



Ingenuity In Motion

December 21, 2023

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 <b>BSE Scrip Code: 532749</b>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block G Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 <b>NSE Symbol: ALLCARGO</b>
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Dear Sir/ Madam,

**Sub: Declaration of voting results of the Postal Ballot through Electronic Voting process in accordance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and submission of Scrutinizer’s report**

We refer to our letter dated November 21, 2023, intimating about the Postal Ballot Notice dated November 10, 2023 (“**Notice**”), pursuant to which we would like to inform that the process of seeking approval of the members of the Company by way of Ordinary Resolution for:

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

by way of Postal Ballot through Electronic Voting process (“**e-Voting**”) has been completed.

The Board of Directors of the Company had appointed Mr Dhruvil Shah (Membership No. FCS 8021 and CP No. 8978) of M/s Dhruvil M Shah & Co. LLP, Practicing Company Secretaries, Mumbai, as the scrutinizer to conduct the process of the above-mentioned e-Voting in a fair and transparent manner (“**Scrutinizer**”).

Pursuant to Regulation 44(3) of the Listing Regulations and as per the provisions of the Companies Act, 2013, the aforesaid resolution has been passed by the requisite majority of members of the Company. The last date specified for e-Voting i.e. Thursday, December 21, 2023, has been considered as the date of the approval of the resolution. In this regard, please find enclosed the following:

1. Voting results as required under Regulation 44(3) of the Listing Regulations in the prescribed format; and
2. The Scrutinizer’s report issued by M/s Dhruvil M Shah & Co. LLP, dated December 21, 2023.

The results along with the Scrutinizer’s report is available at the registered office of the Company, Company’s website i.e., [www.allcargologistics.com](http://www.allcargologistics.com) and on the website of National Securities Depositories Limited i.e. <https://www.evoting.nsdl.com>.

We request you to kindly take the above information on record.

Thanking you,

Yours faithfully

For **Allcargo Logistics Limited**

**Devanand Mojidra**  
**Company Secretary & Compliance Officer**  
**Membership No. A14644**

Encl: a/a

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**ALLCARGO LOGISTICS LIMITED**

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

T: +91 22 6679 8110 | [www.allcargologistics.com](http://www.allcargologistics.com) | CIN: L63010MH2004PLC073508 | GSTN: 27AACCA2894D1ZS

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**VOTING RESULTS AS PER REGULATION 44 (3) OF THE LISTING REGULATIONS IN THE  
PRESCRIBED FORMAT**

	<b>Allcargo Logistics Limited</b>
<b>Date of the AGM/EGM- Postal Ballot</b>	Thursday, December 21, 2023
<b>Total number of shareholders on record date:</b>	88,796 shareholders as on Wednesday, November 15, 2023, i.e., the cut-off date
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	Not Applicable
Promoters and Promoter Group:	
Public:	
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	Not Applicable
Promoters and Promoter Group:	
Public:	

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Resolution Required: Ordinary			1 - Reclassification and Increase of Authorised Share Capital & consequent Alteration of Memorandum of Association					
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	17,17,86,209	17,17,86,209	100.0000	17,17,86,209	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
	<b>Total</b>		<b>17,17,86,209</b>	<b>100.0000</b>	<b>17,17,86,209</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3,42,19,597	2,89,57,747	84.6233	2,80,21,313	9,36,434	96.7662	3.2338
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2,89,57,747</b>	<b>84.6233</b>	<b>2,80,21,313</b>	<b>9,36,434</b>	<b>96.7662</b>	<b>3.2338</b>
Public Non Institutions	E-Voting	3,96,89,718	5,22,230	1.3158	5,20,978	1252	99.7603	0.2397
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5,22,230</b>	<b>1.3158</b>	<b>5,20,978</b>	<b>1,252</b>	<b>99.7603</b>	<b>0.2397</b>
<b>Total</b>		<b>24,56,95,524</b>	<b>20,12,66,186</b>	<b>81.9169</b>	<b>20,03,28,500</b>	<b>9,37,686</b>	<b>99.5341</b>	<b>0.4659</b>

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Ingenuity In Motion

Resolution Required : Ordinary			2 - Approval of issue of Bonus Shares to the Shareholders of the Company					
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	17,17,86,209	17,17,86,209	100.0000	17,17,86,209	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
	<b>Total</b>		<b>17,17,86,209</b>	<b>100.0000</b>	<b>17,17,86,209</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3,42,19,597	2,89,57,750	84.6233	2,83,54,887	6,02,863	97.9181	2.0819
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2,89,57,750</b>	<b>84.6233</b>	<b>2,83,54,887</b>	<b>6,02,863</b>	<b>97.9181</b>	<b>2.0819</b>
Public Non Institutions	E-Voting	3,96,89,718	5,21,138	1.3130	5,19,955	1,183	99.7730	0.2270
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5,21,138</b>	<b>1.3130</b>	<b>5,19,955</b>	<b>1,183</b>	<b>99.7730</b>	<b>0.2270</b>
<b>Total</b>		<b>24,56,95,524</b>	<b>20,12,65,097</b>	<b>81.9165</b>	<b>20,06,61,051</b>	<b>6,04,046</b>	<b>99.6999</b>	<b>0.3001</b>

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Ref: 1792/2023-24

**SCRUTINIZER'S REPORT**

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
Allcargo Logistics Limited  
CIN: L63010MH2004PLC073508  
6<sup>th</sup> Floor, Allcargo House,  
CST Road, Kalina, Santacruz (East),  
Mumbai 400098

Dear Sir,

**Sub: Scrutinizer's Report on postal ballot through Electronic Voting process in respect of passing of the resolutions set-out in the postal ballot notice dated November 10, 2023**

I, Dhrumil M. Shah, Partner of M/s. Dhrumil M. Shah & Co. LLP, Practising Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of Allcargo Logistics Limited (hereinafter called as "**the Company**"), pursuant to Section 108 and 110 of the Companies Act, 2013 ("**the Act**") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, ("**the Rules**") for the purpose of scrutinizing the Postal Ballot voting conducted through Electronic Voting process ("**e-voting**") in a fair and transparent manner on the resolutions contained in the postal ballot notice dated November 10, 2023 ("**Notice**") issued in accordance with the Act and Rules read with General Circular No. 09/2023 dated September 25, 2023 and other circulars issued by the Ministry of Corporate Affairs ("**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 Circulars**") (MCA Circulars and SEBI Circulars are collectively known as "**Circulars**"), applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**").

The management of the Company is responsible to ensure compliance with the requirements of:

- (i) the Act and the Rules made thereunder;
- (ii) the Circulars; and
- (iii) the Listing Regulations

The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.



My responsibility as a Scrutinizer was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice. My report is based on verification of data and reports generated from the e-voting system provided by the National Securities Depository Limited ("NSDL"), the service provider engaged by the Company to provide e-voting facility to its members.

The Members of the Company holding shares as on the "cut-off" date as set out in the Notice i.e. **Wednesday, November 15, 2023** were entitled to vote on the resolutions set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.

The e-voting commenced at 09.00 a.m. (IST) on Wednesday, November 22, 2023 onwards and concluded at 05.00 p.m. (IST) on Thursday, December 21, 2023.

The votes cast during the e-voting were unblocked on Thursday, December 21, 2023 at 5.02 PM after the conclusion of e-voting period for Postal Ballot in the presence of two witnesses who are not in the employment of the Company.

Votes casted by the Members through e-voting were reconciled with the records maintained by the Registrar and Transfer Agent of the Company i.e. Link Intime India Private Limited.

I now submit herewith the Scrutinizer's Report on the results of the e-voting for postal ballot, based on the report generated by NSDL in respect of the following resolutions as under:

## **SPECIAL BUSINESS:**

### **1. ORDINARY RESOLUTION**

#### **Reclassification and Increase of Authorised Share Capital & consequent Alteration of Memorandum of Association**

**"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.”

- i. Voting “**in favour**” of resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
602	20,03,28,500	99.5341

- ii. Voting “**against**” the resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
32	9,37,686	0.4659



iii. Invalid Votes

Total number of Members	Total number of invalid votes cast
0	0

## 2. ORDINARY RESOLUTION

### Approval of issue of Bonus Shares to the Shareholders of the Company

**“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 FURTHTER 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.”

i. Voting **“in favour”** of resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
616	20,06,61,051	99.6999

ii. Voting **“against”** the resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
18	6,04,046	0.3001

iii. Invalid Votes

Total number of Members	Total number of invalid votes cast
0	0

Based on the above e-voting results on the aforesaid resolutions, the valid votes cast by the members in favour are more than valid votes cast against. Accordingly, you may declare the results of e-voting.



All electronic data and relevant records relating to e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the Postal Ballot and thereafter, the same shall be handed over to the Company Secretary for safe keeping.



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

Dhrumil M. Shah  
Partner

FCS 8021 | CP 8978  
UDIN: F008021E003006841

Place : Mumbai  
Date : December 21, 2023

We, the undersigned, have witnessed that the results of postal ballot through e-voting were unblocked and downloaded from the NSDL e-voting service provider's platform in our presence on 05.02 PM.

Dhiraj Palav

Vedant Dhumal

Countersigned by  
For Allcargo Logistics Limited

Devanand P Mojidra  
Company Secretary  
Membership No. A14644