

September 04, 2025

To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 BSE Scrip Code: 543954	To, National Stock Exchange of India Limited Exchange Plaza, C-1, Block G Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 NSE Symbol: ATL
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Sub: Notice of the 6th Annual General Meeting (“AGM”) of Allcargo Terminals Limited (the “Company”)

Dear Sir/Madam,

We would like to inform that the AGM of the Company will be held on Friday, September 26, 2025, at 11:00 a.m. (IST) through Video Conferencing (**VC**)/Other Audio Visual Means (**OAVM**). Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the AGM.

Further, Schedule for the AGM including e-voting as mentioned below:

Cut-off date for e-voting	Friday, September 19, 2025
E-voting Start	Monday, September 22, 2025, at 09:00 a.m. (IST)
E-voting End	Thursday, September 25, 2025, at 05:00 p.m. (IST)
AGM Date and Time	Friday, September 26, 2025, at 11:00 a.m. (IST)

The said information shall also be made available on the Company's website at [Notice of the 6th Annual General Meeting - Allcargo Terminals Limited](#)

Kindly take the above information on record.

Thanking you,

Yours faithfully,
For **Allcargo Terminals Limited**

Malav Talati
Company Secretary & Compliance Officer
Membership No: A59947

Place: Mumbai

Encl: a/a

Notice

NOTICE is hereby given that the 6th (Sixth) Annual General Meeting (“AGM”) of the Members of Allcargo Terminals Limited (“the Company”) will be held on Friday, September 26, 2025 at 11:00 a.m. (IST) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), to transact the following businesses, in accordance with the provisions of relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India:

ORDINARY BUSINESSES:

1. **To receive, consider and adopt:**
 - a. **the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon; and**
 - b. **the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of Auditors thereon.**
2. **To appoint a Director in place of Mr Kaiwan Dossabhoy Kalyaniwalla (DIN: 00060776), who retires by rotation and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESSES:

3. **To appoint M/s Pramod S. Shah & Associates, Practicing Company Secretaries (Firm Registration No: MU000006598) as Secretarial Auditors of the Company for the first term of Five (5) consecutive years and fix their remuneration and if thought fit, to pass the following Resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for appointment of M/s Pramod S. Shah & Associates, Practicing Company Secretaries (Firm Registration No MU000006598), a peer reviewed Company Secretary as the Secretarial Auditors of the Company for a period of five (5) consecutive years, commencing on April 1, 2025, until March 31, 2030, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report and such other documents as per the applicable laws at such remuneration as may be determined by the Audit Committee and Board of Directors of the Company from time to time.

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

4. **To approve the “ATL CEO Employee Stock Option Plan – 2025”:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with rules thereunder and other applicable provisions of the Act and the Rules, MCA Circulars and

Notifications issued thereunder (including any amendments, modifications and/or re-enactments thereof for the time being in force), Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, as amended from time to time, read with the circulars issued thereunder (collectively referred as “SEBI SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR Regulations”), and any other applicable laws for the time being in force, the relevant provisions of the Memorandum and Articles of Association of Allcargo Terminals Limited (“the Company”), and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), based on the approval and recommendation of the Board of Directors, approval of the members of the Company, be and is hereby accorded to introduce, create, approve, adopt and implement “ATL CEO Employee Stock Option Plan – 2025” (“CEO ESOP 2025”/“Plan”) through direct route, the salient features of which are furnished in the explanatory statement to this Notice and to authorize the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee duly authorized by the Board, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI LODR Regulations to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time, in one or more tranches, not exceeding 44,66,335 (Forty-Four Lakh Sixty-Six Thousand Three Hundred Thirty-Five only) employee stock options (“Options”) to Mr Ashish Chandna, Chief Executive Officer (CEO) of the Company, as may be appointed by the Board from time to time, working in or outside India, (excluding (i) the employee/director who is promoter and person belonging to the promoter group, (ii) independent director, and (iii) director holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company) subject to eligibility as may be determined under the CEO ESOP 2025, exercisable into not more than 44,66,335 (Forty-Four Lakh Sixty-Six Thousand Three Hundred Thirty-Five only) equity shares of face value of Rs. 2/- (Rupees Two Only) each fully paid-up, where one Option would convert into one equity share upon exercise, on such terms and in such manner, in accordance with the provisions of the applicable law and the CEO ESOP 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorized to offer, issue and allot equity shares upon exercise of Options from time to time in accordance with CEO ESOP 2025 and such equity shares shall rank pari - passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division etc., if any additional equity shares are required to be issued by the Company to the eligible employee for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares required to be issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employee under the CEO ESOP 2025 shall automatically stand reduced or augmented, as the case

may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employee.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable law and regulations to the extent relevant and applicable to the CEO ESOP 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares to be allotted under the CEO ESOP 2025 on the stock exchange(s) where the equity shares of the Company are listed in due compliance with SEBI SBEB Regulations and other applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the CEO ESOP 2025, subject to the compliance with the applicable laws and regulations and further subject to consent of the members by way of special resolution to the extent required under SEBI SBEB Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the CEO ESOP 2025, and do all other things incidental and ancillary thereof in conformity with the provisions of the applicable law in force to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the forgoing, the Board be and is hereby authorized to act on behalf of the Company, without being required to specifically seek any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters and things as the Board may at its discretion deem necessary or desirable for such purpose, including without limitation the drafting, finalization, entering into and execution of any arrangements or agreements and to delegate its authority under this resolution to any committee or personnel of the Company as the Board may deem fit."

5. To grant employee stock options equal to or more than 1% of the issued capital of the Company to the identified employee under "ATL CEO Employee Stock Option Plan – 2025" of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with rules thereunder and other applicable provisions of the Act and the Rules, MCA Circulars and Notifications issued thereunder (including any amendments, modifications and/or re-enactments thereof for the time being in force), Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, as amended

from time to time, read with the circulars issued thereunder (collectively referred as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), and any other applicable laws for the time being in force, the relevant provisions of the Memorandum and Articles of Association of Allcargo Terminals Limited ("the Company"), and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), approval of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee duly authorized by the Board, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI LODR Regulations to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time, in one or more tranches, such number of employee stock options ("Options") under "ATL CEO Employee Stock Option Plan – 2025" ("CEO ESOP 2025"/"Plan"), to Mr. Ashish Chandna, Chief Executive Officer of the Company, which during any one financial year may equal or exceed 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company on such terms and conditions as may be determined in accordance with the provisions of CEO ESOP 2025 and in due compliance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the forgoing, the Board be and is hereby authorized to act on behalf of the Company, without being required to specifically seek any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters and things as the Board may at its discretion deem necessary or desirable for such purpose, including without limitation the drafting, finalization, entering into and execution of any arrangements or agreements and to delegate its authority under this resolution to any committee or personnel of the Company as the Board may deem fit.

For and on behalf of the Board of Directors of
Allcargo Terminals Limited

sd/-
Malav Talati
Company Secretary & Compliance Officer
Membership No.:A59947

Place: Mumbai
Date: August 11, 2025

Registered Office:
4th Floor, A Wing, Allcargo House, CST Road,
Kalina, Santacruz (East), Vidyanaagari, Mumbai - 400 098
Email Id: investor.relations@allcargoterminals.com
Website: www.allcargoterminals.com
Phone No: 022-66798110
CIN: L60300MH2019PLC320697

NOTES:

1. Pursuant to the recent General Circular No. 09/2024 dated September 19, 2024 and other circulars issued by the Ministry of Corporate Affairs ("MCA") ("MCA Circulars") from time to time and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by Securities and Exchange Board of India ("SEBI") (MCA Circulars and SEBI Circulars are collectively known as "Circulars"), the companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the Registered Office of the Company i.e. 4th Floor, A Wing, Allcargo House, CST Road, Kalina, Santacruz (East), Vidyanagari, Mumbai- 400098.

2. An Explanatory Statement pursuant to Section 102 of the Act, and the relevant details of the Director seeking re-appointment above as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India are annexed hereto.

3. **SINCE THIS AGM IS BEING HELD PURSUANT TO THE ABOVE MENTIONED CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM VENUE ARE NOT ANNEXED TO THIS NOTICE.**

In compliance with the Circulars, the Notice of the AGM indicating the process and manner of electronic voting along with the Annual Report of the Company for the Financial Year ended March 31, 2025, is being sent to the Members only through electronic mode whose e-mail addresses are registered with the Company/Depositories.

The Company has appointed NSDL to provide VC/OAVM facility for the AGM.

The Company's Registrar and Share Transfer Agent is M/s MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) ("Link Intime"/"RTA"), C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.

To support the 'Green Initiative' and obtaining Annual Report of the Company, Members are requested to register their e-mail addresses by sending an e-mail on rnt.helpdesk@in.mpms.mufg.com by giving details like name, folio number, permanent account number and contact number. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) ("DPs") only.

In compliance with the said MCA Circulars, the Company will publish a public notice by way of advertisement in Free Press Journal and Navshakti, inter alia, advising the Members whose e-mail address are not registered/updated with the company or DPs, as the case may be, to register/update their e-mail address with them at the earliest.

The copy of Notice and Annual Report of the Company for FY2024-25 is also available on the Company's website <https://www.allcargoterminals.com/> and the website of the Stock Exchanges, i.e. BSE Limited at: <https://www.bseindia.com/> and the National Stock Exchange of India Limited at: <https://www.nseindia.com/>. The Notice of AGM is also available on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for reckoning the quorum under Section 103 of the Act.

5. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are encouraged to attend the AGM through VC/OAVM mode and vote electronically. Pursuant to the provisions of the Act, Institutional Members/Corporate Members intending to allow their authorized representative(s) to attend and vote at the AGM are requested to submit a certified true copy of the Board Resolution/letter of appointment authorizing their representative(s) together with the specimen signature(s) of those authorised representative(s) to the Scrutinizer at team3@psaprofessionals.com with a copy marked to evoting@nsdl.co.in.

6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members at the AGM.

7. Relevant documents referred to in the Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during business hours on all working days, except Saturday, Sunday and public holidays upto the date of the AGM. The aforesaid documents will also be available for inspection by Members during the AGM.

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

- a. For shares held in electronic form: to their DPs
- b. For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 along with relevant proofs and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024.

Members are further requested to note that non-availability of correct bank account details such as MICR ("Magnetic Ink Character Recognition"), IFSC ("Indian Financial System Code") etc., which are required for making electronic payment will lead to rejection/failure of electronic payment instructions by the bank in which case, the Company or RTA will use physical payment instruments for making payment(s) to the Members with available bank account details of the Members.

9. Members may please note that SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company's RTA at https://web.in.mpms.mufg.com/helpdesk/Service_Request.html. It may be noted that any service request can be processed only after the folio is KYC Compliant.

10. SEBI has mandated that all requests for transfer of securities including transmission and transposition requests, shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA for assistance in this regard.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
12. As per the provisions of Section 72 of the Act and aforesaid SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them in physical mode. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with RTA.

Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by filing following form with RTA:

- Form ISR – 3: For opting out of nomination by shareholder(s).
- Form SH -14: For cancellation or variation to the existing nomination of the shareholder(s).

13. **Unpaid/ Unclaimed Dividend and Shares**

Pursuant to the provisions of Sections 124, 125 and other applicable provisions, if any, of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (hereinafter referred to as 'IEPF Rules'), the amount of dividend remaining unpaid/unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund ('the IEPF').

Further, the shares in respect of which dividend has not been claimed by the Members for seven consecutive years are also required to be transferred to the Demat account of IEPF Authority.

The Members who have not yet encashed their dividend warrants/demand drafts related to subsequent financial years are requested to send their claims to RTA well in advance of the last date for claiming such unclaimed dividends as specified hereunder:

Dividend	Date of Declaration of Dividend	Year	Due date for claiming Unpaid dividend
Final Dividend	September 26, 2023	FY2022-23	October 26, 2030

Pursuant to the IEPF Rules, the Company has also uploaded the details of unpaid/unclaimed amounts lying with the Company as on March 31, 2025 on the Company's website at: [Unclaimed Dividend as on March 31, 2025](#) also on the website of MCA at: www.iepf.gov.in.

The Members may note that the shares transferred to the IEPF Authority can be claimed back by making an application to the IEPF Authority in Form IEPF-5 along with the requisite documents available on www.iepf.gov.in and sending duly signed physical copy of the same to the Company and/or RTA. In order to claim refund, the Members are advised to visit the weblink <http://iepf.gov.in/IEPFA/refund.html> or contact the RTA. No claims shall lie against the Company in respect of the shares so transferred.

14. Any information required in relation to the Accounts and Operations of the Company may be sent to the Company Secretary at investor.relations@allcargoterminals.com at least seven (7) days in advance of the date of AGM, so as enable the Management to keep the information ready at the AGM.
15. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.
16. Non-Resident Indian Members are requested to inform RTA, immediately of:
- Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
17. **Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-voting system as well as e-voting during AGM will be provided by NSDL.

- I. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, September 19, 2025. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owner maintained by the Depositories as on the cut-off date shall only be entitled to avail facility of remote e-voting or e-voting during AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- II. The Members who have exercised their votes through remote e-voting prior to the AGM may also participate in the AGM but they shall not be entitled to vote again.
- III. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

The remote e-voting period begins at 09:00 a.m. (IST) on Monday, September 22, 2025 and ends at 05:00 p.m. (IST) on Thursday, September 25, 2025. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

18. Instructions for participating in the AGM through VC/ OAVM and E-voting are as follows:

- A. The remote e-voting period begins on Monday, September 22, 2025 at 09:00 a.m. (IST) and ends on Thursday, September 25, 2025 at 05:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 19, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting. 2. 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 or joining virtual meeting & voting during the meeting. 3. 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

Type of shareholders	Login Method
	<p>4. 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. 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 or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin-right: 20px;">  App Store </div> <div style="text-align: center; margin-right: 20px;">  Google Play </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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.</p> <p>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 or joining virtual meeting & voting during the meeting. 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 provider's website directly.</p> <p>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.</p> <p>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 evoting 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>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 or joining virtual meeting & voting during the meeting.</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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	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. 1800-21-09911.

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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.

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.

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 101456 then user ID is 101456001***.

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.com 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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 team3@psaprofessionals.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on “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: 022 - 4886 7000 or send a request to Veena Suvarna at evoting@nsdl.com

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 resolutions set out in this notice:

1. 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@allcargoterminals.com.
2. 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 investor.relations@allcargoterminals.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.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

THE INSTRUCTIONS FOR E-VOTING ON THE DAY OF THE AGM FOR MEMBERS ARE AS UNDER:-

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

- b. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

B. Instructions for participating in AGM through VC/OAVM:

- a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against the Company name.
- b) You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.
- c) By clicking on this link, the Members will be able to attend and participate in the proceedings of the AGM.
- d) Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- e) Members are encouraged to join the Meeting through Laptops for better experience.
- f) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- g) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.
- h) The Members can join the AGM through VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more share of the Company), Promoters, Institutional

Investors, Directors, Key Managerial Personnel, the Chairpersons of the Nomination and Remuneration Committee, Audit Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- i) Members who would like to express their views/have questions during the AGM may register themselves as a speaker shareholder by sending a request along with their questions in advance mentioning their name, demat account number/folio number, email id and mobile number at investor.relations@allcargoterminals.com on or before Friday, September 19, 2025. Those Members who have registered themselves as a speaker shareholder will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speaker shareholders depending on the availability of time for the AGM.
 - j) Speaker shareholders will join through the separate link as attendee. The shareholders will be on mute by default and can see the AGM proceedings. Speaker shareholders need to allow their audio and video to be kept open. Once moderator announces and allows shareholders to speak, then only such shareholders will speak.
19. M/s Pramod S. Shah & Associates, Practicing Company Secretaries (Firm Registration No: MU000006598), Practicing Company Secretaries, Mumbai, have been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
 20. The Chairman at the AGM, shall at the end of the discussion on the Resolutions, on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of electronic ballot voting system for all the Members who are present at the AGM but have not exercised their votes by availing the remote e-Voting facility.
 21. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM, thereafter unblock the votes cast through remote e-Voting and not later than 2 working days from the conclusion of the AGM, submit a consolidated Scrutinizer's Report to the Chairman or any person duly authorized by him in writing who shall countersign the same and declare the results forthwith.
 22. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on date of the AGM i.e. Friday, September 26, 2025.
 23. The results declared along with the Scrutinizer's Report shall be displayed on the Company's website www.allcargoterminals.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately, but not later than two working days, after the result is declared. The Company shall simultaneously intimate the result to the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD -2 ON GENERAL MEETINGS

Pursuant to the provisions of Section 102 of the Companies Act, 2013 (the "Act") and Secretarial Standard -2 on General Meetings ("SS-2"), the following Explanatory Statement sets out all material facts relating to the Special businesses mentioned as Item Nos. 3 to 5 in the accompanying notice.

Item No. 3

As per Section 204 of the Companies Act, 2013 (the "Act") and the Rules framed thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), an individual can act as a Secretarial Auditor for not more than one term of five consecutive years and a Secretarial Audit firm can act as Secretarial Auditors for not more than two terms of five consecutive years.

M/s Pramod S. Shah & Associates, a Practicing Company Secretaries firm (hereinafter referred to as PSA) have experience in providing the Secretarial & Corporate Advisory Services to Overseas Companies and Indian Companies. It is associated with Listed & Unlisted Indian Companies which are in different Industries/Sectors. Pramod S. Shah & Associates also provides consultancy services to foreign Companies in setting up business in India.

Hence, the Board after considering several proposals, proposed to appoint M/s Pramod S. Shah & Associates ("PSA"), Practicing Company Secretaries (Firm Registration No: MU000006598) as the Secretarial Auditors of the Company for a first term of five (5) consecutive years, commencing on April 1, 2025, until March 31, 2030 to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report and such other documents as per the applicable laws, at a remuneration and such terms and conditions to be decided by the Audit Committee and the Board of Directors in consultation with the Secretarial Auditors subject to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and the Act, as amended from time to time. PSA have given their consent to act as the Secretarial Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Section 204 of the Act and Regulation 24A of the Listing Regulations. Furthermore, in terms of the amended regulations, PSA has provided confirmation that they hold a valid peer review certificate.

PSA will hold office for first term of five (5) consecutive years, commencing on April 1, 2025, until March 31, 2030. The proposed remuneration to be paid to PSA for FY 2025-26 is ₹2.39 Lakhs per annum, exclusive of applicable taxes and other out of pocket expenses. The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by M/s Pramod S. Shah & Associates during their association with the Company. The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

Hence, considering the experience of PSA, the Board recommends the passing of the resolution set forth in item no. 3 for the approval of members as an Ordinary Resolution.

Item No. 4 and 5

In the current business environment, retaining visionary leadership and aligning management's interests with those of shareholders is critical to the long-term growth and stability of any Company. Employee Stock Option Plans (ESOPs) have emerged as a preferred mechanism to incentivize and retain senior leadership compared to large fixed cash payouts. While cash rewards provide immediate benefit, they neither create a sense of ownership nor directly link compensation to the creation of shareholder wealth. ESOPs, on the other hand, tie the personal wealth creation of leadership to the market and intrinsic performance of the Company, encourage a long-term commitment to strategic objectives and conserve immediate cash outflows that can instead be deployed for business expansion and operations.

Against this backdrop, the Company proposes to implement the ATL CEO Employee Stock Option Plan – 2025 ("CEO ESOP 2025" or the "Plan"), which has been recommended by the Nomination and Remuneration Committee ("Committee") and approved by the Board of Directors ("Board") at its meeting held on August 11, 2025. The Plan has been conceived to align the wealth of the Chief Executive Officer ("CEO") with the long-term performance of the Company and to reward strategic and transformational contributions that extend beyond routine operational results. The Plan will serve as a powerful retention mechanism, ensuring continuity of leadership during a period of significant growth, while promoting decision making that prioritizes long term market value and shareholder interests.

The Plan provides for the grant of up to 44,66,335 (Forty-Four Lakh Sixty-Six Thousand Three Hundred Thirty-Five only) employee stock options ("Options") in aggregate, all of which are intended for the employee designated as CEO by the Board, Mr. Ashish Chandna. As the proposed grant exceeds one percent of the Company's issued share capital, shareholder approval by way of a special resolution is required in accordance with Section 62(1)(b) of the Companies Act, 2013 ("the Act"), the Companies (Share Capital and Debentures) Rules, 2014, and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"). The Options shall vest in accordance with the vesting schedule prescribed in the Plan, subject to continued employment and achievement of applicable performance conditions and shall be equity-settled upon exercise.

Brief Profile of the employee proposed to receive the grant:

Mr. Ashish Chandna holds a Master's degree in Nautical Science from South Tyneside College, South Shields, UK. He is a recognized leader in the shipping and logistics industry, with over two decades of

experience, including 17 years of sailing and 11+ years in the logistics sector.

Capt. Ashish Chandna is a distinguished leader in the logistics industry and the Co-founder of Speedy Multimodes, which operates CFS facilities at JNPT and Mundra. Following its complete acquisition by Allcargo Terminals in January 2025, Ashish continues to drive strategic growth and operational excellence. With a background as a seasoned seafarer, he brings hands-on experience and an innovative mindset to the sector. As a visionary, he plays a pivotal role in shaping the company's future.

His visionary approach, innovative decision-making and proven ability to deliver transformational business outcomes make him a critical contributor to the Company's growth trajectory and market leadership aspirations.

The salient features of the CEO ESOP 2025 are given as under:

a. Brief description of the Plan:

The CEO ESOP 2025 is a dedicated employee stock option plan designed to grant Options to the Company's CEO with the objective of aligning leadership performance with long-term shareholder value creation and retaining top management talent. The Options granted at a face-value exercise price, will entitle the CEO to acquire equity shares of the Company upon vesting, in accordance with the terms of the Plan. The Committee shall supervise the CEO ESOP 2025 as required under SEBI SBEB Regulations. All questions of interpretation of the CEO ESOP 2025 shall be determined by the Committee and such determination shall be final and binding upon all people who have an interest in the CEO ESOP 2025.

b. Total number of Options to be offered and granted:

The total number of Options to be offered and granted under the CEO ESOP 2025 shall not exceed 44,66,335 (Forty-Four Lakh Sixty-Six Thousand Three Hundred Thirty-Five only). Each Option when exercised would be converted into one equity share of face value of Rs. 2/- (Rupees Two Only) each fully paid-up.

In case of any corporate action(s) including but not limited to rights issues, bonus issues, merger and sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are required to be issued by the Company to the eligible employee to make such fair and reasonable adjustment, the ceiling of equity shares as stated above shall be deemed to be increased to the extent of such additional equity shares required to be issued. The Committee shall determine the nature, manner and the extent of the adjustment to be made as a consequence of any corporate action, consolidation etc.

c. Identification of classes of employees entitled to participate and be beneficiaries in the Plan:

"Employee" means the Chief Executive Officer of the Company, but does not include:

- a. an employee who is a promoter or a person belonging to the promoter group; or
- b. a director who, either by himself or through his relative or through any body corporate, directly or indirectly, holds

more than 10% of the outstanding equity shares of the Company; or

- c. an Independent Director.

d. Requirements of Vesting and period of Vesting:

The Option granted under the CEO ESOP 2025 would vest not earlier than the minimum vesting period of 1 (one) year and not later than maximum vesting period of 4 (four) years from the date of grant.

Unless the Committee specifies a different vesting schedule, the following vesting schedule shall apply to all grants made under the Plan:

Vesting schedule	Percentage of Options which will vest
At the end of 1 (one) year from the date of grant	40% of the Options granted
At the end of 2 (two) years from the date of grant	20% of the Options granted
At the end of 3 (three) years from the date of grant	20% of the Options granted
At the end of 4 (four) years from the date of grant	20% of the Options granted

In the event of death or permanent incapacity of an employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity, as the case may be.

Vesting of Option would be subject to continued employment with the Company or at the discretion of the Committee. Apart from this, the Committee shall have the power to prescribe achievement of performance condition(s), the criteria being a mix of corporate and individual performance for vesting. The corporate performance conditions shall be determined by the Committee basis one or more corporate parameters including but not limited to:

- a. Return on capital employed,
- b. Revenue from operations,
- c. Earnings before interest, taxation, depreciation and amortization (EBITDA),
- d. Shareholders value creation, and
- e. Such other conditions as may be determined by the Committee.

The relative weightage of performance conditions shall be determined by the Committee for each grant and may vary from time to time depending on the existing and expected role and responsibilities of the employee and the strategic objectives of the Company.

e. Maximum period within which the options shall be vested:

Any Option granted under the CEO ESOP 2025 shall be subject to a maximum vesting period of 4 (four) years from the date of grant of Options as specified above.

f. Exercise price or pricing formula:

The exercise price shall be face value of the underlying equity shares of the Company payable by the employee on exercise of vested Options, pursuant to the CEO ESOP 2025.

The employee shall also be liable to pay the Company the amount equivalent to the value of the perquisite tax payable on exercise of the Options in accordance with the provisions of the Income Tax Act, 1961 and other applicable laws (if any) at the relevant time.

g. Exercise period and the process of exercise:

The exercise period for vested Options shall be a maximum of 5 (five) years commencing from the relevant date of vesting of Options.

The Options shall be deemed to have been exercised when an employee makes an application in writing to the Company or by any other means as decided by the Committee, for the issue of shares against the Options vested in him, subject to payment of exercise price and compliance of other requisite conditions of exercise. The Options shall lapse if not exercised within the specified exercise period.

h. Appraisal process for determining the eligibility of employees under the Plan:

The appraisal process for determining the grant of Options to the employee shall be carried out by the Committee, based on parameters such as the employee's overall performance, contribution to the strategic growth and profitability of the Company, achievement of business objectives, and long-term value creation for shareholders.

i. Maximum number of options to be issued per employee and in aggregate:

Since the Plan is intended exclusively for the employee designated as the CEO of the Company by the Board, the number of Options that may be granted under the CEO ESOP 2025 in aggregate (taking into account all Grants), shall not exceed 44,66,335 (Forty-Four Lakh Sixty-Six Thousand Three Hundred Thirty-Five only) Options.

j. Maximum quantum of benefits to be provided per employee under the Plan:

The employee will be entitled to the shares of the Company on exercise of Options as per the terms provided under CEO ESOP 2025.

The maximum quantum of benefits underlying the Options granted to an eligible employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Option exercise price and the market price of the equity shares on the exercise date.

k. Route of the implementation:

The CEO ESOP 2025 shall be implemented and administered directly by the Company.

l. Source of acquisition of shares under the Plan:

The CEO ESOP 2025 contemplates the issue of fresh equity shares by the Company.

m. Amount of loan to be provided for implementation of the Plan by the Company to the trust, its tenure, utilization, repayment terms, etc.:

Not currently contemplated under CEO ESOP 2025 as the Plan is being implemented and administered directly by the Company.

n. Maximum percentage of secondary acquisition:

Not currently contemplated under CEO ESOP 2025 as the Plan is being implemented and administered directly by the Company.

o. Accounting and Disclosure Policies:

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Act and/or any relevant accounting standards/guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SEBI SBEB Regulations.

p. Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on share-based payments or any accounting standard/guidance note, as applicable, notified by competent authorities from time to time.

q. Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report. Currently, this statement is not applicable as the Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102.

r. Period of lock-in:

The shares arising out of exercise of vested Options shall be subject to the following lock in under the CEO ESOP 2025: (i) no lock in for shares arising from Options vested after completion of the first 12 (twelve) months vesting period; and (ii) a lock in of 5 (five) years from the date of allotment for shares arising from all subsequent vestings. The lock in period shall commence from the date of allotment of the shares and shall operate independently of the exercise period, such that a delayed exercise will result in a corresponding delay in the commencement and expiry of the lock in period.

Provided that the shares allotted on such exercise cannot be sold for such further period or intermittently as required under the terms of Code of Conduct for Prevention of Insider Trading

of the Company framed under Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015.

s. Terms & conditions for buyback, if any, of specified securities/ options covered granted under the Plan:

Subject to the provisions of the applicable law, the Board shall determine the procedure for buy-back of the specified securities/Options granted under the CEO ESOP 2025 if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

In terms of Section 62(1)(b) and other applicable provisions, if any, of the Act read with Rules thereunder and Regulation 6(1) and other applicable provisions of SEBI SBEB Regulations, the implementation of the CEO ESOP 2025 and grant of Options to the employee of the Company require approval of the shareholders by way of a special resolution. Therefore, the approval of the shareholders of the Company is being sought to pass the special resolution as set out at item no. 4.

Further, as per section 62(1)(b) and other applicable provisions, if any, of the Act read with Rules thereunder and Regulation 6(3) (d) of SEBI SBEB Regulations, approval of the shareholders by way of separate special resolution is also required in case the grant of Options to an identified employee, during any one year, is equal to or exceeds 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant. Since the proposed grant to the CEO under the CEO ESOP 2025 exceeds this threshold, approval of the shareholders of the Company is being sought to pass the special resolution as set out at Item No. 5 of this Notice.

None of the directors and key managerial personnel of the Company or their relatives is in any way, financially or otherwise, concerned or interested in the resolutions, except Mr. Ashish Chandna.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company on all working days, during business hours up to the last date of remote e-voting.

The Board, accordingly, recommends the passing of special resolutions as set out at item no. 4 and 5 of this Notice, for the approval of the shareholders of the Company.

For and on behalf of the Board of Directors of
Allcargo Terminals Limited

Sd/-
Malav Talati
Company Secretary & Compliance Officer
Membership No.:A59947

Place: Mumbai
Date: August 11, 2025

Registered Office:
4th Floor, A Wing, Allcargo House, CST Road,
Kalina, Santacruz (East), Vidyanagari, Mumbai - 400 098
Email Id: investor.relations@allcargoterminals.com
Website: www.allcargoterminals.com
Phone No: 022-66798110
CIN: L60300MH2019PLC320697

ANNEXURE 1**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 6th ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS ARE AS UNDER:**

I.	Name of Director	Mr Kaiwan Dossabhoy Kalyaniwalla
II.	Age	60
III.	Qualification	He has a bachelor's degree in economics and political science and a bachelor of laws degree from the University of Mumbai.
IV.	Brief resume including profile, experience and expertise in specific functional areas	<p>He is a Solicitor and Advocate of the Bombay High Court and a Senior Partner in the law firm of Maneksha & Sethna in Mumbai. He has been in practice for over 37 years. He graduated from the University of Bombay in Economics and Political Science and thereafter graduated as a Bachelor of Laws (LL.B) from the Government Law College, Mumbai. He was awarded the prize for securing the highest marks in the three-year LL.B. integrated course by the University of Bombay.</p> <p>He is enrolled as a Solicitor of the Supreme Court of England and Wales. He serves on the Board of public listed, private Indian and foreign companies and advises public and private sector corporates, multinational banks, and some of India's largest logistics companies, property development companies and business houses. He is on the investment and advisory committee of a SEBI registered real estate fund and NBFC and serves on the Board of a SEBI registered asset management trustee company. He is also on the Board of Trustees of public educational and hospital trusts. His practice is predominantly in the field of corporate laws, property laws, tax laws, general, commercial and personal laws.</p> <p>He has been an active member of the Managing Committee of the Bombay Incorporated Law Society and served as its President for six years.</p>
V.	Shareholding in the Company as on March 31, 2025 including shareholding as a beneficial owner	1,50,600
VI.	Date of first appointment on the Board of the Company	April 15, 2023
VII.	Directorship held in other companies as on March 31, 2025 (including the Company and listed entities from which the person has resigned in the past three years)	<p>Current Directorship:</p> <ul style="list-style-type: none"> - Allcargo Terminals Limited - Allcargo Gati Limited (Formerly known as Gati Limited) - Allcargo Logistics Limited - TransIndia Real Estate Limited - Modern India Limited - TransIndia Logistic Park Private Limited - Synchro Investments Private Limited - Bombay Metal and Alloys MFG Company Private Limited - Iorn & Metal Traders Private Limited - Quantum Trustee Company Private Limited - Verifacts Services Private Limited - Bombay Incorporated Law Society <p>Past Directorship: Not Applicable</p>

VIII.	No. of Committees in which Director is member as on March 31, 2025	<p>Modern India Limited</p> <ul style="list-style-type: none"> - Audit Committee - Risk Management Committee - Corporate Social Responsibility Committee - Nomination and Remuneration Committee <p>Allcargo Gati Limited (Formerly known as Gati Limited)</p> <ul style="list-style-type: none"> - Audit Committee - Stakeholders Relationship Committee - Risk Management Committee - Nomination and Remuneration Committee
IX.	No. of Committees in which Director is Chairman as on March 31, 2025	<p>Allcargo Gati Limited (Formerly known as Gati Limited)</p> <ul style="list-style-type: none"> - Corporate Social Responsibility Committee
X.	Terms and Conditions of re-appointment/reappointment with details of remuneration sought to be paid and remuneration last drawn	Please refer to the Board's Report and Corporate Governance Report
XI.	No. of Meetings of the Board attended during the year	9
XII.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable
XIII.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not Applicable
