

November 21, 2023

To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 BSE Scrip Code: 532749	To, 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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Dear Sir/Madam(s),

Sub: Postal Ballot Notice

In terms of Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the postal ballot notice dated November 10, 2023 (the “**Notice**”), for seeking the approval of members through Electronic Voting process (“**e-Voting**”) for:

1. Reclassification and Increase of Authorised Share Capital & consequent Alteration of Memorandum of Association.
2. Approval of issue of Bonus Shares to the Shareholders of the Company

Please note that the Notice is being sent today, i.e. Tuesday, November 21, 2023 to all the Members of the Company whose names appear in the Register of Members/ list of beneficial owners received from National Securities Depository Limited (the “**NSDL**”) and Central Depository Services (India) Limited as on cut-off date i.e., Wednesday, November 15, 2023.

The Company has extended e-Voting facility to enable the Members to cast their votes electronically through the e-Voting services provided by the NSDL. The e-Voting will commence on Wednesday, November 22, 2023 at 9:00 a.m. (IST) and will end on Thursday, December 21, 2023 at 5:00 p.m. (IST).

The Notice with the explanatory statement is available on the website of the Company www.allcargologistics.com, Stock Exchanges i.e., www.bseindia.com and www.nseindia.com and NSDL <https://www.evoting.nsdl.com/>.

Kindly take the above on record.

Thanking you,

Yours faithfully
For Allcargo Logistics Limited

DEVANAND
 PARSHOTTAM MOJIDRA
 Digitally signed by DEVANAND
 PARSHOTTAM MOJIDRA
 Date: 2023.11.21 16:39:35 +05'30'

Devanand Mojidra
Company Secretary & Compliance Officer
Membership No. A14644

Encl: a/a

ALLCARGO LOGISTICS LIMITED

Allcargo House, 6th Floor, CST Road, Kalina, Santacruz (E), Mumbai - 400 098. Maharashtra. India.

T: +91 22 6679 8110 | www.allcargologistics.com | CIN: L63010MH2004PLC073508 | GSTN: 27AACCA2894D1ZS

e-mail id: investor.relations@allcargologistics.com

ALLCARGO LOGISTICS LIMITED

Regd. Office: 6th Floor, Allcargo House, CST Road, Kalina, Santacruz (E), Mumbai – 400098

CIN: L63010MH2004PLC073508 | **Website:** www.allcargologistics.com;

Email ID: investor.relations@allcargologistics.com | **Tel:** +91 22 66798100

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 pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for conducting postal ballot process through e-voting vide General Circular 09/2023 dated September 25, 2023 and other circulars issued by the MCA (“**MCA Circulars**”) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by Securities and Exchange Board of India (“**SEBI**”) (“**SEBI Circulars**”) (MCA Circulars and SEBI Circulars are collectively knowns as “**Circulars**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) and other applicable laws, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the Members of Allcargo Logistics Limited (the “**Company**”), to consider and if thought fit to pass the resolutions set out herein below by way of Postal Ballot through Electronic Voting process (“**e-Voting**”).

The proposed resolutions along with the explanatory statement, pursuant to Section 102 of the Act and other applicable laws, pertaining to the said resolutions setting out the material fact and the reason thereof, are also appended. Only Members of the Company as on Wednesday, November 15, 2023 (“**cut-off date**”) are entitled to cast their vote electronically and any other person who is not a member of the Company shall treat this Notice for information purpose only.

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. 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 for conducting the Postal Ballot through e-Voting process in a fair and transparent manner. The voting will commence on Wednesday, November 22, 2023 at 9:00 a.m. (IST) and will end on Thursday, December 21, 2023 at 5:00 p.m. (IST).

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

SPECIAL BUSINESS:**1. Reclassification and Increase of Authorised Share Capital & consequent Alteration of Memorandum of Association**

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 & 64 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in

force), the consent of the Members be and are hereby accorded to re-classify and increase the Authorised Share Capital of the Company as below :

- A. The existing Authorised Share Capital of the Company i.e. ₹64,40,00,000 (Rupees Sixty Four Crores Forty Lakhs only) divided into 29,47,25,000 (Twenty Nine Crores Forty Seven Lakhs Twenty Five Thousand) Equity Shares of ₹2/- each and 500 (Five Hundred) 4% Cumulative Redeemable Preference Shares of ₹100/- (Rupees Hundred only) each and 5,45,000 (Five Lakhs Forty Five Thousand) Preference Shares of ₹100/- (Rupees Hundred only) each, be and is hereby re-classified to ₹64,40,00,000 (Rupees Sixty Four Crores Forty Lakhs only) divided into 32,20,00,000 (Thirty Two Crores Twenty Lakhs) Equity Shares of ₹2/- each, after cancelling the existing unissued 500 (Five Hundred) 4% Cumulative Redeemable Preference Shares of ₹100/- (Rupees Hundred only) each and 5,45,000 (Five Lakhs Forty Five Thousand) Preference Shares of ₹100/- (Rupees Hundred only) each.
- B. The Authorised Share Capital of the Company be and is hereby increased from ₹64,40,00,000 (Rupees Sixty Four Crores Forty Lakhs only) comprising of 32,20,00,000 (Thirty Two Crores Twenty Lakhs) Equity Shares of ₹2/- each to ₹200,00,00,000 (Rupees Two Hundred Crores only) comprising of 100,00,00,000 (One Hundred Crores) equity shares of ₹2/- each.

RESOLVED FURTHER THAT the Clause V of the Memorandum of Association of the Company shall be and is hereby amended by substituting with the following clause:

V. The Authorised Share Capital of the Company is ₹200,00,00,000/- (Rupees Two Hundred Crores only) divided into 100,00,00,000 (One Hundred Crores) Equity Shares of ₹2/- (Rupee Two only) each, with rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being, with power to increase or reduce the capital of the Company or to divide the shares of the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

2. Approval of issue of Bonus Shares to the Shareholders of the Company

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

“RESOLVED THAT, in accordance with the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and relevant provisions of the Articles of Association of the Company, subject to the approval of the applicable Regulatory Authorities and in accordance with permissions, sanctions and approvals as may be required in this regard and based on the recommendation of the Board of Directors of the Company, the consent of the Members be and are hereby accorded for capitalization a sum not exceeding ₹147,41,73,144/- (Rupees One Hundred Forty Seven Crores Forty One Lakhs Seventy Three Thousand One Hundred Forty Four only) out of the sum standing to the credit of Free Reserves of the Company as on March 31, 2023, for the purpose of issuance of 73,70,86,572 (Seventy Three Crores Seventy Lakhs Eighty Six Thousand Five Hundred Seventy Two) bonus shares of ₹2/- (Rupee two only) each, credited as fully paid-up shares to the existing equity shares holders of the Company, in the proportion of 3:1 i.e. 3 (Three) equity shares for every 1(one) equity share held.

RESOLVED FURTHER THAT, no allotment letters shall be issued to the allottees of the bonus equity shares and the Bonus Shares so issued shall rank pari-passu in all respects with the existing fully paid-up equity

shares of the Company and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT, the Bonus shares so distributed shall, for all purposes, be treated as an increase in the nominal amount in the Capital of the Company held by each such member, and not as income or distribution in lieu of dividend.

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, shall make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board of Directors of the Company who would hold them in trust for such Members and shall as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors of the Company will be subject to the approval of the Reserve Bank of India (RBI), if applicable and as may be necessary.

RESOLVED FURTHER THAT upon issue of bonus shares, as aforesaid, the bonus equity shares shall be made only in the dematerialized form and equity shares of nominal value of ₹2/- each shall be credited to the respective beneficiary account of the Members with their respective depository participants and the Company shall undertake such corporate actions as may be necessary in relation to the bonus shares of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

By order of the Board of Directors
For Allcargo Logistics Limited

Sd/-

Devanand Mojdra

Company Secretary & Compliance Officer
(Membership No.: A14644)

Place: Mumbai

Date: November 10, 2023

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 66798100

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 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 Wednesday, November 15, 2023 (“**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.
3. 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., Link Intime India Private Limited (“**Link Intime**”), 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 Link Intime 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.
4. 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.
5. 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. Wednesday, November 15, 2023.
6. 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.co.in.
7. 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.
8. 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**”).
9. Voting period commence on Wednesday, November 22, 2023 at 9:00 a.m. (IST) and will end on Thursday, December 21, 2023 at 5:00 p.m. (IST).
10. 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.
11. **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 Wednesday, November 22, 2023, 9:00 a.m. (IST)
End of e-Voting	Upto Thursday, December 21, 2023, 5:00 p.m. (IST)

The e-Voting module shall be disabled by NSDL for voting at 5:00 p.m. (IST) on Thursday, December 21, 2023. 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"> 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. 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. 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 held 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around;"> <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; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<p>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 use your existing my easi username & password.</p> <p>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.</p> <p>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.</p> <p>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 e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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	<p>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.: 022 48867000 and 022 24997000</p>

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 127157 then user ID is 1271570001***.

5. 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 the system will force you to change your password.
- 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'.
 - 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:

- 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.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- 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.
- 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?

- 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 is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 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 dhrumil@dmshah.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking "n "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 toll free no.: 022 48867000 and 022 24997000 or send a request to Ms 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 resolution 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 secretarialdesk@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.co.in 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.

12. All documents referred to in the Notice and Explanatory Statement will be available for electronic inspection by the Members from the date of dispatch of this Postal Ballot Notice during business hours 11:00 a.m. (IST) to 02:00 p.m. (IST) on all working days, except Saturday, Sunday and public holidays until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to investor.relations@allcargologistics.com. Further, any query in relation to the resolution proposed to be passed by e-Voting may be addressed to the Company Secretary of the Company at investor.relations@allcargologistics.com.

13. Upon completion of the scrutiny of the votes cast in a fair and transparent manner, the Scrutinizer will submit its report to the Chairman of the Company, or any person duly authorized by him. The Chairman or any director or any other person authorized by the Chairman shall declare the results of the Postal Ballot as per the statutory timelines. The results of the Postal Ballot will be announced within 2 (two) working days of conclusion of the voting through Postal Ballot process. The results along with the Scrutinizer's report will also be posted on websites of the Company i.e. www.allcargologistics.com and NSDL: <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. The Company will also display the results at its registered office. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for e-Voting i.e. Thursday, December 21, 2023.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD -2

Item No. 1: Reclassification and Increase of Authorised Share Capital & consequent Alteration of Memorandum of Association

The present Authorised Share Capital of the Company as on even date stands at ₹64,40,00,000/- (Rupees Sixty Four Crores Forty Lakhs only) divided into 29,47,25,000 (Twenty Nine Crores Forty Seven Lakhs Twenty Five Thousand) Equity Shares of ₹2/- (Rupees Two only) each and 500 (Five Hundred) 4% Cumulative Redeemable Preference Shares of ₹100/- (Rupees Hundred only) each and 5,45,000 (Five Lakhs Forty Five Thousand) Preference Shares of ₹100/- (Rupees Hundred only) each. The Board of Directors at its meeting held on November 10, 2023 approved the reclassification (un-issued capital) and increase the authorized share capital of the Company. The Reclassification and increase in Authorised Share Capital would necessitate alteration in the capital clause of the Memorandum of Association by altering the number of equity shares of the Company, to facilitate the proportionate adjustment due to issue of bonus shares.

Pursuant to the provisions of Section 61 of the Companies Act 2013, the Company may alter the capital structure of the Company by way of reclassification and increase the Authorised share Capital, subject to the approval of the members of the Company by way of passing Ordinary Resolution to that effect. Accordingly, the Board of Directors recommended to reclassify and increase Authorised Share Capital of the Company from ₹64,40,00,000 (Rupees Sixty Four Crores Forty Lakhs only) divided into 32,20,00,000 (Thirty Two Crores Twenty Lakhs) equity shares of ₹2/- (Rupees Two) each, after cancelling the existing unissued 500 (Five Hundred) 4% Cumulative Redeemable Preference Shares of ₹100/- (Rupees Hundred only) each and 5,45,000 (Five Lakhs Forty Five Thousand) Preference Shares of ₹100/- (Rupees Hundred only) each to ₹200,00,00,000 (Rupees Two Hundred Crores only) comprising of 100,00,00,000 (One Hundred Crores) equity shares of ₹ 2/- each, subject to approval of the statutory/regulatory approvals, if any.

Following is the Pre and Post Authorised Share Capital of the Company due to reclassification and increase in the number of equity shares:

	Pre-Share Capital			Post-Share Capital		
Authorised Share Capital	No. of share capital	Face Value (₹)	Total share capital (₹)	No. of share capital	Face Value (₹)	Total share capital (₹)
Equity Shares	29,47,25,000	2	58,94,50,000	100,00,00,000	2	200,00,00,000
4% Cumulative Redeemable Preference	500	100	50,000	Nil	Nil	Nil
Preference	5,45,000	100	5,45,00,000	Nil	Nil	Nil

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.

The Board recommends the Ordinary Resolution set out in the Notice for the approval by the Members.

Item No. 2: Approval of issue of Bonus Shares to the Shareholders of the Company

On November 10, 2023, the Board of Directors of the Company approved and recommended the issuance of 3 (Three) bonus shares for each share held by the shareholders. The decision is aimed at improving the liquidity and allowing for broader base participation of shareholders in the Company. This shall also facilitate the strategic restructuring plans. The Company has built significant reserves over the years and the issuance of bonus shares will use less than 15% of the available reserves. The Company recently demerged two businesses which got listed on August 10, 2023 and the Board of Directors of the Company considered it appropriate to issue bonus shares post the completion of demerger.

The Company has exhibited strong performance over the last several years and taken significant initiatives to deleverage the balance sheet, which has resulted in very low net debt as of September 30, 2023. This is

remarkable considering that the recent acquisition of balance shares from minority shareholders in Gati Express & Supply Chain Private Limited as well as Allcargo Supply Chain Private Limited and increased shareholding in Nordicon to 90%. This has been enabled by strong internal accruals.

The Company has demerged strategic business undertakings and exited non-core businesses successfully. The business is now driven by asset light approach with digital strategy being the fundamental pivot for future growth. While the current macroeconomic environment has unexpectedly led to significantly lower performance in recent quarters, the Company is hopeful that the prudent approach by the company over the years, that led to a very strong balance sheet, will provide a strong base for future growth. The Company's flagship subsidiary ECU Worldwide continues to strengthen its global market leadership in the LCL consolidation business due to significant efforts & investment in acquisitions, acqui-hiring & transformation of the business on an ongoing basis, despite challenges and headwinds.

The Company has always made best effort basis to reward the shareholders and the shareholders will stand to benefit from the bonus issue.

Accordingly, the Board of Directors approved and recommended the issue of bonus equity shares of ₹2/- (Rupee Two only) each credited as fully paid-up to eligible members of the Company in the proportion of 3:1 i.e. 3 (Three) equity shares of ₹2/- (Rupees Two only) each for every 1(One) existing equity share of ₹2/- (Rupees Two only) each by capitalizing of such sum standing to the credit of free reserves of the Company, in accordance with Article 191 of the Articles of Associations of the Company.

The Bonus Shares so allotted shall rank pari- passu in all respects with the fully paid-up Equity Shares of the Company and shall be made according to the regulations as specified under Chapter XI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018.

Pursuant to the provisions of Section 63 of the Companies Act, 2013, approval of the Members is required for issuance of Bonus Shares to the Members of the Company by way of passing an Ordinary Resolution. Accordingly, the resolution set out at Item No. 2 seek approval of the Members for Issue of Bonus Shares to the Members of the Company. The Ordinary Resolution, if passed, will have the effect of allowing the Board of Directors to issue and allot Bonus Equity Shares to those who on the Record Date, as will be decided by the Board in due course, are shareholders of the Company.

To the extent of their shareholding, 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.

The Board recommends the Ordinary Resolution set out in the Notice for the approval by the Members.

By order of the Board of Directors

For Allcargo Logistics Limited

Sd/-

Devanand Mojidra

Company Secretary & Compliance Officer

(Membership No.: A14644)

Place: Mumbai

Date: November 10, 2023

Registered Office:

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

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