

February 18, 2025

Listing Compliance 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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Sub: Outcome of the Meeting of the Equity Shareholders of Allcargo Logistics Limited held on Tuesday, February 18, 2025, pursuant to the order 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, **February 18, 2025** 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 December 11, 2024 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 Composite Scheme of Arrangement of between Allcargo Logistics Limited (“**Allcargo**” or “**Transferee Company 2**” or “**Demerged Company**”) and Allcargo Supply Chain Private Limited (“**Transferor Company 1**” or “**ASCPL**”), a wholly owned subsidiary of the Demerged Company, Gati Express & Supply Chain Private Limited (“**Transferor Company 2**” or “**GESCPL**”), Allcargo Gati Limited (“**Transferee Company 1**” or “**Transferor Company 3**” or “**Gati**”) and Allcargo ECU Limited (“**Resulting Company**” or “**AEL**”), a wholly owned subsidiary of the Demerged Company and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“**Scheme**”)

We further wish to inform that as per the Scrutinizers' Reports, the Equity Shareholders of the Company, have approved the proposed Composite Scheme of Arrangement with the requisite majority.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), we submit the following:

- Summary of proceedings of the NCLT convened meeting of the Equity Shareholders 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 February 18, 2025, pursuant to Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 – **Annexure C.**

The meeting commenced at 02:15 p.m. (IST) and concluded at 02:49 p.m. (IST).

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

The above documents are also being placed on the website of the Company at www.allcargologistics.com.

This is for your information and records.

Thanking You,
Yours faithfully

For **Allcargo Logistics Limited**
ADARSH Digitally signed by
ADARSH HEGDE
HEGDE Date: 2025.02.18
18:43:44 +05'30'
Adarsh Hegde
Managing Director
DIN: 00035040

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, February 18, 2025 at 02:00 p.m. (IST) through Video Conferencing/Other Audio Visual Means ("VC"/"OAVM")** to transact the business as stated in the Notice dated January 15, 2025 pursuant to the orders passed by the NCLT vide its order dated December 11, 2024 ("**NCLT order**").

Pursuant to the NCLT Order, Mr Sivaraman Narayanaswami 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 Adarsh Hegde	: Managing Director
Mr Hetal Gandhi	: Independent Director
Ms Radha Ahluwalia	: Independent Director

Mr Deepal Shah – Group Chief Financial Officer and Mr Ravi Jakhar – Group 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 Deepal Shah –Group Chief Financial 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 Saturday, February 15, 2025 at 09:00 a.m. (IST) to Monday, February 17, 2025 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 Order. 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 Composite Scheme of Arrangement of between Allcargo Logistics Limited ("Allcargo" or "Transferee Company 2" or "Demerged Company") and Allcargo Supply Chain Private Limited ("Transferor Company 1" or "ASCPL"), a wholly owned subsidiary of the Demerged Company, Gati Express & Supply Chain Private Limited ("Transferor Company 2" or "GESCP"), Allcargo Gati Limited ("Transferee Company 1" or "Transferor Company 3" or "Gati") and Allcargo ECU Limited ("Resulting Company" or "AEL"), a wholly owned subsidiary of the Demerged Company and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme")

Mr. Deepal Shah – Group Chief Financial Officer invited the Members to express their views, seek clarifications and ask questions on the above matter.

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

He 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 02:49 p.m. (IST)

The Scrutinizer's Report was received after conclusion of the Meeting on February 18, 2025.

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

ADARSH Digitally signed by
ADARSH HEGDE
HEGDE Date: 2025.02.18
18:43:29 +05'30'

Adarsh Hegde
Managing Director
DIN: 00035040

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	18-02-2025
2.	Total Number of Shareholders as on the Cut-off Date (i.e. Tuesday, February 11, 2025)	2,11,534
3.	No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NA
4.	No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	1 40



Ingenuity In Motion

Voting Results

Resolution Required: (Special)			Approval of the Composite Scheme of Arrangement of between Allcargo Logistics Limited ("Allcargo" or "Transferee Company 2" or "Demerged Company") and Allcargo Supply Chain Private Limited ("Transferor Company 1" or "ASCPL"), a wholly owned subsidiary of the Demerged Company, Gati Express & Supply Chain Private Limited ("Transferor Company 2" or "GES CPL"), Allcargo Gati Limited ("Transferee Company 1" or "Transferor Company 3" or "Gati") and Allcargo ECU Limited ("Resulting Company" or "AEL"), a wholly owned subsidiary of the Demerged Company and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme")					
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	621951585	621129024	99.8677	621129024	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		621129024	99.8677	621129024	0	100	0
Public Institutions	E-Voting	126940828	102819302	80.9978	101819236	1000066	99.0273	0.9726
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		102819302	80.9978	101819236	1000066	99.0273	0.9726
Public Non Institutions	E-Voting	233889683	2513184	1.0745	2509913	3271	99.8698	0.1301
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		2513184	1.0745	2509913	3271	99.8698	0.1301
Total			726461510	73.9188	725458173	1003337	99.8618	0.1381

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



Ref No: 2306/2024-25

Consolidated Scrutinizer's Report

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Order Passed by the Hon'ble National Company Law Tribunal, Mumbai Bench

To

Mr. Sivaraman Narayanaswami,
The Chairperson

(Appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench for the meeting of Equity Shareholders of Allcargo Logistics Limited bearing CIN: L63010MH2004PLC073508 having its registered office at 6th Floor, Allcargo House, CST Road, Kalina, Santacruz (East), Mumbai, Maharashtra, India, 400098)

Sub: Consolidated Scrutinizer's Report on the results of voting by equity shareholders of Allcargo Logistics Limited through remote e-voting process (prior to and during the meeting) at the meeting convened by the Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble Tribunal' 'NCLT') of Allcargo Logistics Limited held on Tuesday, February 18, 2025 at 02:00 p.m. IST ('Meeting'), through Video Conferencing/Other Audio Visual Means ('OAVM').

Dear Sir,

I, Dhrumil M. Shah, partner of Dhrumil M. Shah & Co. LLP, Practising Company Secretaries, have been appointed by the Hon'ble Tribunal, vide its Order dated December 11, 2024 in Company Application Number C.A. (CAA) /235/MB/2024 ('Order'), as the Scrutinizer for the purpose of scrutinizing the remote e-voting process prior to Meeting and e-voting process during the Meeting (hereinafter referred to as 'e-voting'), in a fair and transparent manner, at the Meeting convened pursuant to the provisions of the Section 230-232 of the Companies Act, 2013 ('Act') read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('Arrangement Rules') and Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 ('Management Rules') as amended from time to time, read with the applicable General Circulars issued by the Ministry of Corporate Affairs ('MCA'), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Master Circular issued by the Securities and Exchange Board of India ('SEBI') vide no. SEBI/HO/CFD/POD-2/P/CIR/ 2023/93 dated June 20, 2023 ('SEBI Master Circular'), other applicable SEBI circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('SS-2'), on the resolution seeking approval of the equity shareholders to the Composite Scheme of Arrangement between Allcargo Logistics Limited ("Allcargo" or "Transferee Company 2" or "Demerged Company") and Allcargo Supply Chain Private Limited ("Transferor Company 1" or "ASCPL"), a wholly owned subsidiary of the Demerged Company, Gati Express & Supply Chain

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Private Limited ("Transferor Company 2" or "GES CPL"), Allcargo Gati Limited ("Transferee Company 1" or "Transferor Company 3" or "Gati") and Allcargo ECU Limited ("Resulting Company" or "AEL"), a wholly owned subsidiary of the Demerged Company and their respective shareholders ('Scheme'), in terms of the Notice dated January 15, 2025 ('Notice'), convening the said meeting.

I do hereby submit my report as under:

1. The Company provided its Equity Shareholders with the facility for e-voting and participation in the Meeting via Video Conferencing (VC). National Securities Depository Limited ('NSDL') was engaged as the service provider to facilitate the e-voting process.
2. The voting period for the remote e-voting prior to the meeting commenced on **Saturday, February 15, 2025 at 9:00 a.m. (IST)** and ended on **Monday, February 17, 2025 at 5:00 p.m. (IST)**.
3. The Company had also provided remote e-voting facility to the Equity Shareholders present at the NCLT Convened meeting through video-conferencing/other audio visual means and who had not cast their votes through remote e-voting prior to the meeting. The remote e-voting module during the Meeting was disabled by NSDL for voting after 30 minutes of the conclusion of the Meeting.
4. The cut-off date was Tuesday, February 11, 2025, for the purpose of determining the shareholders entitled to vote through remote e-voting and e-voting conducted at the meeting on the resolution seeking their approval.
5. The votes cast during the e-voting were unblocked in the presence of two witnesses who are not in the employment of the Company.
6. I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records maintained by the Company's Registrar and Transfer Agents ('RTA').
7. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the Listing Regulations relating to e-voting on the resolution contained in the Notice convening NCLT convened meeting of the Equity shareholders.
8. My responsibility as the Scrutinizer was restricted to scrutinize the e-voting, 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 for ascertaining the requisite majority, based on the reports generated from the e-voting system provided by the NSDL.



9. The Resolution placed before the equity shareholders and the consolidated result of the voting on the same through e-voting seeking approval of the equity shareholders of the Company are given below.

Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (the '**Act**'), read with (a) the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as amended from time to time; (b) applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (c) Master Circular issued by the Securities and Exchange Board of India ('**SEBI**') vide no. SEBI/HO/CFD/POD-2/P/CIR/ 2023/93 dated June 20, 2023 (as amended from time to time) (d) Observation Letter dated October 09, 2024 and October 10, 2024 along with email dated October 09, 2024 and October 10, 2024 for taking note of the scheme issued by the BSE Limited and National Stock Exchange of India Limited, respectively (e) any other applicable rules and/ or regulations (including any statutory modification or re-enactment thereof) and (f) relevant provisions of the memorandum of association and the articles of association of the Company, and subject to sanction/approval(s) of National Company Law Tribunal ("**NCLT**"), and such other approvals, sanctions and permissions of other regulatory or government bodies /tribunals or institutions as may be applicable, and subject to such conditions and modification(s) as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the '**Board**', which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the Composite Scheme of Arrangement between Allcargo Logistics Limited ("**Allcargo**" or "**Transferee Company 2**" or "**Demerged Company**") and Allcargo Supply Chain Private Limited ("**Transferor Company 1**" or "**ASCPL**"), a wholly owned subsidiary of the Demerged Company, Gati Express & Supply Chain Private Limited ("**Transferor Company 2**" or "**GESCPL**"), Allcargo Gati Limited ("**Transferee Company 1**" or "**Transferor Company 3**" or "**Gati**") and Allcargo ECU Limited ("**Resulting Company**" or "**AEL**"), a wholly owned subsidiary of the Demerged Company and their respective shareholders., providing *inter alia* for

- The proposed demerger of International Supply Chain Undertaking ("**Demerged Undertaking**") from Allcargo to AEL ("**Demerger**");
- Transfer by way of amalgamation of ASCPL and GESCPL with and into Gati, and the consequent cancellation of equity shares of Transferor Company 2 held by the Transferee Company 1. ("**Amalgamation 1**"), pursuant to relevant provisions of the Act, on a going concern basis. The issue and allotment of New Equity Shares of Transferee Company 1 by Transferee Company 1 to the members and



shareholders of Transferor Company 1 and Transferor Company 2, as per the Scheme.

- Transfer by way of amalgamation of Allcargo Gati Limited ("Transferor Company 3") with and into Allcargo Logistics Limited ("Transferee Company 2") and consequent cancellation of equity shares of Transferor Company 3 held by the Transferee Company 2 and issue of New Equity Shares by the Transferee Company 2 to the shareholders of the Transferor Company 3 ("Amalgamation 2").

RESOLVED FURTHER THAT the Board and specifically Mr Shashi Kiran Shetty, Founder & Chairman, Mr Adarsh Hegde, Managing Director, Mr Deepal Shah, Group Chief Financial Officer, Mr Ravi Jakhar, Group Chief Strategy Officer and Chief of Staff and Mr Bhardwaj Pandya, Group Legal Head ("**Authorised Person(s)**") be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/ or imposed by NCLT while sanctioning the Scheme or by any authorities under law, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Equity Shareholders of Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

As mentioned in the Notice to the Equity Shareholders, in accordance with the provisions of Section 230 to 232 of the Act, the Scheme shall be considered approved by the Equity Shareholders only if the aforesaid resolution has been approved by majority of persons representing three-fourth in value of the Equity Shareholders through e-voting. Accordingly, the result of e-voting of Equity Shareholders on the resolution is as follows:

(i) **Voted in favour of the resolution:**

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
279	72,54,58,173	99.8619



(ii) Voted against the resolution:

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
11	10,03,337	0.1381

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

In addition to the above requirements under Section 230 to 232 of the Act, and in accordance with the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the Scheme shall be acted only if the number of votes cast by the Public Shareholders in favour of the resolution are more than the number of votes cast by the Public Shareholders against it. Accordingly, the result of the voting on the same through e-voting seeking approval of the Public Equity Shareholders of the Company are provided below:

(i) Voted in favour of the resolution:

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
274	10,43,29,149	99.0475

(ii) Voted against the resolution:

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
11	10,03,337	0.9525

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0



Based on the scrutiny of the e-voting results, I confirm that the process was conducted in accordance with the requirements of the Act and the SEBI Master Circular, fulfilling the necessary conditions. Accordingly, you may declare the results of the e-voting.

All registers, relevant records and other incidental papers related to e-voting were handed over to Mr Adarsh Hegde, Managing Director of the Company for safe keeping.



Place : Mumbai
Date: February 18, 2025

For Dhruvil M. Shah & Co. LLP
Practising Company Secretaries
ICSI URN: L2023MH013400
PRN: 3147/2023

Dhruvil M. Shah
Partner
FCS 8021 | CP 8978
UDIN: F008021F003961344

We, the undersigned, have witnessed that the results of e-voting were unblocked and downloaded from the NSDL e-voting service provider's platform in our presence on Tuesday, February 18, 2025.

Dhiraj Palav

Dhwanii Gor

Countersigned by
For Allcargo Logistics Limited

ADARSH HEGDE
Digitally signed by
ADARSH HEGDE
Date: 2025.02.18
18:43:03 +05'30'

Place : Mumbai
Date: February 18, 2025

Mr. Adarsh S Hegde
Managing Director
DIN: 00035040
(Authorized by Chairman of the
NCLT Convened Meeting)