

February 20, 2025

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. Tel: 022 - 2272 1233 / 34 Fax: 022 - 2272 2131 / 1072/ 2037 / 2061 / 41	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Tel: 022 - 2659 8235 / 36 / 452 Fax: 022 - 2659 8237/ 38
Scrip Code: 532345 ISIN No.: INE152B01027 Re.: Allcargo Gati Limited	Symbol : ACLGATI ISIN No.: INE152B01027 Re.: Allcargo Gati Limited

Dear Sir/Madam,

Sub: Scrutinizer's Report and Voting Results of the Meeting of the Equity Shareholders of Allcargo Gati Limited (Formerly known as "Gati Limited") held on February 18, 2025 pursuant to the order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench

This is in furtherance to our letter dated February 18, 2025 regarding the Meeting of the Equity Shareholders (the "Meeting") of Allcargo Gati Limited held on **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 ("NCLT Order") 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 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 ("Scheme").

In this regard, please find enclosed the following:

1. Voting Results of the business transacted at the Meeting, as required under Regulation 44 of the Listing Regulations – **Annexure A.**
2. Report of the Scrutinizer dated February 19, 2025, pursuant to Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 – **Annexure B.**



Ingenuity In Motion

This will also be made available on the Company's website at www.gati.com.

This is for your information and records.

Thanking you.

For **Allcargo Gati Limited**
(Formerly known as "Gati Limited")

Piyush Khandelwal
Company Secretary & Compliance Officer
M. No. A65318

Encl.: As above

Annexure A

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.	February 18, 2025
2.	Total Number of Shareholders as on the Cut-off Date (i.e. Tuesday, February 11, 2025).	108555
3.	No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 0 0
4.	No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	 0 50
5.	No. of resolutions passed via e-voting	1

Allcargo Gati Limited								
Resolution Required :Special			1 - To consider and approve 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.					
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	67774462	67645984	99.8104	65330095	2315889	96.5765	3.4235
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		67645984	99.8104	65330095	2315889	96.5765	3.4235
Public Institutions	E-Voting	7508944	306293	4.0790	306293	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		306293	4.0790	306293	0	100.0000	0.0000
Public Non Institutions	E-Voting	71778284	2425635	3.3793	1967546	458089	81.1147	18.8853
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2425635	3.3793	1967546	458089	81.1147	18.8853
Total		147061690	70377912	47.8560	67603934	2773978	96.0585	3.9415

Allcargo Gati Limited (Formerly known as “Gati Limited”)
Registered Office: 4th Floor, B Wing, Allcargo House, CST Road, Kalina Santacruz (East), Mumbai – 400098, Maharashtra, India

Corporate Office: Western Pearl, 4th Floor, Survey No. 13(p), Kondapur, Hyderabad, Rangareddy – 500084, Telangana, India

E-mail: investor.services@allcargologistics.com **Tel:** 022 66798100

CIN: L63011MH1995PLC420155 | **Website:** www.gati.com

Pramod S. Shah & Associates

Practising Company Secretaries

3rd Floor, LA-SHEWA Bldg., Next to Fedex, 233, P. D' Mello Road, Opp. St. George Hospital, Near CST, Mumbai - 400 001.
Tel. : 91-22-2271 7700 • Email : saurabhshah@psaprofessionals.com • Website : cpspa.co.in

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. Hetal Madhukant Gandhi
The Chairperson

(Appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench for the meeting of Equity Shareholders of Allcargo Gati Limited bearing CIN: L63011MH1995PLC420155 having its registered office at 4th Floor B Wing Allcargo House, CST Road Kalina Santacruz East Mumbai, Vidyanagari, Mumbai, Maharashtra, India, 400098)

Sub: Consolidated Scrutinizer's Report on the results of voting by equity shareholders of Allcargo Gati 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 Gati Limited held on Tuesday, February 18, 2025 at 11:00 a.m. IST ('Meeting'), through Video Conferencing/Other Audio-Visual Means ('OAVM').

Dear Sir,

I, Pramod S. Shah, partner of Pramod S. Shah & Associates, 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 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with Sections 52, 66 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'), in terms of the provisions of SEBI Master Circular No. SEBI/HO/CFD/POD-2 /P/CIR/ 2023/93 dated June 20, 2023 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

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Company 1” or “ASCPL”), a wholly owned subsidiary of the Demerged Company, Gati Express & Supply Chain Private Limited (**“Transferor Company 2” or “GESCPPL”**), 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 Wednesday, 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 15 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



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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



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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 Shashi Kiran Shetty, Chairman and Managing Director, Mr. Ravi Jakhar, Non-Executive Non-Independent Director, Mr. Deepak Jagdish Pareek, Chief Financial Officer, Mr. Piyush Khandelwal, Company Secretary & Compliance Officer, Mr. Bhardwaj Pandya, Group Legal Head, Mr. Shabeer Kalathil Mohamedappa, Legal Head of the Company (“**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:



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(i) Voted in favour of the resolution:

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
103	67603934	96.06

(ii) Voted against the resolution:

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
9	2773978	3.94

(iii) Invalid votes:

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

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
101	2273839	83.23



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(ii) **Voted against the resolution:**

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
8	458089	16.77

(iii) **Invalid votes:**

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

Accordingly, the Resolution has been approved by the equity shareholders of the company with requisite majority as required under the Act.

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 the Company Secretary of the Company for safe keeping as provided in the Act with the relevant Rules.

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.

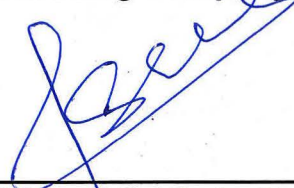


(Pratik H. More)



(Dilesh Parasar)

**For Pramod S. Shah & Associates
Practising Company Secretaries**



**Pramod S. Shah - Partner
FCS 334 | COP 3804
UDIN: F000334F003967253**



**Place: Mumbai
Date: February 19, 2025**

Pramod S. Shah & Associates

Practising Company Secretaries

**Countersigned by
For Allcargo Gati Limited**

**Place: Mumbai
Date: February 19, 2025**

**Mr. Piyush Khandelwal
Company Secretary and
Compliance Officer
Authorized Representative.**