

ALLCARGO LOGISTICS LIMITED**Regd. Office:** 6th Floor, Allcargo House, CST Road, Kalina, Santacruz (E), Mumbai – 400098**CIN:** L63010MH2004PLC073508 **I Website:** www.allcargologistics.com**Email Id:** investor.relations@allcargologistics.com **I Tel:** +91 22 66798110**1st FY2025-26- POSTAL BALLOT NOTICE****NOTICE PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED, READ WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED**

Dear Member(s),

NOTICE is hereby given that pursuant to Sections 108, 110 of the Companies Act, 2013 (**"the Act"**), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), the Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**), read with the General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (**"MCA"**) (hereinafter collectively referred to as **"MCA Circulars"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and other applicable provisions, of the Act, rules, regulations, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the resolution as set out hereunder is proposed for approval of the Members of Allcargo Logistics Limited (**"the Company"** or **"ACL"**) as an **Ordinary Resolution**, by way of Postal Ballot only through remote e-Voting i.e. voting through electronic means (**"Remote e-Voting"**).

Pursuant to Sections 102, 110 and other applicable provisions of the Act and SS-2, the Explanatory Statement pertaining to the said resolution setting out the material facts and related particulars is annexed hereto. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (**"RTA"**)/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations (iii) the SS-2 and (iv) MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of National Securities Depository Limited (**"NSDL"**) as the agency to provide Remote e-Voting facility. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. The instructions for Remote e-Voting forms part of this Postal Ballot Notice. Eligible Member whose e-mail address is not registered with the Company/Depositories, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than 5:00 p.m. (IST) on **June 20, 2025**. Remote e-Voting will be disabled by NSDL immediately after the end time and will not be allowed beyond the said date and time.

Pursuant to the provision of Section 110 of the Act read with Rule 22 of the Management Rules, the Board of Directors of the Company appointed Mr. Dhruvil Shah (Membership No. FCS 8021 and CP No 8978) Partner of M/s Dhruvil M Shah & Co. LLP, Practicing Company Secretaries, Mumbai as the scrutinizer for conducting the Postal Ballot through e-Voting process in a fair and transparent manner.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company, or any person authorized by the Chairman. The results of the voting conducted through Postal Ballot (through the Remote e-Voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorized, on or before Tuesday, June 24, 2025.

The Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide e-Voting facility.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.allcargologistics.com and on the website of National Securities Depository Limited ("NSDL") www.evoting.nsdl.com

SPECIAL BUSINESS:

Re-appointment of Mr Shashi Kiran Shetty as Chairman and Managing Director of the Company and payment of remuneration.

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any modification(s) and re-enactment(s) thereof for the time being in force) (the "Act"), Articles of Association of the Company and in terms of Regulation 17(1C) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other approvals, permissions and sanctions, as may be required, the consent of the members be and is hereby accorded for the re-appointment of Mr. Shashi Kiran Shetty, as the Chairman & Managing Director of the Company, for a period of 3 (three) years with effect from April 1, 2025, on the remuneration and on the terms and conditions, recommended by the Governance, Nomination and Remuneration Committee of the Company and as set out in the Explanatory Statement annexed to this Notice, with a liberty to the Board of Directors to alter and vary the terms and conditions of his appointment and remuneration as may be agreed between the Board of Directors and Mr Shashi Kiran Shetty.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

By order of the Board of Directors
For Allcargo Logistics Limited

Sd/-
Swati Singh
Company Secretary & Compliance Officer
(Membership No.: A20388)

Place: Mumbai

Date: May 14, 2025

Registered Office:

6th Floor, Allcargo House, CST Road,
Kalina, Santacruz (East), Mumbai – 400098

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

Website: www.allcargologistics.com

Tel: +91 22 66798110

CIN: L63010MH2004PLC073508

NOTES AND INSTRUCTIONS:

1. The explanatory statement pursuant to Section 102 of the Act read together with Rule 22 of the Management Rules and other applicable provisions, setting out all the material facts and reasons in relation to the proposed special business is annexed hereto.
2. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment are also annexed to this Notice.
3. The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act will be made available for inspection by the Members at their request during the business hours.
4. The Notice is being sent to all the Members, whose names appear in the Register of Members/ list of beneficial owners as received from National Securities Depository Limited ("**NSDL**")/ Central Depository Services (India) Limited ("**CDSL**") as on May 16, 2025 ("**Cut-off Date**"), which will be considered for the purposes of e-Voting. A person who is not a member of the Company as on the aforesaid date should treat this Notice for information purpose only.
5. As permitted under the MCA Circulars, the Company is sending the Notice electronically to all the Members whose e-mail addresses are registered with the Company or with the depositories/depository participants or with the Company's Registrar and Share Transfer Agent i.e., MUFG Intime India Private Limited (**MUFG**) (Formerly known as Link Intime India Private Limited) and will not be sending the hard copy of the Notice along with postal ballot form and postage prepaid self-addressed business reply envelope to the Members whose email address are not registered. To facilitate such Members to receive this Notice electronically and cast their vote electronically, Member(s) who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to MUFG at rnt.helpdesk@linkintime.co.in. Members holding shares in demat form are requested to register their e-mail addresses with their respective depository participant(s) only.
6. The Notice has also been placed on Company's website: www.allcargologistics.com and NSDL's website: <https://www.evoting.nsdl.com> and will also be available on the website of Stock Exchanges i.e. www.bseindia.com and www.nseindia.com.
7. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on Cut-off Date i.e. May 16, 2025.

Any Member(s) who did not receive the Notice may either send an email to investor.relations@allcargologistics.com or write to NSDL at evoting@nsdl.com.
8. Voting by e-Voting, can be exercised only by the Member or its duly constituted attorney or in case of body corporates, by the duly authorized person. A Member cannot exercise his/her vote by proxy on postal ballot.
9. The Board of Directors of the Company has appointed Mr Dhrumil Shah (Membership No. FCS 8021 and CP No 8978) Partner of M/s Dhrumil M Shah & Co. LLP, Practicing Company Secretaries, Mumbai as the scrutinizer to conduct the process of the postal ballot/e-Voting, in a fair and transparent manner ("**Scrutinizer**").
10. Voting period commence on May 22, 2025 (IST) and will end on June 20, 2025 (IST).

11. The resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a duly convened general meeting of the Company at the Registered Office of the Company.

12. Voting through electronic means

Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Management Rules and Regulation 44 of the Listing Regulations, MCA Circulars and any other applicable provisions, if any, the Company has extended e-Voting facility to enable the Members to cast their votes electronically through the e-Voting services provided by NSDL.

The e-Voting facility will be available during the following period:

Commencement of e-Voting	From Thursday, May 22, 2025 at 9:00 a.m. (IST)
End of e-Voting	Upto Friday, June 20, 2025 at 5:00 p.m. (IST)

The e-Voting module shall be disabled by NSDL, Ms Pallavi Mhatre, Senior Manager, for voting at 5:00 p.m. (IST) on Friday, June 20, 2025. Once the vote on the resolution is cast by a Member, he or she will not be allowed to change it subsequently.

The procedure and instructions for e-Voting are as follows:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 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.

	<ol style="list-style-type: none"> 3. 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 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://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. 5. 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  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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.
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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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method 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?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.

4. 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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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 the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) 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.com 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 dhruvil@dmsah.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 : 022 - 4886 7000 or send a request to Ms Pallavi Mhatre at evoting@nsdl.com

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:

- I. 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 investor.relations@allcargologistics.com.
- II. 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 investor.relations@allcargologistics.com. If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode](#).
- III. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- IV. 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.

**EXPLANATORY STATEMENT
PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

Based on the recommendation of the Governance and Nomination & Remuneration Committee, the Board of Directors of the Company has reappointed Mr Shashi Kiran Shetty as Managing Director for a term of 3 consecutive years with effect from April 01, 2025, subject to the approval of the Members of the Company.

Brief Profile:

Mr Shashi Kiran Shetty has been pioneering the Indian logistics sector since more than three decades and has helmed major transformations riding on the growth of Indian economy. A true entrepreneur, he began early, when the logistics sector was at nascent stage in 1994, by founding Allcargo Logistics Limited which today enjoys the status of being India's largest integrated logistics company in the private sector. Its world-class services include MTO, Contract logistics and Project Equipment, with each carving a niche of its own.

Over the past three decades, he has spearheaded Allcargo Group's foray into new verticals and geographies, with over 18 successful strategic acquisitions in India and across the globe. The most significant of which was the acquisition of the world's leading LCL consolidator, ECU Worldwide (then ECULine), and the acquisition of India's premier express distribution companies – Gati.

Through strategic expansion of service portfolio across key markets and global consolidation of mergers, backed by Mr Shetty's zeal to cater to domestic demands, Allcargo Logistics Limited has grown to be a global leader in integrated logistics solutions, operating in over 160 countries with 300+ offices, housing more than 8,500 team members and minting revenues to the tune of approximately USD 1 billion, with facilities which are industry benchmarks. Inspired by his commitment, Allcargo Group has taken a strategic approach to sustainability and aims to be carbon neutral by 2040.

With Mr Shetty's insistence on quality, impeccable execution and customer satisfaction, Allcargo Logistics Limited is recognised as one of the most professionally managed and process-driven organisations. In recognition of his business leadership and outstanding contributions as CEO, he was awarded the 'Entrepreneur of the Year' in the Services Category by Ernst & Young in 2010, received the Lifetime Contribution to Freight Award at the Global Freight Awards by Llyod's List, and been bestowed the Business Today Best CEO Award 2023 in addition to several industry awards. Most recently, in recognition of his humanitarian efforts Mr. Shetty received the prestigious Karnataka Rajyotsava Award 2023.

Mr Shetty was awarded the 'Honorary Doctorate' by Mangalore University in 2015, for his professional achievements, as well as for his philanthropic contributions. Mr. Shetty is a staunch believer of CSR and actively leads the initiatives of Avashya Foundation, the group's NGO wing involved in Natural Disaster Relief, Education, Healthcare, Women Empowerment, Sports and Environmental Sustainability.

He is a sports enthusiast and an avid golfer and art aficionado. Considering his outstanding contribution in developing and expanding the business of the Company and taking to business to greater heights.

Remuneration:

(I) Salary:

Rs. 10,00,00,000/- (Rupees Ten Crores only) per annum with a power to the GNRC/Board to increase the salary payable to the Managing Director up to a maximum limit of Rs.15,00,00,000/- (Rupees Fifteen Crores only) per annum from time to time.

(II) Perquisites:

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. Shashi Kiran Shetty 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. Shashi Kiran Shetty, house rent allowance will be paid by the Company to Mr. Shashi Kiran Shetty, subject to the following ceilings:</p> <p>a) Mumbai-Calcutta-Delhi-Chennai 60% of salary over and above 10% payable by Mr. Shashi Kiran Shetty himself.</p> <p>b) Other places 50% of salary over and above 10% payable by Mr. Shashi Kiran Shetty 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>
ii.	Medical Reimbursement	:	Mr. Shashi Kiran Shetty 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 three month's salary for a period of three years of service.
iii.	Leave Travel Concession	:	Mr. Shashi Kiran Shetty 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. Shashi Kiran Shetty shall be provided with the Corporate Credit Card for official use.
vi.	Personal Accident Insurance	:	The Company shall pay an annual premium not exceeding Rs. 50,000/- towards the personal accident insurance policy for the benefit of Mr. Shashi Kiran Shetty.

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. Shashi Kiran Shetty as per the Company's Rules.
iii.	Gratuity	:	Gratuity shall be payable to Mr. Shashi Kiran Shetty subject to the statutory rules and as per the rules of the Company.

Category C

i.	Provision of Car	:	2 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.	Performance Award	:	As per the Company's Rules
iv.	Other amenities and benefits	:	Such other benefits, amenities and facilities as per the Company's Rules.

(III) Commission:

Commission shall be payable to Mr. Shashi Kiran Shetty based on the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013, every year.

Such commission may exceed Rs.5 crores or 2.5 per cent of the net profits of the Company, whichever is higher or where there is more than one such director, the aggregate annual remuneration may exceed 5 per cent of the net profits, in any particular year, subject to the approval of the shareholders and as the Board of the Company may determine keeping in view the performance of the Company in respect of each financial year commencing from April 1, 2025 and the applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

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.

(IV) Other terms and conditions:

- i) 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.
- ii) Contribution to Provident Fund, Annuity Fund, Gratuity Fund, Superannuation Fund, Pension Fund would not be included in the computation of ceiling on remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- iii) 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.
- iv) Provision of car for use on Company's business and telephone at residence would not be considered as perquisites.
- v) The Chairman & 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.
- vi) Mr. Shashi Kiran Shetty shall, while he continues to hold office of the Chairman & 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 Chairman & Managing Director during the tenure of his term and subsequent renewals thereof. Mr. Shashi Kiran Shetty shall not ipso facto cease to be a Director, if he ceases to hold office of Managing Director for any cause.
- vii) Notice period shall be 12 months or 12 months remuneration in lieu thereof.
- viii) The aggregate of salary, commission, perquisites and allowances in any one financial year shall not exceed the limits prescribed under Sections 197 and 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may for the time being in force.
- ix) If during the currency of his tenure as Chairman & Managing Director, the Company has no profits or its profits are inadequate in any financial year, the Chairman & Managing Director shall be entitled to the aforesaid remuneration by way of salary, commission, perquisites and allowances,

subject to the approval of the Central Government, as per the applicable provisions of the Companies Act, 2013.

- x) He can be appointed as Directors or Managing Directors on the Board of other companies including subsidiaries in accordance with the provisions of the applicable laws in India.

Copy of draft appointment letter of Mr Shashi Kiran Shetty setting out the terms and conditions of appointment shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to investor.relations@allcargologistics.com.

Details of Mr Shashi Kiran Shetty are provided in the “Annexure” to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.

Save and except Mr Shashi Kiran Shetty, Ms Arathi Shetty and Mr Adarsh Hegde, interested in the matter, none of the Directors or Key Managerial Personnel of the Company or relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board recommends the ordinary resolution set out in the Notice for approval by the Members.

By order of the Board of Directors
For Allcargo Logistics Limited

Sd/-

Swati Singh
Company Secretary & Compliance Officer
(Membership No.: A20388)

Place: Mumbai

Date: May 14, 2025

Registered Office:

6th Floor, Allcargo House, CST Road,
Kalina, Santacruz (East), Mumbai – 400098

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

Website: www.allcargologistics.com

Tel: +91 22 66798110

CIN: L63010MH2004PLC073508

ANNEXURE

1	Name of the Director	Mr Shashi Kiran Shetty (DIN: 00012754)
2	Designation/category of the Director	Chairman and Managing Director
3	Date of Birth	February 05, 1957
4	Age	68 Years
5	Qualification	Bachelor of Commerce, University of Mumbai
6	Brief resume including profile, experience and expertise in specific functional areas	As stated out in the explanatory statement to this notice.
7	Shareholding in the Company (Including shareholding as a Beneficial Owner) as on March 31, 2025	56,26,44,062
8	Date of first appointment	August 18, 1993
9	Directorship held in other companies	1. Allcargo Logistics Limited ("ALL") 2. AGL Warehousing Private Limited 3. Allcargo Inland Park Private Limited 4. Allcargo Gati Limited 5. Gati Express & Supply Chain Private Limited 6. Alltrans Logistics Private Limited 7. Avashya Corporation Private Limited 8. Avashya Holdings Private Limited 9. Talentos Entertainment Private Limited 10. Talentos Warehousing & Industrial Parks Private Limited 11. Hoskote Warehousing & Industrial Parks Private Limited
10	Listed entities from which the person has resigned in the past three years	Allcargo Terminals Limited
11	No. of Committees in which Director is member	Allcargo Logistics Limited -Stakeholders Relationship Committee -Corporate Social Responsibility Committee -Governance and Nomination & Remuneration Committee -Executive Committee
12	No. of Committees in which Director is Chairman	Allcargo Logistics Limited - Executive Committee
13	Terms and Conditions of appointment / re-appointment	As stated out in the explanatory statement to this notice.
14	Details of remuneration sought to be paid	As stated out in the explanatory statement to this notice.
15	Remuneration last drawn(including salary, allowance, bonus and perquisites)	Rs. 1210.48 Lakhs for FY2024-25

16	No. of Meetings of the Board attended during FY2024-25	4/7
17	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	N.A.
18	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Ms Arathi Shetty- Spouse Mr Adarsh Hegde- Brother in law