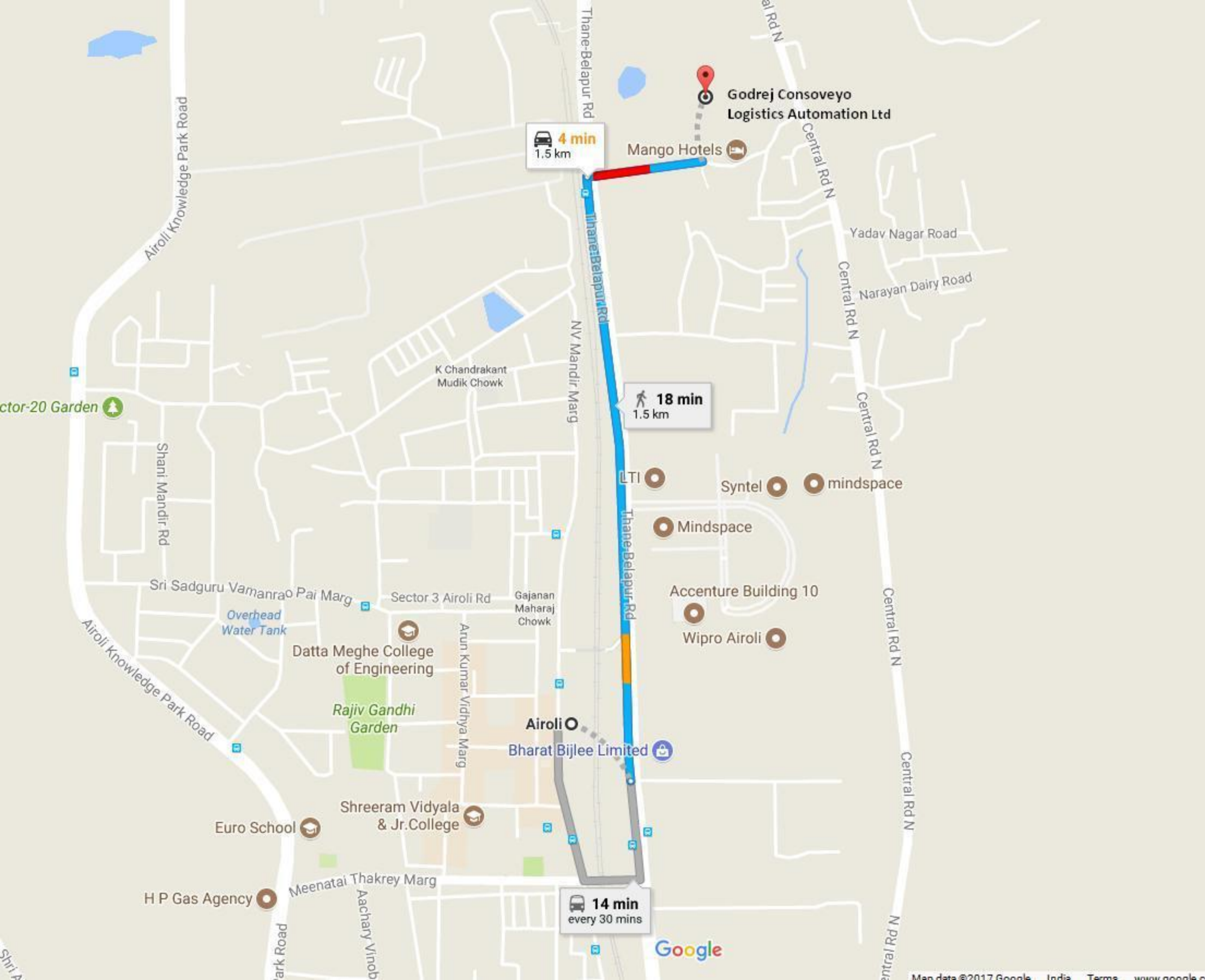
Signature of Proxy holder(s).....



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.

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. A. M. Visvanathan (DIN: 00066221)	Mr. A. G. Verma (DIN:02366334)	Mr. P. K. Gandhi (DIN:00066287)	Mr. Michael Greth (DIN: 07765543)
Particulars				
Age	62	60	61	40
Nationality	Indian	Indian	Indian	German
Date of Appointment	23 rd February, 1999	1 st March, 2017	1 st March, 2017	1 st March, 2017
Qualification	<ul style="list-style-type: none"> Mech. Engineer from College of Engineering, Guindy, Chennai completed in 1977. Post Graduate Diploma in Business Management from XLRI, Jamshedpur – 1980 	<ul style="list-style-type: none"> Graduate in Engineering from the Indian Institute of Technology, BHU MBA from the Indian Institute of Management, Ahmedabad. Executive course from the Sloan School of Management, M.I.T., USA 	<ul style="list-style-type: none"> Graduate in Commerce and Law A Fellow Member of the Institute of Chartered Accountants of India and an Associate Member of the Institute of Cost Accountants of India 	<ul style="list-style-type: none"> Graduate in Business Administration Post Graduate Diploma in National and International VAT law from Swiss Distance University of Applied Sciences, Zurich
Expertise/Experience in specific functional area	Engineering - Storage Solutions	Heading Strategic business unit and the Human Resources function	Finance	Finance & Accounting
Terms & Conditions of re-appointment / details of remuneration	Representative of Godrej & Boyce Mfg. Co. Ltd, Joint Venture Partner	Representative of Godrej & Boyce Mfg. Co. Ltd, Joint Venture Partner	Representative of Godrej & Boyce Mfg. Co. Ltd, Joint Venture Partner	Representative of Consoveyo, S.A., Joint Venture Partner
Directorships held in other companies	Nil	1. Godrej & Boyce Mfg. Co. Ltd. 2. Godrej Infotech Limited	1. Busbar Systems India Limited 2. India Circus Retail Private Limited	Nil
Chairmanships/Memberships of committees in other companies	Nil	Member of Corporate Social Responsibility Committee of Godrej & Boyce Mfg. Co. Ltd.	Nil	Nil
Relationship with other Directors/ Manager/Key Managerial Personnel	None	None	None	None
Shares held in the Company	1 (One) holding as nominee shareholder of Godrej & Boyce Mfg. Co. Ltd.	1 (One) holding as nominee shareholder of Godrej & Boyce Mfg. Co. Ltd.	1 (One) holding as nominee shareholder of Godrej & Boyce Mfg. Co. Ltd.	Nil
No. of Board Meetings attended during the year	4 (Four)	Nil	Nil	Nil



Godrej Consoveyo
Logistics Automation Ltd

Mango Hotels

4 min
1.5 km

18 min
1.5 km

14 min
every 30 mins

Airoli
Bharat Bijlee Limited

Google