

Listing Compliance and Legal Regulatory BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 BSE Scrip Code: 532749	Listing and Compliance National Stock Exchange of India Limited Exchange Plaza, C-1, Block G Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 NSE Symbol: ALLCARGO
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October 04, 2022

Sub: Proceedings of the Meeting of the Equity Shareholders of Allcargo Logistics Limited held on October 04, 2022 pursuant to the orders passed by the Hon'ble National Company Law Tribunal, Mumbai Bench

Dear Sir/Madam,

This is to inform you that the Meeting of the Equity Shareholders (the “**Meeting**”) of Allcargo Logistics Limited was held today, i.e. **Tuesday, October 04, 2022** through Video Conferencing/Other Audio Visual Means (“**VC/OAVM**”) pursuant to the directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench (“**NCLT**”) vide its order dated July 28, 2022 read with the order dated August 11, 2022 and in compliance with the provisions of the Companies Act, 2013 (the “**Act**”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), to consider and approve the Scheme of Arrangement and Demerger between the Allcargo Logistics Limited (“**Demerged Company**” or the “**Company**”) and Allcargo Terminals Limited (“**Resulting Company 1**”) and TransIndia Realty & Logistics Parks Limited (“**Resulting Company 2**”) and their respective shareholders.

Members of the Company have approved the resolution as set out in the Notice of the Meeting with requisite majority.

In this regard, please find enclosed the following:

- Summary of the proceedings of the Meeting of the Company as required under Regulation 30 read with Part A of Schedule III of the Listing Regulations– **Annexure A**.
- Voting Results of the business transacted at the Meeting, as required under Regulation 44 of the Listing Regulations – **Annexure B**.
- Report of the Scrutinizer dated October 04, 2022, pursuant to Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 – **Annexure C**.

The Voting Results along with the Scrutinizer's Report dated October 04, 2022 will also be made available on the Company's website at www.allcargologistics.com.

The Meeting was concluded at 03:26 p.m. (IST)

This is for your information and records.

Thanking You,
Yours faithfully
For **Allcargo Logistics Limited**

Devanand Mojindra
Company Secretary & Compliance Officer



Encl: a/a

Annexure - A

Summary of the Proceedings of the Hon'ble National Company Law Tribunal Convened Meeting of the Equity Shareholders

The Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**") Convened Equity Shareholders Meeting (the "**Meeting**") of Allcargo Logistics Limited (the "**Company**") was held on **Tuesday, October 04, 2022 at 03:00 p.m. (IST) through Video Conferencing/Other Audio Visual Means ("VC"/"OAVM")** to transact the business as stated in the Notice dated August 25, 2022 pursuant to the orders passed by the NCLT vide its order dated July 28, 2022 read with the order dated August 11, 2022 ("**NCLT orders**").

Pursuant to the NCLT Orders, Mr Shashi Kiran Shetty chaired the Meeting. The requisite quorum being present, the Chairman called the Meeting to order. The Chairman welcomed the shareholders present at the Meeting and introduced the Members on the Board. The following Directors attended the Meeting:

Mr VS Parthasarathy	: Vice Chairman and Non-Executive Director
Mr Martin Müller	: Independent Director
Mr Nilesh Vikamsey	: Independent Director

Mr Deepal Shah – Deputy Group Chief Financial Officer, Mr Suresh Kumar Ramiah – Chief Executive Officer, Mr Devanand Mojindra – Company Secretary & Compliance Officer and Mr Ravi Jakhar- Chief Strategy Officer were also present at the Meeting.

Further, the representative of the Scrutinizer of the Meeting– M/s Dhruvil M. Shah & Co., was also present at the Meeting.

With the permission of the Equity Shareholders, the Notice convening the Meeting was taken as read.

Mr Devanand Mojindra, Company Secretary & Compliance Officer welcomed and informed the Members that the facility of remote e-voting for exercising their voting rights through e-voting platform provided by National Securities Depositories Limited ("**NSDL**") was made available from Friday, September 30, 2022 at 09:00 a.m. (IST) to Monday, October 03, 2022 at 05:00 p.m. (IST) and it was informed that the Members, who have not voted through remote e-voting and who have attended this Meeting will have an opportunity to cast their votes within 30 minutes post conclusion of the Meeting.

He informed that the Meeting has been convened through VC facility pursuant to the NCLT Orders. The brief points relating to the participation at the Meeting through VC were informed and the Company had made necessary arrangements with NSDL to provide facility for voting through remote e-voting and e-voting during the Meeting and participation in the Meeting through VC facility.

He further apprised the Members present at the Meeting about the rationale of the Scheme.

He also informed the Members that following Resolution set out in the Notice convening the Meeting was put to vote by remote e-voting and e-voting during the Meeting:

- To approve the Scheme of Arrangement and Demerger between Allcargo Logistics Limited ("**Demerged Company**" or the "**Company**") and Allcargo Terminals Limited (formerly known as Allcargo Terminals Private Limited, this company was converted from private limited to public limited w.e.f. January 10, 2022) ("**ATL**" or "**Resulting Company 1**") and TransIndia Realty & Logistics Parks Limited ("**TRLPL**" or "**Resulting Company 2**") and their respective shareholders

Company Secretary invited the Members to express their views, seek clarifications and ask questions on the above matter.

The Chairman appreciated the Speaker Members for their questions and suggestions. He responded to all the queries raised by the Speaker Members. He also thanked the Members for attending and participating in the Meeting.

Company Secretary informed that the e-voting facility was kept open for 30 minutes post conclusion of the Meeting to enable the Members to cast their vote.

He further thanked the Chairman, the Board of Directors, Key Managerial Personnel, Shareholders, NSDL, Scrutinizer, Secretarial Team, Finance Team and other stakeholders for contributing in smooth conduct of this Meeting and declared the Meeting as concluded. The Meeting concluded at 03:26 p.m. (IST)

The Scrutinizer's Report was received after conclusion of the Meeting on October 04, 2022.

Thanking You,
Yours faithfully
For **Allcargo Logistics Limited**

Devanand Mojidra
Company Secretary & Compliance Officer



Annexure B

DETAILS OF VOTING RESULTS AS PER REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Sr. No.	Particulars	Details
1.	Date of the Hon'ble NCLT Convened Meeting of Equity Shareholders of the Company held through Video Conferencing	Tuesday, October 04, 2022
2.	Total Number of Shareholders as on the Cut-off Date (i.e. Tuesday, September 27, 2022)	73482
3.	No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
4.	No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	5 50



Voting Results

Resolution Required : (Special)			To approve the Scheme of Arrangement and Demerger between Allcargo Logistics Limited (" Demerged Company " or the " Company ") and Allcargo Terminals Limited (formerly known as Allcargo Terminals Private Limited, this company was converted from private limited to public limited w.e.f. January 10, 2022) (" ATL " or " Resulting Company 1 ") and TransIndia Realty & Logistics Parks Limited (" TRLPL " or " Resulting Company 2 ") and their respective shareholders					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	171786209	171786209	100.0000	171786209	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		171786209	100.0000	171786209	0	100.0000	0.0000
Public Institutions	E-Voting	27556444	25855835	93.8286	25855835	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		25855835	93.8286	25855835	0	100.0000	0.0000
Public Non Institutions	E-Voting	46352871	665641	1.4360	665095	546	99.9180	0.0820
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		665641	1.4360	665095	546	99.9180	0.0820
Total		245695524	198307685	80.7128	198307139	546	99.9997	0.0003





Ref: 1027/2022-23

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

Shashi Kiran Shetty

Chairperson appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") for the Meeting of the Equity Shareholders of Allcargo Logistics Limited ("the Company") pursuant to the Company Application No. C.A. (CAA)/193/MB/2022

Dear Sir,

Sub: Consolidated report of Scrutinizer on the results of voting of "Equity Shareholders" through remote e-voting and e-voting during the meeting at the NCLT convened meeting of Equity Shareholders of the Company held on Tuesday, October 4, 2022 at 03:00 p.m. for approval of Scheme of Arrangement and Demerger between Allcargo Logistics Limited and Allcargo Terminals Limited and TransIndia Realty & Logistics Parks Limited and their respective shareholders (the "Scheme")

I, Dhrumil M. Shah, Practicing Company Secretary, have been appointed by the NCLT, by its orders dated July 28, 2022 read with Order dated August 11, 2022 ("NCLT Orders"), as the "Scrutinizer" for the purpose of scrutinizing remote e-voting process and e-voting at the NCLT Convened Meeting ("Tribunal Convened Meeting" or "Meeting") of the equity shareholders of Allcargo Logistics Limited ("Demerged Company" or the "Company") convened as per NCLT Orders and held through Video Conferencing/ Other Audio Visual Means ("VC"/"OAVM") on October 4, 2022 at 03:00 p.m. (IST), pursuant to Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended and read with the MCA General Circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, January 13, 2021, June 23, 2021, December 8, 2021 and May 5, 2022 ("MCA Circulars") and SEBI circulars dated May 12, 2020, January 15, 2021 and May 13, 2022 ("SEBI Circulars"), on the resolution seeking approval of the Equity Shareholders for the Scheme under Sections 230 to 232 and other applicable provisions, if any, of the Act, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("CAA Rules") and the Securities and Exchange Board of India Master Circular No. SEBI/HO/CFD/DILI/CIR/P/2021/0000000665 dated November 23, 2021, further amended on



January 3, 2022 vide SEBI circular no. SEBI/HO/CFD/SSEP/CIR/P/2022/003 and on February 1, 2022 vide SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/11 and as amended from time to time relating to schemes of arrangement ("**SEBI Master Circular**").

The Company has appointed National Securities Depository Limited ("**NSDL**") as the Service Provider for providing the facility for voting by the equity shareholders through remote e-voting and e-voting during the Tribunal Convened Meeting.

The management of the Company is responsible to ensure compliance with the requirements of:

- a. the relevant provisions of the Act read with CAA Rules and SEBI Master Circular;
- b. the Listing Regulations;
- c. As per the NCLT Orders, quorum for the Meeting is as per the provisions of Section 103 of the Act and includes Equity Shareholders present through VC; and
- d. ensuring a secured framework and robustness of the electronic voting systems.

My responsibility as a Scrutinizer, was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report of the votes cast in favour and against the resolution stated in the Notice of Tribunal Convened Meeting, based on the reports generated from the e-voting system provided by NSDL.

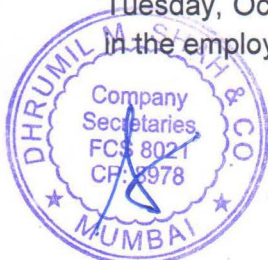
The Company has completed the dispatch of the Notice of the Tribunal Convened Meeting along with the relevant annexures referred thereto, to the Equity Shareholders of the Company through e-mail at the e-mail ID that is registered with the Company or the Depository Participants ("**DPs**") or Registrar and Share Transfer Agent ("**RTA**") and through registered post / courier in the event e-mail service was not possible and also published an advertisements which appeared in "Business Standard" (English) and "Navshakti" (Marathi), on Friday, September 2, 2022.

The shareholders of the Company holding shares as on "**cut-off**" date i.e. **Tuesday, September 27, 2022** were entitled to vote on the resolution as set-out in the Notice of Tribunal Convened Meeting and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on cut-off date.

The remote e-voting commenced on **9:00 A.M. (IST) on Friday, September 30, 2022** and ended at **5:00 P.M. (IST) on Monday, October 03, 2022**.

At the Tribunal Convened Meeting of the Company held on Tuesday, October 04, 2022, the facility to vote through electronic voting system was provided to facilitate voting for those Members who were present at the Meeting through VC but could not participate in the remote e-voting to record their votes as set-out in the Notice of Tribunal Convened Meeting.

After the closure of the e-voting at the Tribunal Convened Meeting, the votes cast through e-voting at the Tribunal Convened Meeting and through remote e-voting were unblocked on Tuesday, October 04, 2022 around 3.56 p.m. in the presence of two witnesses who are not in the employment of the Company.



I have scrutinized and reviewed the votes cast through remote e-voting and e-voting during the Tribunal Convened Meeting based on the data downloaded from the NSDL's e-voting system.

I now submit the Consolidated Scrutinizer's Report on the result of the remote e-voting and e-voting during the Tribunal Convened Meeting, based on the reports generated by NSDL in respect of the following agenda as under:

Special Business:

To approve the Scheme of Arrangement and Demerger between Allcargo Logistics Limited ("Demerged Company" or the "Company") and Allcargo Terminals Limited (formerly known as Allcargo Terminals Private Limited, this company was converted from private limited to public limited w.e.f. January 10, 2022) ("ATL" or "Resulting Company 1") and TransIndia Realty & Logistics Parks Limited ("TRLPL" or "Resulting Company 2") and their respective shareholders

i. Voting "in favour" of resolution

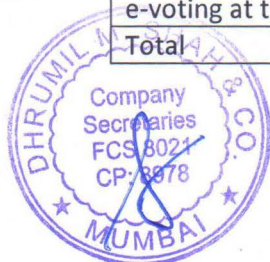
Manner of Voting	Number of Equity Shareholders voted	No. of votes cast by Equity Shareholders
Remote e-voting	291	19,82,90,765
e-voting at the meeting	8	16,374
Total	299	19,83,07,139
% of total value of valid votes cast		99.9997
% of total number of Equity Shareholders voted		97.3941

ii. Voting "against" the resolution

Manner of Voting	Number of Equity Shareholders voted	No. of votes cast by Equity Shareholders
Remote e-voting	8	546
e-voting at the meeting	0	0
Total	8	546
% of total value of valid votes cast		0.0003
% of total number of Equity Shareholders voted		2.6059

iii. Invalid Votes

Manner of Voting	Number of Equity Shareholders voted	No. of votes cast by Equity Shareholders
Remote e-voting	0	0
e-voting at the meeting	0	0
Total	0	0



All electronic data and relevant records relating to e-voting shall remain in my safe custody until the Chairperson considers, approves and signs the minutes of the Tribunal Convened Meeting and thereafter, the same shall be handed over to the Company Secretary/Chairperson for safe keeping.

Based on the above information, you may accordingly declare the result of e-voting.

**FOR DHRUMIL M SHAH & CO.
UDIN: F008021D001134784**



A handwritten signature in blue ink, appearing to read "Dhrumil M. Shah", written over a horizontal line.

**Dhrumil M. Shah
Practicing Company Secretary
FCS 8021; CP 8978
PR 995/2020**

**Place: Mumbai
Date: 04/10/2022**

**Countersigned by
For Allcargo Logistics Limited**

**Shashi Kiran Shetty
Chairperson of the Tribunal Convened Meeting**