



Corporate Courier & Cargo Ltd.

Regd. Office : 19 Parsi Panchayat Road, Andheri East,
Mumbai - 400069. Tel No. 022-81926193.
Email - corporatecouriermailbox@rediffmail.com

CIN - L64120MH1986PLC040280

03.05.2017

To,

The BSE Limited,
Floor 25, P.J. Towers,
Dalal Street,
Mumbai: 400001.

Security Code: 526737

Subject: Outcome of the Board Meeting and compliance of Regulations 29 and 30 of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Ma'am,

With reference to above subject matter, we wish to inform you that the Board of Directors of the Company at their meeting held on May 3rd, 2017 at 1st Floor, 19 Parsi Panchayat Road, Andheri (East), Mumbai: 400069 have inter alia approved the following:

1. Alteration of the Main Object clause of the Memorandum of Association of the Company.
2. Adoption of new set of Memorandum of Association of the Company as per the Companies Act, 2013.
3. Adoption of new set of Articles of Association of the Company as per Companies Act, 2013.
4. Issuance of equity shares on preferential basis to the Hem Exim Pl (a partnership firm having beneficial owners / partners as Shri Dinesh A. Patel and Shri Sunil D. Patel) on preferential basis against the conversion of unsecured loans lying in the company from Hem Exim Pl.
5. Approval of Notice of Postal Ballot/E-Voting for above transactions. Also, please find attached Notice and Explanatory Statement with Postal Ballot form including Instructions for same.
6. Appointment of Mr. Harshad Purshottam Patel (DIN: 00700145) aged 60 years, Graduated in Commerce having rich experience in Real Estate Business and other Business related to it w.e.f. 3rd May, 2017. As the company has various plans for expansion of its business operations from the present level and accordingly, it is proposed to start the business of Real Estate, appointment of Mr. Harshad Purshottam Patel will be very helpful to the Company.

The Board Meeting Commenced at 5.30 p.m and concluded at 7.45 p.m.

Kindly take the same on records and oblige.

For Corporate Corporate Courier and Cargo Ltd

Darshit Parikh
Director
(Din: 03492803)



Corporate Courier & Cargo Ltd.

Regd. Office :19, Parsi Panchayat Road, Andheri East,
Mumbai - 400068. Tel No. 022-81926195.

Email - corporatecouriermailbox@rediffmail.com

CIN- L64120MH1986PLC040280

03.05.2017

To,

**The BSE Limited,
Floor 25, P.J. Towers,
Dalal Street,
Mumbai: 400001.**

Security Code: 526737

Subject: Postal Ballot Notice and Postal Ballot Form for the below mentioned activities:

Dear Sir/Maam,

We are enclosing herewith the Postal Ballot Notice and the Postal Ballot Form for the following:

1. Alteration of the Main Object clause of the Memorandum of Association of the Company.
2. Adoption of new set of Memorandum of Association of the Company as per the Companies Act, 2013.
3. Adoption of new set of Articles of Association of the Company as per Companies Act, 2013.
4. Issuance of equity shares on preferential basis to the Hem Exim PI (a partnership firm having beneficial owners / partners as Shri Dinesh A. Patel and Shri Sunil D. Patel) on preferential basis against the conversion of unsecured loans lying in the company from Hem Exim PI.

Kindly take the same on records and oblige.

For Corporate Corporate Courier and Cargo Ltd

**Darshit Parikh
Director
(Din: 03492803)**



Corporate Courier & Cargo Ltd.

Regd. Office :19, Parai Panchayat Road, Andheri East,
Mumbai - 400068. Tel No. 022-21926195.

Email - corporatecouriermailbox@rediffmail.com

CIN- L64120MH1986PLC040280

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014.

To,
The Members,
CORPORATE COURIER & CARGO LIMITED

Notice is hereby given pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with Rule 22 of the Companies (Management & Administration) Rules, 2014, (Including any statutory modification or retrenchment thereof for the time before in force), Regulation 30 read with clause 12 of Para A of Schedule III and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 and pursuant to other Applicable law and Regulations that the resolutions appended herewith are proposed to be passed as Special Resolution by means of Postal Ballot.

The details of Postal Ballot are as Follows:

1. Alteration of the Main Object clause of the Memorandum of Association of the Company.
2. Adoption of new set of Memorandum of Association of the Company as per the Companies Act, 2013.
3. Adoption of new set of Articles of Association of the Company as per Companies Act, 2013.
4. Issuance of equity shares on preferential basis to the Hem Exim Pl (a partnership firm having beneficial owners / partners as Shri Dinesh A. Patel and Shri Sunil D. Patel) on preferential basis against the conversion of unsecured loans lying in the company from Hem Exim Pl.

The proposed resolutions along with Explanatory Statement setting out the material facts and the reasons thereof are appended along with the Postal Ballot Form for your consideration.

Members may note that the Company is providing voting through Postal Ballot. Only Shareholders entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote through the E-Voting facility offered by the Company. Any other recipient of the Notice who has no voting rights should treat this Notice as intimation only.

Ms. Shruti H. Shah, Practising Company Secretary Mumbai (having Membership No. FCS 8852 and COP 8197), has been appointed by the Board of directors of the Company as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same in original duly completed in the enclosed self-addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Company. Postal ballot form, if sent by courier or by registered post /speed post at the expense of the Member will also be accepted. The Postal Ballot Forms may also be deposited personally at the given address on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hour on 3rd June, 2017 (5.00 P.M) to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

E-Voting:

Further the Company, in accordance with the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 is pleased to provide the member with the facility to exercise Vote through e-voting as an alternate, i.e. through e-voting facilities provided by National Securities Depository Limited (NSDL). Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instruction in the Postal Ballot Form under the section 'Voting through Electronic means'. The voting through Postal Ballot/E- voting period shall commence at 9.00 a.m. on Thursday, 4th May, 2017 and ends at 5.00 P.M on Saturday, 3rd June, 2017.

References to postal ballot in this Postal Ballot Notice include votes received electronically (e-voting).

The Scrutinizer will submit her report to the Chairman or Director of the Company after the completion of the Scrutiny of the postal ballot and e-voting. The result of the Postal Ballot shall be announced on or before Monday, 5th June, 2017, at the Registered Office of the Company. The resolutions will become effective on and from the date of announcement of result of the Postal Ballot. The result would be declared and displayed at the Registered Office of the Company, intimated to NSDL, CDSL and Stock Exchanges where the Company's securities are listed and displayed along with the Scrutinizer's report on the Company's website: www.corporate-couriers.com.

SPECIAL BUSINESS

1. AMENDMENT(S) TO MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Sections 4, 13,15 read with the Companies (Management & Administration) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”),including any statutory modification or re-enactment thereof for the time being in force, and subject to necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the consent of the members be and is hereby accorded for alteration of Main object clause, by addition of three New Business sectors pertaining to Real estate business, steel Business and Engineering Business of the Memorandum of Association of the Company and the altered new main object is mentioned as below:

A.1 Main object of the Company

To act as couriers or operate courier services for companies corporations, firms, concerns, undertaking, bodies & individuals and to carry on business as agents, merchants, commission agents, factors, selling agents, travelling agents, landing agents, handling agents, freight brokers, adatyas, angadias, mukadams, Real estate business, steel Business and Engineering Business.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Director or the Company Secretary be and are hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s).”

2. ALTERATION/ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY CONTAINING REGULATION IN CONFIRMITY WITH THE COMPANIES ACT, 2013.

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 4 and 13 of the Companies Act, 2013 (the Act) read with the Companies (Incorporation) Rules, 2014 and all other applicable provision, if any of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies, consent of members be and is hereby accorded to adopt the Memorandum of Association of the Company as per Companies Act, 2013, by adding all clauses appearing in the “OTHER OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS” and “OTHER OBJECTS” be substituted by the new sub-heading I.E “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)” to the main objects of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Directors or Company Secretary be and are hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s).”

3. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY AS PER COMPANIES ACT, 2013

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 5 and 14 of Companies Act, 2013 (‘the Act’), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Directors or Company Secretary be and are hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s).”

4. Issuance of equity shares on preferential basis to the Hem Exim PI (a partnership firm having beneficial owners / partners as Shri Dinesh A. Patel and Shri Sunil D. Patel) on preferential basis against the conversion of unsecured loans lying in the company from Hem Exim PI :

“RESOLVED THAT pursuant to the provisions of Section 42 and 62(1)(c) and all other 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 there under and in accordance with the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR Regulations”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeover) Regulations, 2011, as amended from time to time, (“SEBI Takeover Regulations”), any other guidelines and clarifications issued by the Government of India, all applicable circulars, notifications issued by the Securities and Exchange Board of India (“SEBI”), and subject to all necessary approvals, consents, permissions and/or sanctions of the Government of India, any other statutory or regulatory authorities, other applicable laws, Reserve Bank of India under the Foreign Exchange Management Act, 1999 (including any statutory modification or enactment thereof, for the time being in force), consent of the Company be and is hereby given to the Board of Directors of the Company (the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), to create, issue and allot on preferential basis (“Preferential Issue”) to Hem Exim PI, upto maximum of 12,00,000 (Twelve Lakhs) Equity Share of face value of Rs. 10/- (Rupees Ten) each, at a price of Rs. 14.50/- (Rupees Forteen and Fifty Paise Only) per share including premium of Rs. 4.5/- (Rupees Four and Fifty Paise only) per equity share, or price not less than price to be calculated in accordance with the Regulation 76 of SEBI ICDR Regulations upon the conversion of unsecured loan outstanding as on date of the Proposed Allottee.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

- I. In accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price (inclusive of premium) for the purpose of issue of Equity Shares is 3rd May, 2017 which is the date falling 30 (Thirty) days prior to the date of Extraordinary General Meeting or such other date as may be prescribed in accordance with the SEBI ICDR Regulations.
- II. That the said Equity Shares shall be issued and allotted by the Company to Proposed Allottee within a period of 15 (Fifteen) days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of delay of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval.
- III. The Equity Shares to be so allotted shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company, and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.
- IV. The Equity Shares allotted shall be subject to a lock-in for such period as specified under Chapter VII of SEBI ICDR Regulations relating to Preferential Issues.
- V. **RESOLVED FURTHER THAT** pursuant to the provision of the CA 2013, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscribers to the Equity shares.

VI. **RESOLVED FURTHER THAT** the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account opened by the Company with Dena Bank, Andheri Branch and shall be utilized by the Company in accordance with Section 42 of the CA 2013

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the Equity Shares and listing of Equity Shares at the Stock Exchanges as per the terms and conditions of SEBI LODR Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions or doubt that may arise with respect to the offer, issue and allotment of Equity Shares, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects

**By order of the Board of Directors
For Corporate Corporate Courier & Cargo Ltd**

**Darshit Parikh
Director
(Din: 03492803)**

Date: 03.05.2017

1st Floor,
19 Parsi Panchayat Road,
Andheri (East), Mumbai Mh: 400069.

Notes:

1. An explanatory statement pursuant to Section 102 of the Act, setting out material facts and reasons for the proposed Special resolutions are appended herein below.
2. Pursuant to the provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules 2014, a Company is mandatorily required to, in case of certain prescribed items of special business and has an option to in case of other items of special business, seek the approval of the shareholders to certain resolution(s) through Postal Ballot, instead of having it passed at a General Meeting. Accordingly, your approval is sought for the resolutions contained in this Notice through Postal Ballot.
3. Ms. Shruti H. Shah Practicing Company Secretary, FCS No., 8852 COP No. 8197 has been appointed as Scrutinizer for conducting the postal ballot process in accordance with the Act and the Rules made there under and in a fair and transparent manner.
4. As per section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of the Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive by post or Courier a Notice of Postal Ballot along with the Postal Ballot Form.
5. The Postal Ballot Notice is being sent to all the shareholders whose names appear on the Register of Members/list of Beneficial Owners as on April 28th, 2017.
6. A Postal Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. The self addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
7. In compliance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement with the Stock Exchange, the Company has also extended e-voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Details of e-voting facility are specified under instructions to the Postal Ballot Form.
8. The shareholders who do not receive the Postal Ballot Form may apply to the Company to receive the duplicate thereof. The Shareholders who are eligible for voting but who have become the shareholders after 3rd May, 2017 but before 3rd, June, 2017 may apply to the Company to get Postal Ballot Form.
9. The members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form, and record their assent (for) or dissent (against) to the items so listed, by returning the same duly completed and signed in the attached postage prepaid self-addressed envelope. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Shareholder(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutiniser on or before the closing of working hours on 3rd June, 2017 (5.00 P.M) to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Shareholder(s). Unsigned Postal Ballot Form/s will be rejected.
10. The Scrutiniser will submit her final report to the Chairman as soon as possible after the last date of receipt for postal ballot forms but not later than June 5th, 2017.
11. The results of the voting by Postal Ballot will be declared at the registered office of the Company not later than June 5th, 2017. The shareholders, who wish to be present at the time of declaration of the results, may do so at the said venue. The results will also be posted on the website of the Company www.corporate-couriers.com and by way of intimation to the Stock Exchanges on which the Company is listed. The date of declaration of postal ballot results will be taken as the date of passing there resolution.

12. The proposed amended Memorandum and Articles of Association of the Company are available on the website of the Company at www.corporate-couriers.com. Members who wish to receive a hard copy of the same may apply to the registered office of the Company OR email to corporatemailbox@rediffmail.com.

13. The Notice of Postal Ballot is placed on the website of the Company www.corporate-couriers.com.

14. The process and manner for remote e-voting is as under:

- i) 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 viz.; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/ PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file “remote e voting.pdf”.

- ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder –Login
- (iv) Put user ID and password (the initial password mentioned in the e-mail sent by NSDL to shareholders whose email addresses are registered with the company/depository participant(s) or mentioned in the postal ballot form). Click Login.
- (v) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “CORPORATE COURIER AND CARGO LIMITED
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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 csshrutishah@gmail.com with a copy marked to evoting@nsdl.co.in.

II. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy:

Initial password is provided as below/at the bottom of the Attendance Slip/by separate pin mailer for the EGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

AMENDMENT(S) TO MEMORANDUM OF ASSOCIATION OF THE COMPANY

The company has various plans for expansion of its business operations from the present level and accordingly, it is proposed to start the business of Real Estate, Steel Business and Engineering Business. In order to commence the same, it is proposed to alter the Main objects clause of the Memorandum of Association(MOA) by replacing the new clause IIIA in place of the existing clause IIIA as mentioned in the Item No. 1 of the Notice.

The Board of Directors of the Company on 27th April 2017, approved the above mentioned alteration in the Main Objects Clause of the Memorandum of Association of the Company, Alteration in main object of MOA by alteration of Main Object Clause requires approval of the Shareholders by passing the special resolution through Postal Ballot. Therefore Item No. 1 of this notice is circulated to the shareholders for their approval.

None of the Directors, key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

Item No.2

The existing Memorandum of Association is in line with the erstwhile Companies Act, 1956, which is not in conformity with the Companies Act, 2013 ('New Act').

It is thus expedient to adopt new set of Memorandum of Association (Primarily deleting the other objects and adding the clauses to the main objects in clause III), in place of existing Memorandum of Association of the Company, pursuant to the provisions of the Companies Act, 2013. Hence, the Board of Directors at its meeting held on April 27, 2017 proposed to adopt new set of Memorandum in place of existing Memorandum of Association of the Company and seek, shareholder's approval for the same.

A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the Registered office of the Company during the office hours on any working day, except Sundays, between 11 a.m to 1 p.m.

The proposed new draft MOA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors, key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

Item No. 3

The existing Articles of Association is in line with the erstwhile Companies Act, 1956, which is no longer in full conformity with the Companies Act, 2013 (New Act).

It is thus expedient to adopt new set of Articles of Association in place of existing Articles of Association of the Company, pursuant to the provisions of the Companies Act, 2013. Hence, the Board of the Directors at its meeting held on April 27, 2017, proposed to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders approval for the same.

None of the Directors, Managers or key Managerial Personnel is concerned or interested in the said resolution.

The Board recommends the resolution for your approval.

Item No. 4

The Board of Directors at their meeting held on April 27, 2017 upon the request letter dated April 27, 2017 received from the respective lenders wherein they requested the company either to make payment of their loan outstanding or to convert their loans in to Equity Shares. The Board has also considered that in view of current financial situation and liquidity position of the company, it would be in the interest of the Company to convert the unsecured loans due Hem Exim Pl (a partnership firm having beneficial owners / partners as Shri Dinesh A. Patel and Shri Sunil D. Patel) in Equity Shares, which will enhance the Networth and financial ratio of the Company. The proposed issue and allotment of Equity Shares on a preferential basis, shall be governed by the applicable provisions of the SEBI ICDR Regulations and the Companies Act, 2013 read with the applicable provisions of the rules made there under. Further, in terms of Regulation 73 of the SEBI ICDR Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice. Without prejudice to the generality of the above, the salient features of the preferential issue of Equity Shares are:

Details of the Issue

1. The allotment of the Equity Shares is subject to the Proposed Allottees not having sold any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date. The Proposed Allottees have represented that the Allottees have not sold any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date.
2. The relevant disclosures as required under Chapter VII of the SEBI ICDR Regulations are set out below:

(a) The Object of the Issue through preferential offer

The members are informed that the object of the issue of the Equity Shares by way of the proposed preferential offer is to convert the outstanding amount of unsecured loans of Proposed Allottees due to the Hem Exim Pl (a partnership firm having beneficial owners / partners as Shri Dinesh A. Patel and Shri Sunil D. Patel) in to Equity Shares of the Company as it is considered more feasible rather than borrowing from banks and other sources for repayment of the unsecured loans, which are attributed to hefty interest payment. The Lender to the Company have requested the board of the Company to either make payment of their loans outstanding or to convert their outstanding unsecured loan amount due to Hem Exim Pl (a partnership firm having beneficial owners / partners as Shri Dinesh A. Patel and Shri Sunil D. Patel) in to Equity Shares. In view of current financial position of the Company and board of directors of the Company have decided to convert unsecured loans in to Equity Shares which is in best interest of the Company and it will also strengthen the financial position of the Company which may increase net worth of the Company.

b) The proposal of the Promoters/Directors/Key Management Personnel of the issuer to subscribe to the offer

Hem Exim Pl (a partnership firm having beneficial owners / partners as Shri Dinesh A. Patel and Shri Sunil D. Patel) to subscribe to the Equity Share in lieu of their part of respective outstanding unsecured loan amount. No shares being offered to any Promoter and Promoter Group Companies, Director, Key Managerial Personnel or relative of the Directors or Key Managerial Personnel of the Company.

The details of the Lender and their unsecured loans outstanding as on date are as under:

Sr. No.	Proposed Allottees	Amount of unsecured loans which will be adjusted against issue of Equity Shares (In crores)	No. of Shares to be Allotted	Pre-Share Holding	Post- % Holding Shareholding	Category
1	Hem Exim PI (a partnership firm having beneficial owners / partners as Shri Dinesh A. Patel and Shri Sunil D. Patel)	1.75	12,00,000	Nil	16.66	Non Promoter

c) The shareholding Pattern of the Issuer before and after the preferential issue

Shareholding pattern before and after the proposed preferential issue of Equity Shares is as follows:

Sr. No.	CATEGORY	PRE ISSUE		POST ISSUE	
		NO. OF SHARES HELD	% OF SHARE HOLDING	NO. OF SHARES HELD	% OF SHARE HOLDING
A	Promoters' holding –				
	1. Indian				
	Individual				
	Body Corporate	19,56,300	32.61%	19,56,300	27.17
	Sub Total	19,56,300	32.61%	19,56,300	27.17
	2. Foreign Promoters	0	0%	0	0%
	Sub Total (A)	19,56,300	32.61%	19,56,300	27.17
B	Non-Promoters Holding–				
	1. Institutional investors	17300	.29%	17300	.24
	2. Non-Institution	3995700	66.595	5,1,95,700	72.1625
	Private Corporate Bodies	0	0%	0	0%
	Directors	1000	.00166	1000	.013
	Indian Public	0	0%	0	0%
	Others(Including NRIs)	29700	0.495	29700	.4125
	Sub Total (B)	6000000	100	7200000	100
	GRAND TOTAL (A+B)				

Note: * This percentage has been calculated on the basis of post preferential capital assuming full allotment of shares as proposed.

The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.

D) The Time within which preferential issue shall be completed

As required under Chapter VII of the Regulations, the Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 15 (Fifteen) days from the date of passing of the special resolution by the shareholders granting consent for preferential issue at the Extraordinary General Meeting or in the event allotment of Equity Shares would require any approval(s) from any regulatory authority or the Central Government, the allotment shall be completed within 15 (Fifteen) days from the date of such approval(s), as the case may be.

E) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post-preferential issued capital that may be held by the said allottees

Sr No.	Proposed Allottee	Ultimate Beneficial Owner	Pre Issue Equity Holding	No. of shares to be Allotted	Post Issue Equity Holding
1	Hem Exim Pl (a partnership firm having beneficial owners / partners as Shri Dinesh A. Patel and Shri Sunil D. Patel)	Shri Dinesh A. Patel and Shri Sunil D. Patel	-	12,00,000	12,00,000

(F) Requirement as to re-computation of price and lock-in of specified securities

Since the Equity Shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 6 (Six) months prior to the Relevant Date, the Company is not required to re-compute the price of the Equity Shares and therefore, the Company is not required to submit the undertakings specified under Regulations 73(1)(f) and (g) of the SEBI ICDR Regulations.

G) Pricing of the Preferential issue

The Equity Shares will be allotted in accordance with the price determined in terms of Regulation 76(1) of the SEBI ICDR Regulations. The Equity Shares shall be allotted at a price not less than higher of the following:

- (a) The average of the weekly high and low of the volume weighted average price of the related Equity Shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date; or
- (b) The average of the weekly high and low of the volume weighted average prices of the related Equity Shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

As per the calculations, 26 weeks and 2 weeks of the High and low of the Volume Weighted Average Price of the Equity Shares of the Company quoted on Stock Exchanges preceding the Relevant Date stands Rs. 13.64 and Rs.13.36 respectively. However, the issue price has been fixed as Rs.14.5 (including premium of Rs.4.5 each) per share which is higher price i.e Rs. 13.64 calculated as per Regulation 76(1) of the SEBI ICDR Regulations.

H) Relevant date with reference to which the price has been arrived at

The "Relevant Date" in terms of Regulation 71(a) of the SEBI ICDR Regulations for determination of minimum price is May 3rd, 2017 being a date which is 30 (Thirty) days prior to

the date of Extraordinary General Meeting, i.e.3rd June, 2017. To approve the proposed Preferential Issue, in term of Section 42 and Section 62 of the Companies Act, 2013.

I) Auditor's Certificate

A copy of the certificate from the Statutory Auditors of the Company, Mulraj D Gala, Chartered Accountants, certifying that the issue of the Equity Shares is being made in accordance with the requirements of SEBI Regulations for Preferential Issues, will be available for inspection at the Registered Office of the Company during 11.00 A.M. and 1.00 P.M. on any working day (Except Saturday) prior to the date of meeting.

J) Lock-in Period

The Equity Shares issued on preferential basis will be subject to lock-in as provided in the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange(s).

K) Basis on which the price has been arrived at along with report of the registered valuer

As such this is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the SEBI ICDR Regulations. However, it is agreed that the issue price shall be Rs.14.5 (Rupees Forteen and fifty Paise) per equity share or price determined as on Relevant Date in accordance with Regulation 76(1) of the SEBI ICDR Regulations and applicable law, whichever is higher.

L) Change in control

There shall be no change in management or control of the Company pursuant to this proposed issue.

M) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

The Board considered that in view of current financial situation and liquidity position of the company, it would be in the interest of the Company to convert the unsecured loans due to Hem Exim PI (a partnership firm having beneficial owners / partners as Shri Dinesh A. Patel and Shri Sunil D. Patel) in Equity Shares, which will enhance the Networth and financial ratio of the Company.

N) Undertaking to put Equity Shares under lock-in till the re-computed price is paid:

The Company undertakes that if the amount payable on re-computation of the price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till such time such amount is paid by the allottees.

O) Earlier allotment on preferential basis

During the Financial Year 2016-17, the Company has not offered, issued and allot any Equity Shares on preferential basis to promoter and non promoters.

P) Other Terms and conditions for Issue of Equity Shares

1. The allotment of Equity Shares does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of SEBI ICDR Regulations. Due to above preferential allotment of the Equity Shares, no change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the SEBI ICDR Regulations.

2. The Equity Shares arising out of issue of Equity Shares pursuant to the proposed resolution shall rank pari passu in all respects with the existing Equity Shares of the Company and will be listed on National Stock Exchange of India Limited and BSE Limited where the Equity Shares of the Company are listed.

The Board recommends the Special Resolution as set out in the Notice for members' approval.

None of the Directors, Key Managerial Personnels and their relatives are in any way concerned or interested in the Resolution as set out Item No. 1 of the Notice.

**By order of the Board of Directors
For Corporate Corporate Courier And Cargo Ltd**

**Darshit Parikh
Director
(Din: 03492803)**

Date: 03.05.2017

1st Floor,
19 Parsi Panchayat Road,
Andheri (East), Mumbai Mh: 400069.