



Ingenuity In Motion

February 23, 2024

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 February 12, 2024 (the “**Notice**”), for seeking the approval of members through Electronic Voting process (“**e-Voting**”) for:

1. Appointment of Mr Hetal Madhukant Gandhi (DIN: 00106895) as a Non-Executive Independent Director;
2. Re-appointment of Mrs Radha Ahluwalia (DIN: 00936412) as a Non-Executive Independent Director

Please note that the Notice is being sent today, i.e. Friday, February 23, 2024 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. Friday, February 16, 2024.

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 Saturday, February 24, 2024, at 9:00 a.m. (IST) and will end on Sunday, March 24, 2024 at 5:00 p.m. (IST).

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

Kindly take the above on record.

Thanking you,

Yours faithfully

For **Allcargo Logistics Limited**

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 known 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 (“**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 Saturday, February 24, 2024 at 9:00 a.m. (IST) and will end on Sunday, March 24, 2024 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. Appointment of Mr Hetal Madhukant Gandhi (DIN: 00106895) as a Non-Executive Independent Director**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) and Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Governance and Nomination & Remuneration Committee and the Board of Directors of the Company, Mr Hetal Madhukant Gandhi (DIN: 00106895), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from February 08, 2024 under Section 161 of the Act and who has submitted a declaration that he

meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (Three) consecutive years commencing from February 08, 2024 to February 07, 2027.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts, deeds, matters, things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

2. Re-appointment of Mrs Radha Ahluwalia (DIN: 00936412) as a Non-Executive Independent Director

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

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) and Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Governance and Nomination & Remuneration Committee and the Board of Directors of the Company, Mrs Radha Ahluwalia (DIN: 00936412), who was appointed by the Members of the Company through Postal Ballot on April 21, 2022 as a Non-Executive Independent Director of the Company for a term of 2 (two) consecutive years effective from February 11, 2022 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for re-appointment as a Non-Executive Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 3 (Three) consecutive years commencing from February 11, 2024 to February 10, 2027.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts, deeds, matters, things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors

For Allcargo Logistics Limited

Sd/-

Devanand Mojindra

Company Secretary & Compliance Officer

(Membership No.: A14644)

Place: Mumbai

Date: February 12, 2024

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 Friday, February 16, 2024 (“**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. Friday, February 16, 2024.

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.

6. 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.
7. 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**”).
8. Voting period commence on Saturday, February 24, 2024 at 9:00 a.m. (IST) and will end on Sunday, March 24, 2024 at 5:00 p.m. (IST).
9. 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.

10. 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 Saturday, February 24, 2024 at 9:00 a.m. (IST)
End of e-Voting	Upto Sunday, March 24, 2024 at 5:00 p.m. (IST)

The e-Voting module shall be disabled by NSDL for voting at 5:00 p.m. (IST) on Sunday, March 24, 2024. 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.nsd.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.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </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> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 use 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 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>	<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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<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>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 22 55 33</p>

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<p><u>How to Log-in to NSDL e-Voting website?</u></p> <ol style="list-style-type: none"> 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. <p><i>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.</i></p>

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 127909 then user ID is 1279090001***.

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.co.in 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 is in active status.
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 dhrumil@dmsah.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 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 secretraialdesk@allcargologistics.com. If you are an Individual shareholder 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.
11. 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 resolutions proposed to be passed by e-Voting may be addressed to the Company Secretary of the Company at investor.relations@allcargologistics.com.
12. 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 by the Company on or before Wednesday, March 27, 2024. 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. Sunday, March 24, 2024.

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

Item No. 1: Appointment of Mr Hetal Madhukant Gandhi (DIN: 00106895) as a Non-Executive Independent Director

Based on the recommendation of the Governance and Nomination & Remuneration Committee, the Board of Directors of the Company has appointed Mr Hetal Madhukant Gandhi (DIN: 00106895) (“**Mr Gandhi**”) as an Additional Director in the category of Non-Executive Independent Director, not liable to retire by rotation, for a term of 3 consecutive years with effect from February 08, 2024, subject to the approval of the Members of the Company, under Sections 149 and 161 of the Companies Act (“**Act**”) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and the Articles of Association of the Company.

In accordance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Independent Director requires approval of the members of the Company. Further, pursuant to Regulation 17(1C) of the Listing Regulations, a listed entity shall ensure that the approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr Gandhi is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received declaration from Mr Gandhi that he meets the criteria of independence as prescribed under Section 149(6) of the Act and 16(1)(c) of the Listing Regulations. Further, he has confirmed that as per Regulation 25(8) of Listing Regulations, he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge the duties. The Company has also received notice under Section 160 of the Act from a member proposing the candidature of Mr Hetal for the office of an Independent Director of the Company. In the opinion of the Board, Mr Gandhi fulfills all the conditions specified in the Act and the rules made thereunder and he is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority.

Mr Gandhi is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge, experience as well as his educational background, appointment of Mr Gandhi as an Independent Director would be in the interest of the Company.

Mr Gandhi has registered himself with the Indian Institute of Corporate Affairs for inclusion of his name in the data bank for lifetime and his registration number is IDDB-DI-202001-003654.

Copy of draft appointment letter of Mr Gandhi 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 Gandhi 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 Gandhi, being an appointee, 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 Item No. 1 of the Notice.

The Board recommends the special resolution set out in Item No. 1 of the Notice for approval by the Members.

Item No. 2: Re-appointment of Mrs Radha Ahluwalia (DIN: 00936412) as a Non-Executive Independent Director

Based on the recommendation of the Nomination and Remuneration Committee (Now, Governance and Nomination & Remuneration Committee/GNRC), the Board of Directors of the Company approved the appointment of Mrs Radha Ahluwalia (DIN: 00936412) (“**Mrs Ahluwalia**”), as an Additional Non-Executive Independent Director of the Company for a term of 2 (two) consecutive years with effect from February 11, 2022 under Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (“**Act**”)

and the Articles of Association of the Company. Further, Members of the Company through resolution passed by postal ballot on April 21, 2022, approved the appointment of Mrs Ahluwalia to hold office as a Non-Executive Independent Director, not liable to retire by rotation, for a term of 2 (two) consecutive years effective from February 11, 2022.

In terms of Section 149(10) read with Section 152 of the Act, an Independent Director shall hold office for a term of five consecutive years on the Board of a company and shall be eligible for re-appointment on passing of a special resolution by the Members of the Company. In compliance thereof, the approval of the Members is being sought for re-appointment of Mrs Ahluwalia as an Independent Director of the Company through Special resolution for a second term of 3 (Three) consecutive years commencing from February 11, 2024 to February 10, 2027.

The GNRC has evaluated the balance of her skills, knowledge and experience on the Board. On the basis of such evaluation and description of the roles and capabilities required to be an Independent Director of the Company, the GNRC recommended the re-appointment of Mrs Ahluwalia as an Independent Director. In the opinion of the Board, Mrs Ahluwalia fulfills all the conditions specified in the Act and the rules made thereunder and she is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority.

Mrs Ahluwalia is qualified to be re-appointed as a director in terms of Section 164 of the Act and also received declaration from Mrs Ahluwalia that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”).

Mrs Ahluwalia is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge, experience as well as her educational background, re-appointment of Mrs Ahluwalia as an Independent Director would be in the interest of the Company. The term and conditions of appointment of Mrs Ahluwalia will remain the same.

Details of Mrs Ahluwalia 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.

Mrs Ahluwalia have applied online to the Indian Institute of Corporate Affairs for inclusion of his name in the data bank valid for a period of 5 (five) years and his registration number is IDDB-DI-202202-041005.

Save and except, Mrs Ahluwalia being an appointee, to the extent of their shareholding interest, if any, in the Company, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in Item No. 2 of the Notice.

The Board recommends the special resolution set out in Item No. 2 of the Notice for approval by the Members.

By order of the Board of Directors
For Allcargo Logistics Limited

Sd/-

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

Place: Mumbai

Date: February 12, 2024

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

ANNEXURE

1	Name of the Director	Mr Hetal Madhukant Gandhi (DIN: 00106895)	Mrs Radha Ahluwalia (DIN: 00936412)
2	Age	58 Years	51 Years
3	Qualification	<ul style="list-style-type: none"> - Bachelor of Commerce, University of Mumbai - Chartered Accountant 	<ul style="list-style-type: none"> - Master's Diploma in German from Goethe Institute and Honours Degree, Lady Shriram College for Women, Delhi University.
4	Brief resume including profile, experience and expertise in specific functional areas	<p>Mr Gandhi has experience spanning over 3 decades across the entire spectrum of financial services encompassing private equity, infrastructure development / financing and investing, corporate lending, financial and business re-structuring, mergers and acquisitions, and capital markets.</p> <p>In 2006, Mr Gandhi co-founded the India Advisory firm for Tano Capital, a mid-market Private Equity Fund manager that successfully invested, across sectors, in companies with growth potential. Mr Gandhi continues to serve as an Independent Director on the Board of well-known companies, both listed and private.</p> <p>Leveraging on his Private Equity experience, Mr Gandhi actively contributes in the key areas of strategy, organisation building and execution, thereby helping the companies to scale up significantly.</p>	<p>Mrs Ahluwalia has created and led industry leadership networks across India, for over two and a half decades. After a career spanning of two decades at IMA, one of India's premier business research firms, which she led as Managing Director to leadership positions in both content and peer networks. Mrs Ahluwalia now lends her time selectively to guide start-ups in various areas. These include leadership and corporate governance, Government /Industry alliances and community/network development. She is General Partner of Work10M, a work and education focused fund and research institute centred on investments in early stage start-ups with direct linkages to work and employability.</p> <p>In her personal capacity, she is closely involved with community development and social responsibility initiatives centred on conservation and animal welfare, employability and livelihoods, and healthcare.</p>
5	Shareholding in the Company (Including shareholding as a Beneficial Owner) as on February 12, 2024	Nil	Nil
6	Date of first appointment	February 08, 2024	February 11, 2022 <i>(Re-appointed for 3 years w.e.f. February 11, 2024)</i>
7	Directorship held in other companies	<p>Listed:</p> <ul style="list-style-type: none"> - Allcargo Logistics Limited - Allcargo Gati Limited - Syrma SGS Technology Limited - AMI Organics Limited - Chalet Hotels Limited - Shilpa Medicare Limited - Singer India Limited <p>Unlisted:</p> <ul style="list-style-type: none"> - Tano India Advisors Private Limited - SGS Teknics Manufacturing Private Ltd 	<p>Listed:</p> <ul style="list-style-type: none"> - Allcargo Logistics Limited - Allcargo Terminals Limited <p>Unlisted:</p> <ul style="list-style-type: none"> - Speedy Multimodes Limited
8	The Company and listed entities from which the person has resigned in the past three years	Windlas Biotech Limited <i>(ceased to be director w.e.f. April 21, 2021)</i>	Nil
9	No. of Committees in which Director is member*	<ul style="list-style-type: none"> - Chalet Hotels Limited: Audit Committee Financial Committee 	<ul style="list-style-type: none"> - Allcargo Logistics Limited: Audit Committee

		<ul style="list-style-type: none"> - AMI Organics Limited: Audit Committee - Syrma SGS Technology Limited: Nomination and Remuneration Committee - Allcargo Gati Limited: Audit Committee 	<ul style="list-style-type: none"> - Allcargo Terminals Limited: Corporate Social Responsibility Committee - Speedy Multimodes Limited: Nomination and Remuneration Committee
10	No. of Committees in which Director is Chairman*	<ul style="list-style-type: none"> - Chalet Hotels Limited: Corporate Social Responsibility Committee ESG Committee - AMI Organics Limited: Nomination and Remuneration Committee - Shilpa Medicare Limited: Audit Committee - Syrma SGS Technology Limited: Audit Committee 	<ul style="list-style-type: none"> - Allcargo Logistics Limited: Stakeholder Relationship Committee - Allcargo Terminals Limited: Nomination and Remuneration Committee - Speedy Multimodes Limited: Audit Committee
11	Terms and Conditions of appointment / re-appointment	For the detailed terms and conditions of appointment of an Independent Director, please refer Company's website: https://www.allcargologistics.com/investors/investorservices/corporatepolicies	
12	Details of remuneration sought to be paid	The Director shall be paid remuneration in the capacity of Non-Executive Independent Director, by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings and commission, if any.	
13	Remuneration last drawn (Sitting fees for the FY 2022-23)	Nil	₹9 Lakhs
14	No. of Meetings of the Board attended during the year (i.e. till February 12, 2024)	1 of 1	6 of 6
15	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>A. Leadership B. Strategic Planning and Mergers & Acquisition C. Industry Experience, Global Business & Business Acumen D. Board Services, Corporate Governance and sustainable development E. Risk Management & Financial Planning</p> <p><i>Please refer point 3 and 4 as mentioned above for qualification and profile.</i></p>	<p>A. Leadership B. Risk Management & Financial Planning C. Board Services, Corporate Governance and sustainable development D. Sales and Marketing, Business Development</p> <p><i>Please refer point 3 and 4 as mentioned above for qualification and profile.</i></p>
16	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not Applicable	Not Applicable