

NOTICE

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the Members of **Allcargo Logistics Limited** will be held on Wednesday, September 29, 2021 at 3.00 p.m. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the Report of Auditors thereon.
2. To confirm the Interim Dividend of ₹2 (i.e.100%) per equity share of ₹2 each declared by the Board of Directors of the Company at its meeting held on March 15, 2021 as final dividend for the Financial Year ended March 31, 2021.
3. To appoint a Director in place of Mr Shashi Kiran Shetty (DIN: 00012754), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Appointment of Mr Martin Müller (DIN: 09117683) as an Independent Director of the Company**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the "Act") and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr Martin Müller (DIN: 09117683), who was appointed as an Additional Director of the Company with effect from March 31, 2021 under Section 161 of the Act and who holds office upto the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment and in respect of whom the Company

has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 2 (two) years commencing from March 31, 2021."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this Resolution."

5. **Appointment of Mr Parthasarathy Vankipuram Srinivasa (DIN: 00125299) as an Independent Director of the Company**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the "Act") and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr Parthasarathy Vankipuram Srinivasa (DIN: 00125299), who was appointed as an Additional Director of the Company with effect from May 11, 2021 under Section 161 of the Act and who holds office upto the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) years commencing from May 11, 2021."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this Resolution."

6. **Appointment of Mr Kaiwan Kalyaniwalla (DIN: 00060776) as a Non-Executive Non-Independent Director of the Company**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr Kaiwan Kalyaniwalla (DIN: 00060776), who was appointed as an Additional Director of the Company with effect from August 06, 2021 under Section 161 of the Act and who holds office upto the date of this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this Resolution.”

7. **Appointment of Mr Vaishnavkiran Shetty as a Chief Digital Officer (Group) in Allcargo Belgium N.V., wholly owned subsidiary of the Company**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the recommendation of the Audit Committee and the Board of Directors of the Company, Mr Vaishnavkiran Shetty (son of Mr Shashi Kiran Shetty, Chairman & Managing Director and Mrs Arathi Shetty, Non-Executive Director) be and is hereby appointed as a Chief Digital Officer in the Company's Wholly Owned subsidiary viz. Allcargo Belgium N.V. on the terms & conditions and remuneration, as set out in the Explanatory Statement annexed to this Notice.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this Resolution.”

8. **Re-appointment of Mr Adarsh Hegde (DIN: 00035040) as the Joint Managing Director of the Company and payment of remuneration in excess of threshold limits as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the approval of the Members be and is hereby accorded for the re-appointment of Mr Adarsh Hegde (DIN: 00035040), as the Joint Managing Director of the Company, for a period of 5 (five) years with effect from July 01, 2021, on the remuneration and the terms and conditions, as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as 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) and as set out in the Explanatory Statement annexed to this Notice, with a liberty to the Board to alter and vary the terms and conditions of his re-appointment and remuneration subject to the same not exceeding the limits specified in Schedule V of the Act or any amendment thereto, as may be agreed between the Board and Mr Adarsh Hegde.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any Financial Year, the Remuneration as set out in Explanatory Statement annexed to this Notice be paid to Mr Adarsh Hegde, as minimum Remuneration provided that the total Remuneration shall not exceed the ceilings provided in Section II and III of the Part II of Schedule V of the Act as may be applicable for the time being in force.”

“RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the Listing Regulations and as per the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded for payment of remuneration to Mr Adarsh Hegde, Joint Managing Director and Promoter as per the terms and conditions as set out in the Explanatory Statement annexed to this Notice notwithstanding:

- i) annual remuneration to Mr Adarsh Hegde exceeds ₹5 crores or 2.5% of the net profits of the Company calculated as per the provisions of Section 198 of the Act, whichever is higher; or

- ii) the aggregate annual remuneration to all the Executive Directors of the Company including Mr Adarsh Hegde exceeding 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Act;

till the expiry of the term.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this Resolution.”

9. **Offer or invite for subscription of Secured/ Unsecured Non-Convertible Debentures and/or Bonds on private placement basis**

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and subject to all other applicable regulations, rules, notifications, circulars and guidelines prescribed by the Securities and Exchange Board of India (“SEBI”), including the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Reserve Bank of India (“RBI”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, SEBI, RBI, the Stock Exchanges or any regulatory or statutory authority (the “Appropriate Authority”) and subject to such conditions and/or modifications as may be prescribed or imposed by the Appropriate Authority while granting such approvals, consents, permissions and sanctions, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which

term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), for making offer(s) or invitation(s) to subscribe to the issue and allot Secured/ Unsecured Non-Convertible Debentures and/or Bonds (the “issue”) on a private placement basis, in one or more series/tranches, fixing the price and the terms and conditions of the issue as the Board may from time to time determine and consider proper and most beneficial to the Company, such that the aggregate amount does not exceed ₹1,000 crores (Rupees One Thousand crores only) during a period of one year from the date of passing of this Resolution and that the said borrowing is within the overall borrowing limits of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to determine and fix the terms and conditions of the issue, from time to time, do all such acts, deeds, matters and things and give such directions as may be deemed necessary, proper or expedient in the interest of the Company and to sign and execute any deeds/documents/undertakings/ agreements/papers/writings, as may be required in this regard and to resolve and settle all questions and difficulties that may arise at any stage from time to time.”

By order of the Board of Directors

Devanand Mojindra
Company Secretary & Compliance Officer

Place: Mumbai

Date : August 13, 2021

Registered Office:

6th Floor, Avashya House, CST Road,
Kalina, Santacruz (East), Mumbai- 400098
E-mail ID: investor.relations@allcargologistics.com
Website: www.allcargologistics.com
Phone No: 022-66798100
CIN: L63010MH2004PLC073508

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 ("MCA Circulars") has permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at the AGM venue. Further, SEBI vide its circulars dated May 12, 2020 and January 15, 2021 ("SEBI Circulars") has also granted certain relaxations for conducting the AGM through VC/OAVM in line with the MCA Circulars. In compliance with the provisions of the Companies Act, 2013 (the "Act"), The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") MCA Circulars, and SEBI circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company i.e. Avashya House, CST Road, Kalina, Santacruz (East), Mumbai- 400098.
2. The Explanatory Statement pursuant to Section 102 of the Act, in respect of the Special Businesses as set out in Item Nos. 4 to 9 above and the relevant details of the Directors seeking appointment/re-appointment above as required by Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India are annexed hereto.
3. **SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA AND THE SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM VENUE ARE NOT ANNEXED TO THIS NOTICE.**

In compliance with the MCA Circulars and the SEBI Circulars, the Notice of the AGM *inter alia* indicating the process and manner of electronic voting along with the Annual Report of the Company for the Financial Year ended March 31, 2021 is being sent to the Members only through electronic mode whose e-mail addresses are registered with the Company/Depositories. Members who have not registered their e-mail addresses are requested to register their e-mail addresses so as to obtain the Annual Report of the Company.

In compliance with the said MCA Circulars, the Company will be published a public notice by way of advertisements in Free Press Journal and Navshakti, *inter alia*, advising the Members whose e-mail addresses are not registered/updated with the Company or the Depository Participant(s) ("DP's"), as the case may be, to register/update their e-mail

address with their DP's at the earliest. The said Notice is also uploaded on Company's website <https://www.allcargologistics.com/> and the website of the Stock Exchanges, i.e. BSE Limited <https://www.bseindia.com/> and National Stock Exchange of India Limited <https://www.nseindia.com/>

To support the 'Green Initiative', Members are requested to register their e-mail addresses by sending an e-mail on rnt.helpdesk@linkintime.co.in by giving details like name, folio number, permanent account number and contact number. Members holding shares in demat form are requested to register their e-mail addresses with their DP's only.

Members may note that the Notice and Annual Report of the Company for FY2020-21 will also be available on the Company's website <https://www.allcargologistics.com/> and the website of the Stock Exchanges, i.e. BSE Limited <https://www.bseindia.com/> and National Stock Exchange of India Limited <https://www.nseindia.com/>. The Notice of AGM is also available on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are encouraged to attend the AGM through VC/OAVM mode and vote electronically. Pursuant to the provisions of the Act, Institutional Members/ Corporate Members intending to allow their authorised representative(s) to attend and vote at the AGM are requested to submit a certified true copy of the Board Resolution/letter of appointment authorising their representative(s) together with the specimen signature(s) of those authorised representative(s) to the Scrutinizer at allcargo.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
6. Relevant documents referred to in the Notice and the Explanatory Statement shall be available for inspection through electronic mode. Members are requested to write to the Company on secretarialdesk@allcargologistics.com by mentioning their DP ID & Client ID/Physical Folio Number for inspection of said documents.
7. Members may please note that pursuant to Regulation 12 of the Listing Regulations, all listed entities shall use any electronic mode of payment facility approved by Reserve Bank of India for making payment(s) of dividend(s), interest(s), redemption(s) or repayment(s) to the Members. In view of this direction, Members are requested to update their bank account details with M/s Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company ("RTA"), in case shares are held in physical form, and with their

respective Depository Participants, in case shares are held in demat form, to enable the Company to make the said payment(s) in electronic form.

Members are further requested to note that non-availability of correct bank account details such as MICR ("Magnetic Ink Character Recognition"), IFSC ("Indian Financial System Code") etc., which are required for making electronic payment will lead to rejection/failure of electronic payment instructions by the bank in which case, the Company or RTA will use physical payment instruments for making payment(s) to the Members with available bank account details of the Members.

8. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical forms are requested to consider converting their holdings to demat form. Members may contact the Company's RTA at rnt_helpdesk@linkintime.co.in for assistance in this regard.

SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in demat form are therefore requested to submit their PAN to their DP's with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or RTA.

9. Unpaid/unclaimed dividend and shares

Members are hereby informed that as per the provisions of Section 124 of the Act, dividend which remains unpaid/ unclaimed over a period of 7 (seven) consecutive years has been transferred by the Company to "The Investor Education and Protection

Fund" ("IEPF") established by the Central Government under Section 125 of the Act.

Further, in accordance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), as amended from time to time, 872 equity shares of face value of ₹2/- each in respect of which dividend had remained unpaid/unclaimed for 7 (seven) consecutive years or more from the date of such transfer to Unpaid/Unclaimed Dividend Account of the Company has been transferred to the IEPF by crediting such shares to the DEMAT Account of the IEPF Authority (the "Authority"). The Company has sent individual notice to all the Members whose shares are due to be transferred to the Authority and has also published newspaper advertisement in this regard. Members are requested to visit the website of the Company and/ or the Authority/MCA to check their unpaid/ unclaimed dividend status and are advised to write to the Company and/or RTA immediately claiming dividend(s) declared by the Company. The details of the shares transferred to the Authority are uploaded on the Company's website <http://www.allcargologistics.com/investors/shareinformation/dividends>.

The Members may note that the shares as well as unpaid/unclaimed dividends transferred to the Authority can be claimed back by making an application to the Authority in Form IEPF-5 along with the requisite documents available on www.iepf.gov.in and sending duly signed physical copy of the same to the Company and/or RTA. The Members can submit only one consolidated claim in a financial year as per the IEPF Rules. In order to claim refund, the Members are advised to visit the weblink <http://iepf.gov.in/IEPFA/refund.html> or contact the RTA. No claims shall lie against the Company in respect of the dividend/shares so transferred.

The Members are requested to note the following due date(s) for claiming unpaid/unclaimed dividend paid/ declared by the Company:

Dividend	Date of Declaration of Dividend	Year	Due date for claiming Unpaid dividend
Final Dividend	August 7, 2014	FY2013-14	September 12, 2021
Interim Dividend	August 7, 2014	FY2014-15	September 12, 2021
Final Dividend	August 10, 2015	FY2014-15	September 09, 2022
Interim Dividend	November 05, 2015	FY2015-16	December 04, 2022
2 nd Interim Dividend	March 14, 2016	FY2015-16	April 14, 2023
Final Dividend	August 10, 2017	FY2016-17	September 11, 2024
Final Dividend	August 10, 2018	FY2017-18	September 14, 2025
Special Interim Dividend	February 08, 2019	FY2018-19	March 11, 2026
Interim Dividend	March 16, 2020	FY2019-20	April 21, 2027
Interim Dividend	March 15, 2021	FY2020-21	April 19, 2028

Pursuant to the IEPF Rules, the Company has also uploaded the details of unpaid/unclaimed amounts lying with the Company as on March 31, 2021 on the Company's website <http://www.allcargologistics.com/investors/shareinformation/dividends> and also on the website of the Authority, MCA - www.iepf.gov.in.

10. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (the "IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their DP's or in case shares are held in physical form, with the Company by sending documents through e-mail.
11. For resident shareholders, TDS is required to be deducted at the rate of 7.5% under Section 194 of the IT Act on the amount of dividend declared and paid by the Company in the FY2020-21 provided valid PAN is registered by the Shareholder. If the valid PAN is not registered, the TDS is required to be deducted at the rate of 20% under Section 206AA of the IT Act.

However, in case the dividend is not exceeding ₹5,000 in a financial year to resident individual shareholder, then no TDS will be deducted from the dividend.

If any resident individual shareholder is in receipt of Dividend exceeding ₹ 5,000 in a financial year, entire dividend will be subject to TDS @ 7.5%.

It may be further noted that w.e.f. April 01, 2021, the rate of TDS has changed to 10% (with valid PAN) from previous 7.5% for resident individual shareholders. In the cases where the shareholder provides valid Form 15G (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) or Form 15H (for individual above the age of 60 years with no tax liability on total income), no TDS shall be deducted.

12. For Non-resident shareholders [Including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)], the TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess) under Sections 195 or 196D of the IT Act, as the case may be.

Further, as per Section 90 of the IT Act, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the shareholder, if they are more beneficial to them.

13. It may be further noted that in case TDS on dividend is deducted at a higher rate in absence of receipt of the aforementioned documents, there would still be an option available with the shareholder to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.
14. The Company has therefore, deducted TDS at the time of payment of Interim Dividend for FY2020-21, for resident shareholder at 7.5% with valid Permanent Account Number (PAN) or at 20% without/invalid PAN and for Non-Resident shareholders at the applicable rates inclusive of surcharge and cess prescribed under the IT Act or Tax Treaty, read with Multilateral Instruments, if applicable based on information received by the RTA of the Company from the Depositories.
15. Any information in regards to the Accounts and Operations of the Company may be sent to the Company Secretary at secretarialdesk@allcargologistics.com atleast 7 (seven) days in advance of the date of AGM. The same will be suitably replied by the Company Secretary.
16. Under Section 72 of the Act, Members are requested to make nomination in respect of shares held by them in single name and physical form. Members desirous of making nomination are requested to send their request in Form SH-13 to the Company's RTA viz. M/s Link Intime India Private Limited at their address: C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083. Members holding shares in demat form may obtain and submit the nomination form to their respective DP's.
17. Non-Resident Indian Members are requested to inform RTA, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. **Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing facility of remote e-voting and e-voting at AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-voting system as well as e-voting during AGM will be provided by NSDL.

- I. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 22, 2021. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owner maintained by the Depositories as on the cut-off date shall only be entitled to avail facility of remote e-voting or e-voting during AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
 - II. The Members who have exercised their votes through remote e-voting prior to the AGM may also participate in the AGM through VC/OAVM but they shall not be entitled to vote again.
 - III. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
 - IV. **The remote e-voting period begins at 09.00 a.m. (IST) on Saturday, September 25, 2021 and ends at 05.00 p.m. (IST) on Tuesday, September 28, 2021. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.**
19. **Manner of registering/ updating e-mail addresses:**
- a) Members holding shares in physical mode and who have not registered/ updated their e-mail addresses with the Company are requested to register/ update their e-mail addresses by sending a duly signed request letter to the Company's RTA at their address by mentioning their name and Folio No.
 - b) Members holding shares in dematerialized mode are requested to register/ update their e-mail addresses with the relevant DP's.
20. **Instructions for participating in the AGM through VC/ OAVM and E-voting:**
- A. Instructions for participating in AGM through VC/OAVM:**
- a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name.
 - b) You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed.
 - c) By clicking on this link, the Members will be able to attend and participate in the proceedings of the AGM.
 - d) Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
 - e) Members are encouraged to join the Meeting through laptops for better experience.
 - f) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - g) Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - h) The Members can join the AGM in the VC/ OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available at least 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 - i) Members who would like to express their views/ have questions during the AGM may register themselves as a speaker shareholder by sending a request along with their questions in advance mentioning their name, demat account number/ folio number, email id and mobile number at secretarialdesk@allcargologistics.com on or before 03.00 p.m. (IST) on September 25, 2021. Those Members who have registered themselves as a speaker shareholder will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speaker shareholders depending on the availability of time for the AGM.
 - j) Speaker shareholders will join the AGM through the separate link as attendee. The shareholders will be on mute by default and can see the AGM proceedings. Speaker shareholders need to allow their audio and video to be kept open. Once moderator announce and allow shareholders to speak, then only such shareholders will speak.





B. Instructions for E-voting:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	<ol style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email ID as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 118220 then user ID is 118220001***

- Password details for shareholders other than Individual shareholders are given below:

 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file

- is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to allcargo.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Amit Vishal/ Pallavi Mhatre at evoting@nsdl.co.in

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarialdesk@allcargologistics.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarialdesk@allcargologistics.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Pursuant to the provisions of Section 102 of the Companies Act, 2013 (the "Act") and Secretarial Standard-2 on General Meetings ("SS-2"), the following Explanatory Statement sets out all material facts relating to the Special Business as mentioned in Item Nos.4 to 9 in the accompanying Notice dated August 13, 2021 and forms part of the Notice.

Item No.4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr Martin Müller (DIN: 09117683) as an Additional Director in the category of Non-Executive Independent Director, not liable to retire by rotation, for a term of 2 years with effect from March 31, 2021, subject to the approval of the Members of the Company, under Sections 149 and 161 of the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and the Articles of Association of the Company.

As per the provisions contained under Section 161 of the Act, Mr Martin Müller holds office upto the date of ensuing Annual General Meeting and is eligible for being appointed as an Independent Director of the Company.

The Company has received a notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mr Martin Müller for the office of Director of the Company. The Company has also received a declaration from Mr Martin Müller that he meets criteria of independence as prescribed under the Act and the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge the duties.

Mr Martin Müller is not disqualified from being appointed as a Director in terms of Section 164 of the Act and any other applicable law prescribed by SEBI or any other authority and has given his consent to act as Director of the Company.

In the opinion of the Board, Mr Martin Müller is independent of the management and meets the criteria of independence as specified in the Act, the Rules framed thereunder and the Listing Regulations.

Mr Martin Müller have applied online to the Indian Institute of Corporate Affairs for inclusion of his name in the data bank for a period of 5 years and his registration number is IDDB-NR-202103-035628.

Mr Martin Müller does not hold any shares in the Company.

Details of Mr Martin Müller are provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and SS-2.

Copy of draft appointment letter of Mr Martin Müller setting out the terms and conditions of his appointment is available for inspection through e-mail facility by requesting the Company for the same.

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

Save and except, Mr Martin Müller and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No.4 of the Notice.

Item No.5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr Parthasarathy Vankipuram Srinivasa (DIN: 00125299) as an Additional Director in the category of Non-Executive Independent Director, not liable to retire by rotation, for a term of 5 years with effect from May 11, 2021 subject to the approval of the Members of the Company under Sections 149 and 161 of the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and the Articles of Association of the Company.

As per the provisions contained under Section 161 of the Act, Mr Parthasarathy holds office upto the date of ensuing Annual General Meeting and is eligible for being appointed as an Independent Director of the Company.

The Company has received a notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mr Parthasarathy for the office of Director of the Company. The Company has also received a declaration from Mr Parthasarathy that he meets criteria of independence as prescribed under the Act and the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge the duties.

Mr Parthasarathy is not disqualified from being appointed as a Director in terms of Section 164 of the Act and any other applicable law prescribed by SEBI or any other authority and has given his consent to act as Director of the Company.

In the opinion of the Board, Mr Parthasarathy is independent of the management and meets the criteria of independence as specified in the Act, the Rules framed thereunder and the Listing Regulations.

Mr Parthasarathy have applied online to the Indian Institute of Corporate Affairs for inclusion of his name in the data bank for a period of 5 years and his registration number is IIDD-BI-202105-036116.

Mr Parthasarathy does not hold any shares in the Company.

Details of Mr Parthasarathy are provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and SS-2.

Copy of draft appointment letter of Mr Parthasarathy setting out the terms and conditions of his appointment is available for inspection through e-mail facility by requesting the Company for the same.

The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for the approval by the Members.

Save and except, Mr Parthasarathy and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No.5 of the Notice.

Item No.6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr Kaiwan Kalyaniwalla (DIN: 00060776) as an Additional Director in the category of Non-Executive Non-Independent Director, liable to retire by rotation, with effect from August 06, 2021 subject to the approval of the Members of the Company under Section 161 of the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and the Articles of Association of the Company.

As per the provisions contained under Section 161 of the Act, Mr Kaiwan Kalyaniwalla holds office upto the date of ensuing Annual General Meeting and is eligible for being appointed as a Non-Executive Non-Independent Director of the Company.

The Company has received a notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mr Kaiwan Kalyaniwalla for the office of Director of the Company.

Mr Kaiwan Kalyaniwalla is not disqualified from being appointed as a Director in terms of Section 164 of the Act and any other applicable law prescribed by SEBI or any other authority and has given his consent to act as Director of the Company.

Details of Mr Kaiwan Kalyaniwalla are provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and SS-2.

The Board recommends the Ordinary Resolution set out at Item No.6 of the Notice for the approval by the Members.

Save and except, Mr Kaiwan Kalyaniwalla and his relatives, to the extent of their shareholding interest, if any, in the

Company, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No.6 of the Notice.

Item No.7

Based on the recommendation of the Audit Committee, the Board of Directors of the Company has appointed Mr Vaishnavkiran Shetty as a Chief Digital Officer (Group) in Allcargo Belgium N.V., wholly owned subsidiary of the Company with effect from October 01, 2021 subject to the approval of the Members of the Company.

A self-starter, but an avid learner all the way, Mr Vaishnavkiran Shetty has picked up his business lessons with hands-on training as an intern with the Company. A hard-core believer in the power of technology, he has successfully undertook the task of developing and promoting proprietary tech-tools like ECU360 at ECU Worldwide, Company's wholly-owned global subsidiary and the global LCL consolidation leader.

Leading the group's digitalization and technology adoption in his current role, he is involved in overseeing and integrating diverse digital tools and initiatives across group companies in a manner that eventually translates into seamless, convenient logistics for customers in India and the world.

Being a part of the management team, he constantly supports the group's vision and implementation of key business strategies.

He has completed his graduation from Emory University in the USA, honed his on-ground work experience through an internship in Singapore-based OOCL, Dacheng Law and Stamford Law, as well as gathered extensive knowledge in valuations, mergers and acquisitions at London-based Blackstone Group.

Proposed terms and conditions and remuneration:

(I) Duties and responsibilities:

- Lead and drive digital innovation and serve as a cross-functional change agent across the group.
- Be a digital evangelist, championing the use of digital technology and practices to engender a digital mindset from the top down.
- Ensure collaboration, knowledge sharing, and digital best practices between partners and colleagues to help embed a robust digital ecosystem.
- Measure ROI on digital projects, fine-tuning approaches as needed to ensure that the Company is investing in the right tools and resources.
- Setting up of the digital team and digital organization-structure supporting the

transformation. Understand opportunities and threats from the on-going digital revolution and what could disrupt this model going ahead.

- Establish and manage a portfolio of potential digital opportunities for the organization.
- Lead the execution strategy of each opportunity, including but not limited to successful digitization of existing business models by digitizing operations and customer interfaces/channels.

(II) Proposed Remuneration payable:

- USD 1,00,000 per annum subject to maximum USD 2,00,000 per annum.

The Board recommends the Ordinary Resolution set out at Item No.7 of the Notice for the approval by the Members.

Mr Shashi Kiran Shetty and Mrs Arathi Shetty and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No.7 of the Notice.

Item No.8

The Members of the Company at 23rd Annual General Meeting ("AGM") held on August 10, 2016 had appointed Mr Adarsh Hegde as the Joint Managing Director of the Company for a period of 5 years commencing from July 01, 2016 and ending on June 30, 2021 on the terms & conditions including remuneration, as contained in the explanatory statement attached to notice convening the said AGM.

Considering Mr Adarsh Hegde's outstanding contribution in developing and expanding the business of the Company and in development of trade and the industry in which it operates, the Board of Directors of the Company at their meeting held on June 23, 2021 has re-appointed Mr Adarsh Hegde as the Joint Managing Director of the Company subject to approval of the Members of the Company, for a further period of five years effective from July 01, 2021 on the following terms & conditions as recommended by the Nomination and Remuneration Committee of the Company:

Proposed terms & conditions and remuneration:

(I) Tenure:

The appointment shall be for a period of 5 years commencing from July 01, 2021 subject to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Companies Act, 2013, (the "Act") as may be amended both from time to time.

(II) Duties and Responsibilities:

Subject to the superintendence, control and overall direction of the Board of Directors of the Company

(hereinafter called as “the Board”), the Joint Managing Director shall have the power for general conduct and management of the whole of business and affairs of the Company except in the matter which may be specifically required to be done by the Board either as per the provisions of the Act or the Listing Regulations or by the Articles of Association of the Company and the Joint Managing Director shall also exercise and perform such powers and duties as the Board may from time to time determine and shall also do and perform all other acts and things which in the ordinary course of business as he may consider necessary or proper or in the interest of the Company.

(III) Basic Salary:

₹20,00,000/- (Rupees Twenty Lakhs only) per month with a power to the Board to increase the salary payable to the Joint Managing Director up to a maximum limit of ₹30,00,000/- (Rupees Thirty Lakhs only) per month from time to time.

(IV) Perquisites and Allowances:

Category A:

i.	Housing	:	<p>The Company shall provide suitable residential accommodation with all facilities and amenities (including gas, telephone, electricity, water, and furnishings) for Mr Adarsh Hegde and his family for which the Company shall recover 10% of his salary or where the Company is not in a position to provide suitable accommodation to Mr Adarsh Hegde, house rent allowance will be paid by the Company to Mr Adarsh Hegde, subject to the following ceilings:</p> <p>a) Mumbai-Calcutta-Delhi-Chennai 60% of salary over and above 10% payable by Mr Adarsh Hegde himself.</p> <p>b) Other places 50% of salary over and above 10% payable by Mr Adarsh Hegde himself.</p> <p>Perquisites shall be evaluated as per the Income Tax Rules, 1962, wherever applicable. Monetary value of the benefits of gas, telephone, electricity and water and furnishings to be valued as per the Income Tax Rules 1962, but subject to the ceilings of 10% of his salary.</p>
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ii.	Medical Reimbursement	:	Mr Adarsh Hegde shall be entitled to the re-imbursement of medical expenses actually incurred for himself and his family. The total cost of which to the Company shall not exceed one month's salary for a year or upto five months salary for a period of five years of service.
iii.	Leave Travel Concession	:	Mr Adarsh Hegde will be entitled to Leave Travel Concession once in a year for himself and his family in accordance with the rules of the Company.
iv.	Club Fees	:	Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
v.	Corporate Credit Card	:	Mr Adarsh Hegde shall be provided with the Corporate Credit Card for official use.
vi.	Personal Accident Insurance	:	The Company shall pay an annual premium not exceeding ₹ 50,000/- towards the personal accident insurance policy for the benefit of Mr Adarsh Hegde.

Category B

i.	Contribution to Funds	:	Contribution to Provident Fund, Annuity Fund, Gratuity/ Contribution to Gratuity Fund, Superannuation/ Pension Fund as per the Company's Rules.
ii.	Encashment of Leave	:	Encashment of leave not availed of by Mr Adarsh Hegde as per the Company's Rules.
iii.	Gratuity	:	Gratuity shall be payable to Mr Adarsh Hegde subject to the statutory rules and as per the rules of the Company.

Category C

i.	Provision of Car	:	Two Chauffeur driven cars for office and personal use.
ii.	Telephone	:	Telephone at the residence and Mobile phone with SIM card as per the Company's Rules.
iii.	Internet/ leaseline/wifi	:	At actuals
iv.	Performance Award	:	As per the Company's Rules
v.	Other amenities and benefits	:	Such other benefits, amenities and facilities as per the Company's Rules.

(V) Commission:

The Board of Directors of the Company may determine commission payable to Mr Adarsh Hegde keeping in view the performance of the Company in respect of

financial year commencing from April 01, 2021, based on the net profits of the Company computed in the manner laid down in Section 198 of the Act every year.

Such commission may exceed ₹5 crores or 2.5 per cent of the net profits of the Company, whichever is higher or where there is more than one Executive director, the aggregate annual remuneration may exceed 5 per cent of the net profits for Mr Adarsh Hegde either singly or along with other Executive directors in any particular year, subject to the approval of the shareholders and as per the applicable provisions of the Act and the Listing Regulations as amended from time to time.

Provided that Mr Adarsh Hedge may draw remuneration from one or more companies subject to the ceiling provided in Section 197 read with Part II of Schedule V of the Act.

Provided always that the aggregate of the Remuneration payable as aforesaid including Remuneration payable to other Whole-time Directors/Managing Directors shall not exceed 10% of the net profits of the Company computed in accordance with the provisions of Sections 197 and 198 of the Act read with Schedule V of the Act, as and when becomes applicable.

(VI) Other Terms and Conditions:

- a. The value of the perquisites would be evaluated as per Income-tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.
- b. Contribution to Provident Fund, Annuity Fund, Gratuity Fund, Superannuation Fund, Pension Fund would not be included in the computation of ceiling of remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- c. Encashment of earned leave at the end of the tenure as per rules of the Company shall not be included in the computation of ceiling on Remuneration.
- d. Provision of car for use on Company's business and telephone at residence would not be considered as perquisites.
- e. The Joint Managing Director as long as he functions as such shall not be paid any sitting fees for attending the meetings of the Directors or Committees thereof.
- f. Mr Adarsh Hegde shall, while he continues to hold office of the Joint Managing Director, be subject to retirement by rotation and he shall be reckoned as a Director for the purpose of determining the directors liable to retire by rotation and such retirement and re-appointment shall, unless he is not re-appointed as a Director, not constitute a break in his engagement as Joint Managing Director during the tenure of his term and subsequent renewals thereof. Mr Adarsh Hegde shall not *ipso facto* cease to be a Director, if he ceases to hold office of Joint Managing Director for any cause.
- g. Notice period shall be 6 (six) months or 6 (six) months Remuneration in lieu thereof.
- h. The aggregate of salary, commission, perquisites and allowances in any one financial year shall not exceed the limits prescribed under Sections 197, 198 and other applicable provisions of the Act and the Listing Regulations read with Schedule V of the Act as may for the time being in force.
- i. If during the currency of his tenure as Joint Managing Director, the Company has no profits or its profits are inadequate in any financial year, the Joint Managing Director shall be entitled to the aforesaid remuneration by way of salary, commission, perquisites and allowances, subject to the necessary approvals as may be required, as per the applicable provisions of the Act and the Listing Regulations.
- j. Mr Adarsh Hegde can be appointed as Director or Managing Director on the Board of other companies including subsidiaries in accordance with the provisions of the applicable laws in India.

Details of Mr Adarsh Hegde are provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and SS-2.

The Board recommends the Special Resolution set out at Item No.8 of the Notice for the approval by the Members.

Save and except, Mr Adarsh Hegde, being appointee, Mrs Arathi Shetty, being relative of the appointee, none of the other Directors and Key Managerial Personnel of the Company and/or their relatives is/are concerned or interested, financially or otherwise, in the resolution set out in Item No. 8 of this Notice, except to the extent of their shareholding interest.

Item No.9

The Company had obtained approval of the Members at the 27th Annual General Meeting held on September 09, 2020, to raise funds upto ₹1,000 crores (Rupees One Thousand crores only) by issue of Secured/Unsecured Non- Convertible Debentures on a private placement basis, in one or more tranche(s) from time to time.

As per provisions of Section 42 of the Act and the Rules framed thereunder, the Special Resolution passed by the Members with respect to issue of Non-Convertible Debentures shall be valid for a period of one year from the date of passing the Resolution. Accordingly, the aforesaid Resolution is valid till September 08, 2021.

Considering the future capex plans, strategic investments, and cost effectiveness of borrowing through the Debentures, the Company proposes to obtain Members' approval for borrowings upto ₹1,000 crores (Rupees One Thousand crores only) by way of issue of Secured/Unsecured Non-Convertible Debentures and/or Bonds on a private placement basis in one or more tranche(s). This would be an enabling Resolution authorizing the Board of Directors to make specific issuances based on the Company's requirements, market liquidity and appetite at the opportune time. The aggregate borrowings of the Company shall be well within the limits approved by the Members.

The Board recommends the Special Resolution set out at Item No.9 of the Notice for the approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested,

financially or otherwise, in the Resolution set out at Item No.9 of the Notice.

By order of the Board of Directors

Devanand Mojidra
Company Secretary & Compliance Officer

Place: Mumbai

Date : August 13, 2021

Registered Office:

6th Floor, Avashya House, CST Road,

Kalina, Santacruz (East), Mumbai- 400098

E-mail ID: investor.relations@allcargologistics.com

Website: www.allcargologistics.com

Phone No: 022-66798100

CIN: L63010MH2004PLC073508

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 28TH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD- 2 ON GENERAL MEETINGS ARE AS UNDER:

I	Name of Director	Mr Shashi Kiran Shetty (DIN:00012754)	Mr Adarsh Hegde (DIN:00035040)	Mr Martin Müller (DIN: 09117683)
II	Age	64 years	57 years	51 years
III	Qualification	Bachelor of Commerce	Bachelor's degree in Mechanical Engineering from Nitte Education Trust, Mangalore	Post-Graduation from St. Gallen university, one of the finest school in Europe
IV	Brief resume including profile, experience and expertise in specific functional areas	<p>Mr Shashi Kiran Shetty is a pioneer and leader of the logistics industry with numerous Indian and global recognitions and a deep-rooted commitment to social welfare.</p> <p>Mr Shetty began early, when the logistics sector was at a nascent stage. In 1993, Mr Shetty founded Allcargo Logistics which today enjoys the status of being India's largest integrated logistics company. Its trajectory of success and wide portfolio of world-class services like MTO, Contract Logistics and Project Equipment are testimony to Mr Shetty's entrepreneurial spirit and foresight.</p> <p>Spearheading over 10 key acquisitions in less than a decade, Mr Shetty sets a brilliant example of benefiting from first mover's advantage, wherein he saw the formidable strength and bright future the logistics sector holds in India and globally, creating India's first and largest integrated logistics solutions provider in the private sector and a global leader in multimodal transport with operations in more than 160 countries.</p> <p>In 2019-2020, under the leadership of Mr Shetty, Allcargo Logistics acquired a substantial stake of more than 20% in Gati Limited, a major player in logistics and express distribution segment. Right from being conferred Belgium's highest civilian honour the 'Distinction of Commander of the Order of Leopold II' to being declared as the Global Logistics Personality of the Year, Mr Shetty's experience and contribution has been recognised across diverse fora and platforms in India and internationally. An astute business sense, exemplary leadership and a vision to identify potential opportunities reiterate his position as an industry veteran.</p> <p>Mr Shetty is known not just for his professional achievements, but also his involvement in a number of philanthropic and community development initiatives. Be it through personal donations and contributions or involvement in the interventions of Avashya Foundation, Allcargo Logistics' CSR arm, Mr Shetty walks the talk when it comes to giving back to society in every way possible.</p>	<p>After finishing his mechanical engineering from Nitte Education Trust, Mangalore, he started his career as an Assistant Maintenance Engineer with Eastern Ceramics Private Limited, Mumbai in 1987 and has served the organization in various capacities.</p> <p>He has experience in the field of logistics close to three decades. Mr Hegde joined the Company on August 21, 2006 and has been instrumental in the success of the Company's growth story. Presently, he is designated as Joint Managing Director of the Company.</p> <p>Mr Hegde's business acumen and vision in logistics business, advanced and modern management proficiency quality drives him as an ideal business leader. He has played a key role in designing and implementing various systems and procedures, which resulted in exponential growth opportunities for the Company.</p>	<p>Mr Martin Müller is a Swiss national and is extremely well informed business leader, Consultant who worked with Mckinsey in addition to his many other roles in various Logistics companies around the world as an independent consultant. He is currently Founder & Owner, Director. Management consulting at Agovis Singapore Pte Ltd and Non-Executive Director at Glatz AG, Frauenfeld, Switzerland.</p>

		<p>Under Mr Shetty's guidance and insistence on quality, impeccable execution, customer satisfaction and a values-driven culture, Allcargo Logistics continues to be recognised as one of the most professionally-managed and process driven organisations.</p> <p>In addition to being a sports enthusiast and an avid golfer, Mr Shetty also appreciates art and its diverse cultural expressions.</p>		
V	Shareholding in the Company as on March 31, 2021	152,519,341 equity shares of face value of ₹2/- each constituting 62.08% of the total paid-up share capital of the Company.	4,545,500 equity shares of face value of ₹2/- each constituting 1.85% of the total paid-up share capital of the Company.	NIL
VI	Date of first appointment	August 18, 1993	August 21, 2006	March 31, 2021
VII	Directorship held in other companies (including the Company) as on March 31, 2021	<ul style="list-style-type: none"> - Allcargo Logistics Limited - AGL Warehousing Private Limited - Avvashya CCI Logistics Private Limited - Allcargo Inland Park Private Limited - Allcargo Multimodal Private Limited - Malur Logistics and Industrial Parks Private Limited - Allcargo Projects Private Limited - Gati Limited - Alltrans Logistics Private Limited - Avashya Corporation Private Limited - Avashya Holdings Private Limited - FTL (India) Private Limited - Talentos Entertainment Private Limited - Panvel Logistics and Warehousing Solutions Private Limited - ALX Shipping Agencies India Private Limited - Ecu-Line Saudi Arabia LLC (Foreign Body Corporate) - Aladin Group Holdings Limited (Foreign Body Corporate) 	<ul style="list-style-type: none"> - Allcargo Logistics Limited - Combi Line Indian Agencies Private Limited - Contech Logistics Solutions Private Limited - Avvashya Supply Chain Private Limited (Formerly known as South Asia Terminals Private Limited) - Transindia Logistic Park Private Limited - Avvashya CCI Logistics Private Limited - Allcargo Multimodal Private Limited - Ecu International (Asia) Private Limited - Gati-Kintetsu Express Private Limited - Gati Kausar India Limited - Alltrans Logistics Private Limited - Indport Maritime Agencies Private Limited - Transindia Freight Services Private Limited - Container Freight Station Association of India (Renewal Old AN 165281) - Transneph Freight Services Private Limited (Foreign Body Corporate) 	<ul style="list-style-type: none"> - Allcargo Logistics Limited - Agovis Singapore Pte Limited (Foreign Body Corporate) - Glatz AG (Foreign Body Corporate)
VIII	Companies in which Director is Member of the Committee of the Board as on March 31, 2021	<p>Allcargo Logistics Limited</p> <ul style="list-style-type: none"> - Stakeholders Relationship Committee - Corporate Social Responsibility Committee - Finance, Strategy and Legal Committee - Risk Management Committee <p>Gati Limited</p> <ul style="list-style-type: none"> - Nomination & Remuneration Committee - Non-Core Asset Disposal Committee 	<p>Allcargo Logistics Limited</p> <ul style="list-style-type: none"> - Audit Committee - Executive Committee - Stakeholders Relationship Committee - Finance, Strategy and Legal Committee <p>Avvashya CCI Logistics Private Limited</p> <ul style="list-style-type: none"> - Corporate Social Responsibility Committee 	<p>Allcargo Logistics Limited</p> <ul style="list-style-type: none"> - Audit Committee
IX	Companies in which Director is Chairman of Committees of the Board as on March 31, 2021	<p>Allcargo Logistics Limited</p> <ul style="list-style-type: none"> - Executive Committee 	<p>Allcargo Logistics Limited</p> <ul style="list-style-type: none"> - Risk Management Committee <p>Avvashya CCI Logistics Private Limited</p> <ul style="list-style-type: none"> - Executive Committee 	NIL

X	Terms and Conditions of appointment/ re-appointment along with details of remuneration sought to be paid and remuneration last drawn	Please refer to the Board's Report and Corporate Governance Report		
XI	Number of Board meetings attended during the year	8	8	NIL
XII	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Spouse of Mrs Arathi Shetty	Brother of Mrs Arathi Shetty	Not Applicable

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 28TH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD- 2 ON GENERAL MEETINGS ARE AS UNDER:

I	Name of Director	Mr Parthasarathy Vankipuram Srinivasa (DIN: 00125299)	Mr Kaiwan Kalyaniwalla (DIN:00060776)
II	Age	58 years	57 years
III	Qualification	Chartered Accountant from ICAI and ICAEW and an alumnus of Harvard Business School's AMP (2011)	Bachelor's degree in economics and political science and a bachelor of laws degree from the University of Mumbai
IV	Brief resume including profile, experience and expertise in specific functional areas	<p>Mr Parthasarathy Vankipuram Srinivasa (fondly known as Partha) is a leader who relishes challenges. His multiple roles straddling industries and geographies has helped him to develop what he calls his "stairway to a global mindset", which challenges us to think fast and think new. Partha is a much awarded professional, thought leader, and votary of transformational changes with over 35 years of rich experience wherein he has successfully led businesses, functions, and organizational transformations. A well-recognized speaker in the fields of finance and IT, he was awarded with a Lifetime Achievement Awards for both his CFO and CIO roles. He is also the recipient of the Business World - Yes Bank Hall of Fame Award, Best CFO of India Award by IMA, Corporate Excellence Awards and Digital Icon of India Award by HPE and CIO 100 – Hall of Fame by CIO after winning the awards for 4 consecutive years.</p> <p>Partha also partakes in charity runs for Nanhi Kali (the Girl Child Education NGO) at the Mumbai Marathon and named a Change Legend for 2019 creating history, being responsible for bringing in the largest collection that year.</p> <p>By way of qualification Partha is a Chartered Accountant from ICAI and ICAEW and an alumnus of Harvard Business School's AMP (2011).</p> <p>Prior to being appointed as the President of Mobility Services Sector, Mahindra Group in April 2020, Partha was the Group CFO & Group CIO, Mahindra Group for 7 years as well as a member of the Mahindra Group Executive Board for over 10 years.</p>	He is a Solicitor and Advocate of the Bombay High Court and a partner of Maneksha & Sethna, a law firm based in Mumbai. Mr Kalyaniwalla has been in the practice of law for over 33 years and is enrolled as a Solicitor of the Supreme Court of England and Wales. His practice is predominantly in the field of corporate laws, property laws, tax laws and general commercial laws. Mr Kalyaniwalla is the President and an active member of the Managing Committee of the Bombay Incorporated Law Society.
V	Shareholding in the Company as on March 31, 2021	Not Applicable	1,07,250 equity shares of face value of ₹2/- each constituting 0.04% of the total paid-up share capital of the Company.
VI	Date of first appointment	May 11, 2021	August 06, 2021
VII	Directorship held in other companies (including the Company) as on March 31, 2021	Not Applicable	<ul style="list-style-type: none"> - Modern India Limited - Gati Limited - Bombay Incorporated Law Society - Synchro Investments Private Limited - Bombay Metal & Alloys MFG. Company Private Limited - Iorn & Metal Traders Private Limited - Transindia Logistics Park Private Limited - Quantum Trustee Company Private Limited - Ecu Hold NV (Foreign Body Corporate) - Aladin Group Holdings Limited (Foreign Body Corporate)

VIII	Companies in which Director is Member of the Committee of the Board as on March 31, 2021	Not Applicable	Modern India Limited <ul style="list-style-type: none"> - Corporate Social Responsibility Committee - Risk Management Committee - Audit Committee - Nomination and Remuneration Committee Gati Limited <ul style="list-style-type: none"> - Audit Committee - Nomination and Remuneration Committee - Stakeholder Relationship Committee - Risk Management Committee - Corporate Social Responsibility Committee
IX	Companies in which Director is Chairman of the Committee of the Board as on March 31, 2021	Not Applicable	Not Applicable
X	Terms and Conditions of appointment/ re-appointment along with details of remuneration sought to be paid and remuneration last drawn	Please refer to the Board's Report and Corporate Governance Report	
XI	Number of Board meetings attended during the year	NIL	1
XII	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not Applicable	Not Applicable