



Ingenuity In Motion

February 28, 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,

Sub: Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) read with (a) Paragraph A, Part A Clause 5 & Clause 5A of Schedule III of the Listing Regulations, (b) SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and (c) the Policy for Determination of Material Events and Archival of Disclosures adopted by Allcargo Logistics Limited (“**Company**”); this is to inform you that:

- (i) pursuant to the authorisation granted by the Board of Directors of the Company *via* Board resolution dated February 12, 2024, the Company has executed the Multimodal Share Purchase Agreement (“**SPA**”) with Transindia Real Estate Limited (“**TREL**”), BRE Asia Urban Holdings Ltd (“**Investor**”) and Allcargo Multimodal Private Limited (“**Multimodal**”). Further TREL has agreed to sell 2,24,05,002 (Two crore twenty-four lakh five thousand two) equity shares (representing 100% (One hundred per cent) of the equity share capital) of Multimodal to the Investor (“**Transaction**”) on February 28, 2024;
- (ii) upon conclusion of the Transaction, TREL will cease to hold any equity shares in Multimodal; and
- (iii) As per the SPA, TREL and the Company shall be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the SPA that is expressed to be made, undertaken, performed or given by the Company.
- (iv) The Investor does not belong to the promoter / promoter group.

Details as required under Regulation 30 clauses 5 and 5A, Paragraph A, Part A of Schedule III of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are set out in “**Annexure A**” and “**Annexure B**”, respectively.

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The above information will also be available on the website of the Company <https://www.allcargologistics.com>.

Kindly take the same on record.

Thanking you,

Yours faithfully

For Allcargo Logistics Limited

Devanand Mojdra
Company Secretary & Compliance Officer
Membership No.: A14644

Encl.: a/a

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Annexure A

Disclosures pursuant to Regulation 30 of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

S.No.	Particulars	Details
1.	Name of Party with whom the agreement is entered;	BRE Asia Urban Holdings Ltd (" Investor "), Allcargo Multimodal Private Limited (" Multimodal ") and TransIndia Real Estate Limited (" TREL ")
2.	Purpose of entering into the agreement;	<p>Pursuant to the Scheme of Arrangement and Demerger executed by and amongst Allcargo Logistics Limited (the "Company"), Allcargo Terminals Limited and TREL, as sanctioned by the National Company Law Tribunal on January 5, 2023, all equity shares and optionally convertible debentures held in Allcargo Multimodal Private Limited ("Multimodal") by the Company were transferred to TREL.</p> <p>The Board of Directors of the Company had approved the execution, delivery and performance of Multimodal Share Purchase Agreement to be executed by and between the Company, TREL, the Investor and Multimodal ("SPA"), via board resolution dated February 12, 2024. Accordingly, TREL has agreed to sell 2,24,05,002 (Two crore twenty-four lakh five thousand two) equity shares (representing 100% (One hundred per cent) of the equity share capital) of Multimodal to the Investor.</p> <p>Now, the SPA has been entered into for the sale / transfer / disposal of 100% of the equity shareholding of TREL in Multimodal, a wholly owned subsidiary of TREL, to the Investor.</p>
3.	Shareholding, if any, in the entity with whom the agreement is executed;	NIL
4.	Significant terms of the Agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc;	The SPA has been executed by and amongst BRE Asia Urban Holdings Ltd, Transindia Real Estate Limited, Allcargo Logistics Limited and Allcargo Multimodal Private Limited on February 28, 2024 to divest 2,24,05,002 equity shares (100% of the equity shareholding) held by Transindia Real Estate Limited in Allcargo Multimodal Private Limited, a wholly owned subsidiary of Transindia Real Estate Limited, to BRE Asia Urban Holdings Ltd in accordance with the provisions of the Companies Act, 2013 for INR 2,457,752,402 (Indian Rupees Two billion four hundred fifty seven million seven hundred fifty two thousand four hundred two). Upon conclusion of the transaction, TREL will cease to hold any equity shares in Multimodal.
5.	Whether, the said parties are related to promoter/promoter group/ group companies in any	<ul style="list-style-type: none">Transindia Real Estate Limited, Promoter Group Entity

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	manner. If yes, nature of relationship	<ul style="list-style-type: none"> Allcargo Multimodal Private Limited, Promoter Group Entity <p>The Investor is not related to the promoter / promoter group / group companies in any manner.</p>
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	<p>Pursuant to the Scheme of Arrangement and Demerger (Scheme of Arrangement) executed by and amongst Allcargo, Allcargo Terminals Limited and TREL, as sanctioned by the National Company Law Tribunal on January 5, 2023, all equity shares and optionally convertible debentures held in Multimodal by Allcargo were transferred to TREL.</p> <p>Further, under the SPA, TREL and Allcargo shall be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the SPA that is expressed to be made, undertaken, performed or given by the TREL. Further, this transaction is on an arm length basis.</p>
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	No issuance of shares by / to the Company.
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;	Not Applicable
9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof	Not Applicable

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Annexure B

Disclosures pursuant to Regulation 30 of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

S.No.	Particulars	Details
1.	If the Listed Entity is party to agreement	Yes
	a. Name of Party	BRE Asia Urban Holdings Ltd (" Investor "), Allcargo Multimodal Private Limited (" Multimodal ") and Allcargo Logistics Limited (" Allcargo ")
	b. Relationship with listed Entity	Transindia Real Estate Limited and Allcargo Multimodal Private Limited are Promoter Group Entities. Investor is not related to the Company.
2.	Purpose of entering into an agreement;	<p>A Framework Agreement was executed on 13 January 2020 (as modified, amended and supplemented from time to time) by and among Multimodal, Allcargo Inland Park Private Limited, Allcargo Logistics & Industrial Park Private Limited, Madanahatti Logistics and Industrial Parks Private Limited, Venkatapura Logistics and Industrial Parks Private Limited, Kalina Warehousing Private Limited, Panvel Warehousing Private Limited, Malur Logistics and Industrial Parks Private Limited (collectively, "AMC Companies"), Allcargo Logistics Limited ("Allcargo") and the Investor, for transfer of controlling stake in the AMC Companies subject to the satisfaction of the closing conditions and achievement of certain milestones.</p> <p>Pursuant to the Scheme of Arrangement and Demerger executed by and amongst Allcargo Logistics Limited ("Allcargo"), Allcargo Terminals Limited and TREL, as sanctioned by the National Company Law Tribunal on January 5, 2023, all equity shares and optionally convertible debentures held in Allcargo Multimodal Private Limited ("Multimodal") by Allcargo were transferred to TREL.</p> <p>The Board of Directors of the Company had approved the execution, delivery and performance of the Multimodal Share Purchase Agreement ("SPA") with the Company, TREL, the Investor and Multimodal, via board resolution dated February 12, 2024. Accordingly, TREL has agreed to sell 2,24,05,002 (Two crore twenty-four lakh five thousand two) equity shares (representing 100% (One hundred per cent) of the equity share capital) of Multimodal to the Investor.</p> <p>Now, the SPA has been entered into for the sale / transfer / disposal of 100% of the equity</p>

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		shareholding of TREL in Multimodal, a wholly owned subsidiary of TREL, to the Investor.
3.	Shareholding, if any, in the entity with whom the agreement is executed;	NIL
4.	Significant terms of the Agreement (in brief);	The SPA has been executed by and amongst BRE Asia Urban Holdings Ltd, Transindia Real Estate Limited, Allcargo Logistics Limited and Allcargo Multimodal Private Limited on February 27, 2024 to divest 2,24,05,002 equity shares (100% of the equity shareholding) held by Transindia Real Estate Limited in Allcargo Multimodal Private Limited, a wholly owned subsidiary of Transindia Real Estate Limited, to BRE Asia Urban Holdings Ltd in accordance with the provisions of the Companies Act, 2013 for INR 2,457,752,402 (Indian Rupees Two billion four hundred fifty seven million seven hundred fifty two thousand four hundred two). Upon conclusion of the transaction, TREL will cease to hold any equity shares in Multimodal.
5.	Extent and the nature of impact on management or control of the listed entity;	No impact on management or control of the Company.
6.	Details and quantification of the restriction or liability imposed upon the listed entity;	The Company and TREL shall be jointly and severally liable for any representation, warranty, obligations, undertaking and/or covenant in the SPA that is expressed to be made, undertaken, performed or given by TREL.
7.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	TREL and AMPL are the promoter group entities of the Company. The Investor is not related to the Company or Promoter Group.
8.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	Pursuant to the Scheme of Arrangement and Demerger (Scheme of Arrangement) executed by and amongst Allcargo, Allcargo Terminals Limited and TREL, as sanctioned by the National Company Law Tribunal on January 5, 2023, all equity shares and optionally convertible debentures held in Multimodal by Allcargo were transferred to TREL. Further, under the SPA, the Company and TREL shall be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the SPA that is expressed to be made, undertaken, performed or given by TREL.. Further, this transaction is on an arm length basis.

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	In case of issuance of shares to the parties, details of issue price, class of shares issued;	No issuance of shares by / to the Company
9.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;	Not Applicable
10.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof	Not Applicable

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