

July 15, 2025

<b>To,</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 <b>BSE Scrip Code: 543954</b>	<b>To,</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: ATL</b>
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Dear Sir/ Madam,

**Sub: Notice of Postal Ballot - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed a copy of the Postal Ballot Notice dated July 15, 2025 together with the Explanatory Statement thereto (“**Postal Ballot Notice**”), for seeking approval of the members of Allcargo Terminals Limited on the Special Businesses, by way of Ordinary and Special Resolutions as set out below, through Postal Ballot by means of remote e-voting process (“**e-voting**”), pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Circulars issued by Ministry of Corporate Affairs (“**MCA Circulars**”) and Securities and Exchange Board of India, (“**SEBI Circulars**”) from time to time, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable laws, rules, and regulations:

Sr. no	Description of Resolutions	Type of Resolutions
1	To approve Alteration of Articles of Association of the Company.	Special Resolution
2	To approve Increase of Authorised Share Capital and consequent Alteration of Memorandum of Association of the Company.	Ordinary Resolution
3	To approve the issue of fully convertible Warrants on a preferential basis to the Promoter/Promoter group of the company	Special Resolution

In compliance with the applicable MCA Circulars, the Postal Ballot Notice is being sent to all members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) and whose email address is registered with NSDL/CDSL, Depository Participants and/or MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) (“**RTA**”) as on **Friday, July 11, 2025 (“cut-off date”)**.

The Company has engaged the services of NSDL for facilitating e-voting to enable the members to cast their votes electronically. The e-voting on the resolutions set out in the Postal Ballot Notice shall commence on **Wednesday, July 16, 2025, at 9:00 a.m. (IST)** and ends on **Thursday, August 14, 2025, at 5:00 p.m. (IST)**. The e-voting module shall be disabled by NSDL thereafter.

The Postal Ballot Notice is also available on the Company’s website at [www.allcargoterminals.com](http://www.allcargoterminals.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and also on the e-voting website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**ALLCARGO TERMINALS LIMITED**

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

[www.allcargoterminals.com](http://www.allcargoterminals.com) | CIN: L60300MH2019PLC320697 |

T: +91 22 6679 8110 | E: [investor.relations@allcargoterminals.com](mailto:investor.relations@allcargoterminals.com)



The results of the Postal Ballot will be announced on or before **Monday, August 18, 2025**.

Kindly take the same on record.

Yours faithfully,

For **Allcargo Terminals Limited**

**Malav Talati**  
**Company Secretary & Compliance Officer**  
**Membership No.: A59947**  
**Place: Mumbai**

Encl.: a/a

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**ALLCARGO TERMINALS LIMITED**

**CIN: L60300MH2019PLC320697**

**Registered Office Address:** 4<sup>th</sup> Floor, A-Wing, Allcargo House, CST Road, Kalina, Santacruz (East),  
Vidyanagari, Mumbai-400098, Maharashtra, India

**Tel:** +91 22 6679 8110, **Email id:** [investor.relations@allcargoterminals.com](mailto:investor.relations@allcargoterminals.com),

**Website:** [www.allcargoterminals.com](http://www.allcargoterminals.com)

### **NOTICE OF POSTAL BALLOT**

**NOTICE PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED, READ WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED.**

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of **Allcargo Terminals Limited ("the Company/ATL")** by means of the Postal Ballot, only by way of remote e-voting process ("**e-voting**"), pursuant to and in compliance with the provisions of sections 108 and 110 of the Companies Act, 2013 ("**the Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable provisions of the Act and the Rules, recent Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs and recent SEBI Circular No. : SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, issued by the Securities and Exchange Board of India (collectively '**SEBI Circulars**') and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively known as "**Circulars**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), to seek your consent for the resolutions as set out hereunder and proposed to be passed through postal ballot ("**Postal Ballot**") by way of e-voting process.

In compliance with the Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of sections 108 and 110 of the Act read with the Rules, the Circulars and SS-2, the Company is providing e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelopes are not being sent to the members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialized form as on **Friday, July 11, 2025 ("cut-off date")** and whose email addresses are registered with the Company/ Depositories/ Depositories participant.

The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act read with Rules framed thereunder, setting out all material facts concerning the resolutions mentioned in this Postal Ballot Notice ("**Notice**") is annexed hereto for your consideration. The Postal Ballot Notice is also available on the website of the Company at [Notice of Postal Ballot](#).

The Board of Directors, in its meeting held on **July 15, 2025**, has appointed **Mr. Vijay Yadav** holding certificate of Practice No. 16806, and in his absence **Mr. Shashank Ghaisas** holding certificate of Practice No. 16893, Partners of M/s. AVS & Associates, Practicing Company Secretaries (as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-voting facility to all its members. In accordance with the Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is providing a remote e-voting facility for all its members to vote electronically. Members are requested to read the instructions in the notes in this Postal Ballot Notice to cast their vote electronically not later than **5:00 p.m. IST on Thursday, August 14, 2025**, (the last day to cast vote electronically) to be eligible for being considered.

After the completion of scrutiny, the Scrutinizer will submit his report to Mr Kaiwan Kalyaniwalla, Chairman of the Company or Mr Suresh Kumar Ramiah, Managing Director or Mr Malav Talati, Company Secretary & Compliance Officer of the Company. The results of e-voting will be announced on or before **Monday, August 18, 2025**, and will be displayed on the Company’s website [www.allcargoterminals.com](http://www.allcargoterminals.com) and will also be communicated to BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”).

The schedule of remote e-voting is as under: -

<b>Commencement of e-voting</b>	<b>Conclusion of remote e-voting</b>
<b>Wednesday, July 16, 2025</b> at 9:00 a.m. (IST)	<b>Thursday, August 14, 2025</b> at 5:00 p.m. (IST)

The remote e-voting will be disabled by NSDL immediately thereafter.

**ITEM OF BUSINESSES REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT/E-VOTING:**

**SPECIAL BUSINESS:**

**ITEM NO. 1 – TO APPROVE ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to sections 5 and 14 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), read with the relevant rules made thereunder and on recommendation of the Board of Directors, the consent of the Members be and is hereby accorded to amend the Articles of Association of the Company as under:

*Existing **Clause 1 of Article II– Share Capital and Variation of Rights** shall be amended as follows:*

*i) The Company, as the case may be, may, in accordance with the Act and the rules or regulations prescribed by SEBI, issue further shares to:*

*a] Persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or*

*b] Employees under any scheme of employees’ stock option, subject to approval by the shareholders of the company by way of a special resolution; or*

*c] Any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above, subject to approval by the shareholders of the company by way of a special resolution.*

*ii) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.*

*iii) Subject to the provisions of the Act and other applicable provisions of law, the Company may with the approval of the shareholders by a special resolution in general meeting issue sweat equity shares in accordance*

*with such rules and guidelines issued by the Securities and Exchange Board of India and/or other competent authorities for the time being and further subject to such conditions as may be prescribed in that behalf.*

*Increase of Capital -The Company may, by Ordinary Resolution in General Meeting, increase the authorized share capital by the creation of new shares of such amount and to be divided into shares of such respective amounts, as the resolutions shall prescribe. Subject to the provisions of the Act and these Articles, the new shares shall be issued upon such terms and conditions and with such rights and privileges attached thereto, and in particular, with such preferential or qualified right to dividends and in the distribution of assets of the Company, as the resolution shall provide and if no direction is given by such resolution as may be determined by the Board.*

Insertion of **Clause 9 - Nomination by Securities Holders** as follows:

- a. *Every holder of Securities of the Company may; at any time, nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as his nominee in whom the Securities of the Company held by him shall vest in the event of his death.*
- b. *Where the Securities of the Company are held by more than one Person jointly, the joint holders may together nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as their nominee in whom all the rights in the Securities of the Company shall vest in the event of death of all the joint holders.*
- c. *Notwithstanding anything contained in any other Law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the Securities of the Company; where a nomination made in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, purports to confer on any Person the right to vest the Securities of the Company; the nominee shall, on the death of the holder of Securities of the Company or, as the case may be, on the death of the joint holders become entitled to all the rights in Securities of the holder or, as the case may be, of all the joint holders, in relation to such Securities of the Company to the exclusion of all other Persons, unless the nomination is varied or cancelled in the prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014.*
- d. *Where the nominee is a minor, the holder of the Securities concerned, can make the nomination to appoint in prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014, any Person to become entitled to the Securities of the Company in the event of his death, during the minority.*
- e. *The transmission of Securities of the Company by the holders of such Securities and transfer in case of nomination shall be subject to and in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.*

Insertion of **Clause 39 – Share Warrants**, as follows:

*The Company may issue share warrants in accordance with the provisions of the Companies Act, 2013 and applicable rules or regulations prescribed by SEBI or any other competent authority. Such share warrants shall entitle the holder to the shares specified therein and shall be issued, converted, transferred, exchanged, or surrendered under such terms, conditions, and procedures as may be determined by the Board of Directors from time to time or under the applicable laws, rules and regulations, provided that no share warrant shall be issued in respect of shares that are partly paid-up.*

Existing **Clause 64 – Board of Directors** shall be amended and renumbered as Clause 66:

- (i) *Subject to the provisions of Section 161, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.*
- (ii) *Such person shall hold office only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act.*

Insertion of **Clause 67 – Appointment of Alternate Director**, as follows:

*Subject to Section 161 of the Act, the Board shall be entitled to nominate an alternate director to act for a director of the Company during such director's absence for a period of not less than 3 (three) months from India. The Board may appoint such a person as an Alternate Director to act for a Director (hereinafter called "the Original Director") (subject to such person being acceptable to the Chairman) during the Original Director's absence. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of the office of the Original Director is determined before he so returns to India, any provisions in the Act or in these Articles for automatic re-appointment shall apply to the Original Director and not to the Alternate Director.*

Insertion of **Clause 68 – Appointment of Director in Casual Vacancy**, as follows:

*Subject to the applicable provisions of the Act and these Articles, the Board shall have the power at any time and from time to time to appoint any qualified Person to be a Director either as an addition to the Board or to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the maximum number fixed under Article 60.*

Insertion of **Clause 69 – Nominee Directors**, as follows:

*The Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any Law for the time being in force or of any agreement or by the Central Government or the State Government. The Board shall have no power to remove from the office of the Nominee Directors and not be liable to retirement by rotation. Subject as aforesaid, Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Directors of the Company.*

Deletion of **Article 1 Clause 1(b) and Clause 81 – Common Seal**, as reproduced below:

*1(b) "the seal" means the common seal of the company*

*81(i) The Board shall provide for the safe custody of the seal.*

*(ii) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board, and the seal shall be affixed in the presence of at least one Director or the Manager or the Secretary or such other person as the Board may appoint for the purpose, who shall sign every instrument to which the Seal is so affixed in his presence.*

Insertion of **Clause 93 – Borrowing Power**, as follows:

*(i) Subject to the provisions of the Act, and Rules made there under, the Board of Directors may, from time to time, raise or borrow any sums of money for and on behalf of the Company from other companies or banks or financial institutions or non-banking financial companies or such other person.*

*(ii) The Directors may, from time to time, secure the payment of such money in such manner and upon such terms and conditions in all respects as they deem fit and in particular by the issue of bonds or debentures or by pledge, mortgage, charge or any other security on all or any properties of the Company (both present and future) including its uncalled capital for the time being.*

Insertion of **Clause 94 – Secrecy**, as follows:

*No shareholder shall be entitled to visit or inspect the Company's work without permission of the Directors or to require discovery of any information respectively any details of Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the Company and which in the opinion of the Directors will be inexpedient in the interest of the Shareholders of the Company to communicate to the public.*

**RESOLVED FURTHER THAT** the Board of Directors or Key Managerial Personnel of the Company, be and is hereby severally 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.”

**ITEM NO. 2 - TO APPROVE INCREASE OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of sections 13, 61 and 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), on recommendation of the Board of Directors, the consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company as below :

- The Authorized Share Capital of the Company be and is hereby increased from ₹55,00,00,000 (Rupees Fifty Fives Crore only) comprising of 27,50,00,000 (Twenty-Seven Crores Fifty Lakhs) Equity Shares of ₹2/- each to ₹70,00,00,000 (Rupees Seventy Crores Only) comprising of 35,00,00,000 (Thirty-Five Crores) equity shares of ₹2/- each.

**RESOLVED FURTHER THAT** the Clause 5 of the Memorandum of Association of the Company shall be and is hereby amended by substituting with the following clause:

5. The Authorized Share Capital of the Company is ₹70,00,00,000 (Rupees Seventy Crores Only) divided into 35,00,00,000 (Thirty Five 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 or Key Managerial Personnel of the Company, be and is hereby *severally* 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.”

**ITEM NO. 3 - TO APPROVE THE ISSUE OF FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO THE PROMOTERS/PROMOTER GROUP OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of sections 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the applicable Rules thereunder, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI (LODR) Regulations”) and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (Takeover) Code”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and subject to such approvals, concerns, permissions and sanctions, as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited (“BSE”), National Stock Exchanges of India Limited (“NSE”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, and subject to the

approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (**hereinafter called 'the Board'**) (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the Consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot from time to time, in one or more tranches, up to 1,32,00,000 Fully Convertible Warrants (**"Warrants/Share Warrants"**) convertible into equivalent number of Equity Shares of the Company having face value of Rs. 2/- (Rupees Two Only) each for cash at an issue price of Rs. 29/- (Rupees Twenty Nine Only) per warrant, at premium of Rs. 27/- (Rupees Twenty Seven Only) per warrant aggregating amounting to Rs. 38,28,00,000/- (Rupees Thirty Eight Crores Twenty Eight Lakhs Only) to the below mentioned proposed allottee(s) (**"Proposed Allottees"**) belongs to Promoters and/or Promoter Group on the preferential and private placement basis in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with SEBI (ICDR) Regulations and other applicable laws:

No.	Name of the Proposed Allottees	Maximum No. of Warrants proposed to be allotted	Category
1.	Shashi Kiran Janardhan Shetty	1,16,44,921	Promoter
2.	Arathi Shetty	5,84,907	Promoter
3.	Adarsh Sudhakar Hegde	3,61,661	Promoter
4.	Priya Adarsh Hegde	15,276	Promoter Group
5.	The Shloka Shetty Trust (Shashi Kiran Shetty as Trustee)	5,93,235	Promoter Group
<b>Total</b>		<b>1,32,00,000</b>	

**RESOLVED FURTHER THAT** the '**Relevant Date**', as per the provisions of Chapter V of the SEBI (ICDR) Regulations, for the purpose of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allottees is **Tuesday, July 15, 2025** (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the last date of remote e-voting i.e. **Thursday, August 14, 2025**).

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the warrants on a preferential basis shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws:

- An amount equivalent to 25% of the warrant price shall be payable at the time of subscription & allotment of each warrant as prescribed by Regulation 169 of SEBI (ICDR) Regulations and the balance 75% of the warrant price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to the exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- Each Warrant held by the Proposed Allottees shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 2/- (Rupees Two Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the **"Warrant Exercise Period"**);
- The pre-preferential Equity shareholding of the Proposed Allottees along with warrants being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these warrants shall, in each case, be under lock-in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations;

- d. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of the special resolution by the members, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission, as the case may be;
- e. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws issued by SEBI or any other statutory authority as applicable from time to time;
- f. The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder;
- g. The right attached to warrants may be exercised by the warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI (ICDR) Regulations;
- h. The Equity Shares to be allotted on exercise of the warrants shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
- i. In the event the warrant holder does not exercise the warrants within 18 months from the date of allotment, the warrants shall lapse and the amount paid at the time of subscription of the warrants shall stand forfeited;
- j. The said Warrants by themselves until the exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;
- k. The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;
- l. The Equity Shares arising from the exercise of the Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- m. The consideration for the allotment of Warrants and/or the Equity Shares arising from the exercise of such Warrants shall be paid into the designated bank account of the Company from the bank account(s) of the Proposed Allottees.

**RESOLVED FURTHER THAT** any Director and / or Key Managerial Personnel of the Company, be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter **(In the format of 'Form PAS-4')** immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the recognized stock exchange(s) where the shares of the Company is listed i.e. BSE Limited **('BSE')** and National Stock Exchange of India Limited **("NSE")**.

**RESOLVED FURTHER THAT** subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned warrants and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** the any Director and / or Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the aforesaid issue including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and appointing attorney(ies) or authorized representative(s) under appropriate Letter(s) of Authority(ies), to appear before the office of the Ministry of Corporate Affairs/Registrar of Companies, Stock Exchanges where securities of the Company are listed and any other Regulatory or Statutory Authority(ies), as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate, corporate actions and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the any Director and / or Key Managerial Personnel of the Company be and is hereby authorised to delegate all or any of the powers conferred on it by or under these resolution to any Committee of Directors or to the Managing Director or any other Key Managerial Personnel(s) of the Company as it may consider appropriate to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to this resolution."

**By order of the Board of Directors  
For Allcargo Terminals Limited**

**Place: Mumbai  
Date: July 15, 2025**

**Sd/-  
Malav Talati  
Company Secretary & Compliance Officer  
(Membership Number: A59947)**

**Registered Office:**  
4<sup>th</sup> Floor, A-Wing, Allcargo House, CST Road,  
Kalina, Santacruz (E), Vidyanagari,  
Mumbai – 400098, Maharashtra  
**E-mail ID:** [investor.relations@allcargoterminals.com](mailto:investor.relations@allcargoterminals.com)  
**Website:** [www.allcargoterminals.com](http://www.allcargoterminals.com)  
**Tel:** +91 22 6679 8110  
**CIN:** L60300MH2019PLC320697

## NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**") and Secretarial Standard on General Meetings ("**SS-2**") setting-out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ("**Notice**").
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for conducting postal ballot, vide Circulars, this Notice is being sent only by e-mail to the members, whose e-mail ID is registered with the Company or with the National Securities Depository Limited ("**NSDL**")/ Central Depository Services (India) Limited ("**CDSL**") (hereinafter collectively referred to as "**Depositories**") and whose names appear in the Register of Members maintained by the Company/ list of Beneficial Owners as received from the Depositories as of **Friday, July 11, 2025 ('Cut-off Date')**.
3. It is clarified that all members of the Company as on the Cut-off Date (including those members who may not have received this Notice due to non-registration of their e-mail ID with the Company or the Depositories) shall be entitled to vote on the Resolution in accordance with the process specified in this Notice.
4. The members may note that this Notice will also be available on the Company's [www.allcargoterminals.com](http://www.allcargoterminals.com), at websites of the Stock Exchanges i.e. BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and NSDL at <http://www.evoting.nsdl.com> being the agency providing the remote e-voting facility.
5. The MCA has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their members in electronic mode. To support this green initiative and to receive communication from the Company in electronic mode, members who have not registered their e-mail ID are requested to contact, the Registrar and Share Transfer Agent of the Company ('RTA') and register their e-mail ID. Members holding equity shares in demat mode are requested to contact their respective Depository Participants ('DPs') for the same.
6. Members holding equity shares in demat mode are requested to provide their PAN, Bank details and intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone and mobile number, nomination, power of attorney, bank details (bank account number, bank and branch name and address, IFSC and MICR code) to their respective DPs. Changes intimated to the DPs will automatically be reflected in the Company's record which will help the Company/ RTA to provide efficient and better services.
7. Institutional members (i.e. other than Individuals, Hindu Undivided Family, Non-Resident Indians) are required to send a scanned copy (PDF/ JPG Format) of their board resolution/ authority letter/ power of attorney etc., authorizing their representative to participate through remote e-voting. The said resolution/ authority letter/ power of attorney etc. shall be sent to the Scrutinizer(s) by e-mail through their registered e-mail ID at [vijay.yadav@avsassociates.co.in](mailto:vijay.yadav@avsassociates.co.in) with a copy to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

8. Voting rights will be reckoned on the paid-up value of equity shares registered in the name(s) of the members as on the Cut-off Date. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners received from the Depositories as on the Cut-off Date will be entitled to cast their vote by remote e-voting. A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.
9. Remote e-voting will commence on **Wednesday, July 16, 2025 at 09:00 a.m. (IST)** and end on **Thursday, August 14, 2025 at 05:00 p.m. (IST)**. The 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.
10. The Board of Directors have appointed Mr. Vijay Yadav (Certificate of Practice No. 16806) and failing him Mr. Shashank Ghaisas (Certificate of Practice No. 16893), Partners of M/s. AVS & Associates, Practicing Company Secretaries Firm, as scrutinizer to scrutinize the e-voting process in a fair and transparent manner. He has given his consent for such appointment.
11. The Scrutinizer(s) shall submit their Report within two working days of the conclusion of the remote e-voting i.e. on or before **Monday, August 18, 2025**, to the Chairman/ Managing Director/ Company Secretary, who shall countersign and declare the result of the voting forthwith.
12. The result of the Postal Ballot along with the Scrutinizers' Report will also be placed on the Company's website at <https://www.allcargoterminals.com/investor-announcements/> and on the website of NSDL at <http://www.evoting.nsdl.com>. The Company shall simultaneously forward the result to NSE and BSE, where the equity shares of the Company are listed.
13. The resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. **Thursday, August 14, 2025** and shall be deemed to have been passed at a duly convened general meeting.
14. A Copy of the Memorandum and Articles of Association, Pricing Certificate and other necessary documents related to the resolutions proposed by the Company pursuant to Section 102 of the Companies Act, 2013 are open for inspection for the shareholders in electronic mode. Members will be able to inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this Notice till the period of the conclusion of the remote e-voting. Members seeking inspection of such documents can send an e-mail to [investor.relations@allcargoterminals.com](mailto:investor.relations@allcargoterminals.com).
15. Any query in relation to the Resolutions proposed to be passed by this Postal Ballot may be addressed to the Company Secretary & Compliance Officer at Email: [investor.relations@allcargoterminals.com](mailto:investor.relations@allcargoterminals.com) or for any query/grievance with respect to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or send a request to NSDL at email id: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting User ID and password will be sent to the registered e-mail address, upon request received from the Member.
16. SEBI vide its Master Circular dated May 07, 2024 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.

17. 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.
18. As per the provisions of Section 72 of the Act and 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 member(s).
  - Form SH -14:** For cancellation or variation to the existing nomination of the member(s).
19. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the listing regulations, the details pertaining to the postal ballot shall be published in one English national daily newspaper circulating throughout India (in English language) and one Marathi daily newspaper circulating in Mumbai (in vernacular language, i.e. Marathi).

## **INSTRUCTIONS FOR REMOTE E-VOTING**

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations read with Master Circular dated November 11, 2024 issued by SEBI on e-voting facility provided by Listed Entities and SS-2, members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL on the Resolution set forth in this Notice of Postal Ballot, through remote e-voting only.

### **Information relating to remote e-voting**

- Day, date and time of commencement of voting through electronic means Wednesday, July 16, 2025 at 09:00 a.m. (IST).
- Day, date and time of end of voting through electronic means beyond which voting will not be allowed: Thursday, August 14, 2025 at 05:00 p.m. (IST).

### **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 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:

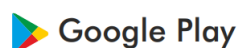
<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> .

holding securities in demat mode with NSDL.

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.

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.
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>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

**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.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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**B) Login Method 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [vijay.yadav@avsassociates.co.in](mailto:vijay.yadav@avsassociates.co.in) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms Veena Suvarna, Manager at [evoting@nsdl.com](mailto: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](mailto: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](mailto:investor.relations@allcargoterminals.com) ). If you are an Individual shareholders 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](mailto: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.

## **EXPLANATORY STATEMENT**

[Pursuant to Sections 102 of the Companies Act, 2013 and other applicable laws, setting out all material facts and reasons]

### **ITEM NO. 1:**

In order to facilitate administrative convenience, it is proposed to alter the existing Articles of Association of the Company, inculcating amendments and insertion of clauses for smooth functioning with regards to the evolving business aspects in the long run, in the interest of shareholders as well as the Company. Pursuant to Section 14 of the Companies Act, 2013, the said alteration can be given effect subject to the approval of the Shareholders by passing a Special Resolution. The rationale corresponding to each clause proposed to be inserted / amended are as below:

### **Insertion Clauses:**

1. Nomination by Securities Holders (Clause 9);

As per provisions of the Section 72 of the Companies Act, 2013, read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, it allows security holders to nominate a person to whom their securities will vest upon death. It provides a statutory basis for the Company to act on nominations without requiring probate or succession certificates. It enables to simplify the transmission of securities upon the death of a shareholder, reduces administrative delays and legal hurdles for the nominee and the Company. It further enables the company to update its register of members swiftly and accurately.

2. Share Warrants (Clause 39);

Pursuant to Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2015, the Company is eligible to raise capital via various methods such as issue of equity shares, warrants, debentures etc.

Considering, the Company is in process of issuing share warrants to raise capital to meet financial obligations of the Company, the relevant clause is proposed to be inserted.

3. Appointment of Alternate Director (Clause 67);

As per the Section 161(2) of the Companies Act, 2013, the Company can appoint an Alternate Director only if the Articles of Association authorize it or if a resolution is passed in a general meeting. Such appointment ensures that the Board remains fully functional even when a director is absent from India for more than three months. The Alternate Directors can participate in the Board meetings and contribute to key decisions, preventing delays due to quorum issues or absenteeism.

4. Appointment of Director in Casual Vacancy (Clause 68);

As per Section 161(4) of the Companies Act, 2013, in case the office of a Director is vacated before term of office expires in the normal course, the resulting casual vacancy may, in default of and subject to any regulations in the articles of the Company, be filled by the Board of Directors at a meeting of the Board. To consider operational convenience with regards to the decision making of the Company, the clause is proposed to be inserted.

5. Nominee Directors (Clause 69);

As per sections 149(7) and 161(3) of the Companies Act, 2013, the nominee directors in the Company may be appointed if Articles permits. Their presence can help monitor management decisions and reduce the risk of mismanagement or fraud in times of financial distress or restructuring. Nominee Directors can provide expert guidance and protect stakeholder interests.

6. Borrowing Power (Clause 93);

As per Section 179 of the Companies Act, 2013, provides for the approval of the Board for the borrowing on behalf of the Company. To look after operational convenience, the said clause is proposed to be inserted.

7. Secrecy (Clause 94)

The Shareholders being the ultimate owners of the Company have a right and authority to inspect books of accounts and request for financials following appropriate procedures. However, the Board of Directors are bound to certain amount of secrecy which shall be in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the Company and which in the opinion of the Directors will be inexpedient in the interest of the Shareholders of the Company to communicate to the public.

**Amended Clauses:**

1. Board of Directors (Clause 66);

The Clause proposed to be amended provides for the appointment of an Additional Director who shall persist to be a Director only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting.

2. Share Capital and Variation of Rights (Article II – Clause 1)

A detailed explanation is provided pertaining to the eligibility criteria of recipients in order to proceed with a smooth process to issue shares / options / sweat equity shares subject to applicable approvals vide Resolutions from the Board and shareholders of the Company and appropriate regulatory authorities and their rights to renounce in case of shares offered abiding by applicable provisions of the Companies Act, 2013 and relevant SEBI Regulations.

**Deletion Clause:**

Common Seal (subsisting Article 1 Clause 1(b) and Article 2 clause 81)

Due to non-mandatory provisions and to ensure administrative convenience for execution of documents on behalf of the Company it is proposed to alter the existing Articles of Association of the Company by deleting the relevant clauses in the Articles of Association of the Company pertaining to the common seal.

None of the Directors or Key Managerial Personnel of the Company or relatives of Directors and Key Managerial Personnel are in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the **Special Resolution** set out as **Item No. 01** in the Notice for the approval by the Members.

## **ITEM NO. 2:**

Considering the current position of the Company in the Logistics Sector and the business plans, aspects, endeavours, the Company may resort to raising finance through various modes and ways in order to operate the business of the Company on a larger scale or to repay certain existing commitments of the Company in the near future. Hence, it is proposed to increase the Authorized Share Capital of the Company.

The present Authorized Share Capital of the Company as on even date stands at ₹55,00,00,000 (Rupees Fifty-Five Crores only) divided into 27,50,00,000 (Twenty-Seven Crores Fifty Lakhs) Equity Shares of ₹2/- (Rupees Two only) each. The Board of Directors at its meeting held on July 15, 2025, approved the increase of authorized share capital of the Company. Thus, an increase in Authorized Share Capital would necessitate alteration in the capital clause of the Memorandum of Association by increasing the number of equity shares of the Company, subject to the approval of the members of the Company by way of passing Ordinary Resolution to that effect.

Accordingly, the Board of Directors recommended to increase the Authorized Share Capital of the Company from existing ₹55,00,00,000 (Rupees Fifty Five Crores only) divided into 27,50,00,000 (Twenty Seven Crores Fifty Lakhs) equity shares of ₹2/- (Rupees Two) each, to ₹70,00,00,000 (Rupees Seventy Crores Only) comprising of 35,00,00,000 (Thirty Five Crores) equity shares of ₹2/- each, subject to approval of the statutory/regulatory approvals, as may be required from time to time.

Following is the Pre and Post Authorized Share Capital of the Company:

<b>Authorized Share Capital</b>					
<b>Pre Equity share Capital</b>			<b>Post Equity Share Capital</b>		
<b>No. of equity shares</b>	<b>Face Value (₹)</b>	<b>Total share capital (₹)</b>	<b>No. of equity shares</b>	<b>Face Value (₹)</b>	<b>Total share capital (₹)</b>
<b>27,50,00,000</b>	<b>2</b>	<b>55,00,00,000</b>	<b>35,00,00,000</b>	<b>2</b>	<b>70,00,00,000</b>

None of the Directors or Key Managerial Personnel of the Company or relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the **Ordinary Resolution** set out as **Item No. 02** in the Notice for the approval by the Members.

## **ITEM NO. 3:**

The Board of Directors of the Company has proposed the issuance of share warrants on a preferential basis to the Promoters and/or Promoter Group of the Company in accordance with applicable laws and regulations, with the strategic intent to strengthen the Company's financial position and support its long-term business objectives.

The primary objective of this preferential issue is to infuse additional equity-linked capital into the Company, thereby enhancing its overall financial flexibility. Over the next 12-24 months, the Company has planned significant investments to expand its container storage and handling capacities. This includes the development of new Container Freight Station (CFS), Inland Container Depot (ICD) facilities and upgradation of existing facilities. These projects are vital to enhancing ATL's competitive positioning and ensuring long-term sustainable growth.

To support this vision and minimize reliance on external debt, the promoters have expressed their intent to invest additional capital into the Company through a preferential issue. This reflects the promoters strong confidence in ATL's future plans and their commitment to the Company's sustained growth.

Accordingly, the Company proposes to raise the funds by way of issuance of the fully convertible warrants on a Preferential basis to the Promoters and/or Promoter Group of the Company, and such issue will be in

accordance with Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**'SEBI (ICDR) Regulations'**) and applicable sections and rules of Companies Act, 2013 (**'the Act'**).

The Board of Directors of the Company in their meeting held on **July 15, 2025**, subject to the approval of members, has considered and approved, the proposal of issuance of warrants, in one or more tranches, up to 1,32,00,000 fully convertible warrants (**"Warrants/Share Warrants"**) convertible into equivalent number of Equity Shares of the Company having face value of Rs. 2/- (Rupees Two Only) each for cash at an issue price of Rs. 29/- (Rupees Twenty Nine Only) per warrant, at a premium of Rs. 27/- (Rupees Twenty Seven Only) per warrant aggregating to Rs. 38,28,00,000/- (Rupees Thirty Eight Crores Twenty Eight Lakhs Only) to the proposed allottees as mentioned in the resolution of Item no. 3 of this notice.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of SEBI (ICDR) Regulations.

There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of the aforesaid Warrants convertible into Equity Shares, the shareholding of the Promoters and Promoter Group may increase/decrease as per details given in this statement.

**Disclosure as required under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations") are as follows:**

**1. The purpose/object(s) of the Preferential Issue:** The Object of the Issue is as follows:

No.	Objects	Estimated amount to be utilized for each of the Objects (Amount in Rs.)		Percentage of the Proceeds being utilized	Tentative timeline for utilization of issue proceeds from the date of receipt of funds
		In Figure	In words (Rs.)		
1.	Expansion of container storage and handling capacity by developing new Container Freight Stations, Inland Container Depots together with upgradation of existing facilities	29,08,00,000	Twenty Nine Crores Eight Lakhs Only	75.97%	As estimated by management, the entire proceeds received from the issue would be utilized within 24 months from the date of receipt of funds.
2.	General Corporate Purpose	9,20,00,000	Nine Crores Twenty Lakhs Only	24.03%	
<b>Total</b>		<b>38,28,00,000</b>	<b>Thirty Eight Crores Twenty Eight Lakhs Only</b>	<b>100%</b>	

Any amount in excess of the unutilized portion of the receipts allocated under the head of general corporate purposes shall be utilized by the Company for the expansion of container storage and handling capacity by developing new Container Freight Stations, Inland Container Depots together with upgradation of existing facilities.

Pending such utilization, the Net Proceeds shall be maintained in the Company's bank account and/or deposited with scheduled commercial banks, co-operative banks, nationalized banks, central banks, or other permitted institutions in the form of deposits, or invested in money market instruments, including mutual funds or government securities, or any other investment avenues as permitted under applicable laws.

**2. The total/maximum number of securities to be issued/ particulars of the offer/kinds of securities offered and the price at which security is being offered, number of securities to be issued and pricing along with date of passing the Board Resolution:**

The resolution set out in the accompanying notice authorizes the Board to create, offer, issue and allot from time to time, in one or more tranches up to 1,32,00,000 Fully Convertible Warrants ("**Warrants/Share Warrants**") convertible into equivalent number of Equity Shares of the Company having face value of Rs. 2/- (Rupees Two Only) each for cash at an issue price of Rs. 29/- (Rupees Twenty Nine Only) per warrant, at a premium of Rs. 27/- (Rupees Twenty Seven Only) per warrant aggregating to Rs. 38,28,00,000/- (Rupees Thirty Eight Crores Twenty Eight Lakhs Only) on the preferential basis to the Promoters and/or Promoter Group, subject to necessary approvals and the resolution for the same has been passed by the Board of Directors in their meeting held on **Tuesday, July 15, 2025**.

**3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:**

The Equity Shares of the Company are listed on Stock Exchanges viz, BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange having higher trading volumes has been considered in accordance with the SEBI (ICDR) Regulations for the determination of the issue price.

As per the provisions of the SEBI (ICDR) Regulations, the minimum price for the issue of share warrant is calculated at Rs. 28.75/- (Rupees Twenty Eight and Seventy Five Paise Only) per warrant, considering the following:

- a) Rs. 26.47/- per Share being the 90 Trading days volume weighted average price of the Company's shares quoted on the Stock Exchange (NSE, being the Stock Exchange with higher trading volumes) preceding the Relevant Date; or
- b) Rs. 28.75/- Per Share being the 10 Trading days volume weighted average prices of the Company's shares quoted on the Stock Exchange (NSE, being the Stock Exchange with higher trading volumes) preceding the Relevant Date.

The relevant date in accordance with the provision of Chapter V of SEBI (ICDR) Regulations for the purpose of determination of the issue price of warrants to be issued on a Preferential basis to Promoters and/or Promoter Group of the Company be and is hereby fixed as **Tuesday, July 15, 2025** being the date 30 days prior to the date of passing Special Resolution by way of postal ballot.

Furthermore, the share warrants are hereby issued at an issue price of Rs. 29/- (Rupees Twenty Nine Only) per warrant at premium of Rs. 27/- (Rupees Twenty Seven Only) per warrant, which is not less than the minimum price as mentioned above and the issue price has been determined by the management which is duly approved by the Board of Directors of the Company.

**4. Name and Address of Valuer who performed Valuation:** Not applicable.

**5. Amount which the Company intends to raise by way of issue of Warrants:** Up to Rs. 38,28,00,000/- (Rupees Thirty Eight Crores Twenty Eight Lakhs Only)

6. **Material terms of issue of Warrants:** The issue of Warrants shall be subject to the following terms and conditions:
- a. An amount equivalent to 25% of the warrant price shall be payable at the time of subscription & allotment of each warrant as prescribed by Regulation 169 of SEBI (ICDR) Regulations and the balance 75% of the warrant price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to the exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
  - b. Each Warrant held by the Proposed Allottees shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 2/- (Rupees Two Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the “**Warrant Exercise Period**”);
  - c. The pre-preferential Equity shareholding of the Proposed Allottees along with warrants being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these warrants shall, in each case, be under lock-in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations;
  - d. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of the special resolution by the members, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission, as the case may be;
  - e. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws issued by SEBI or any other statutory authority as applicable from time to time;
  - f. The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder;
  - g. The right attached to warrants may be exercised by the warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI (ICDR) Regulations;
  - h. The Equity Shares to be allotted on exercise of the warrants shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
  - i. In the event the warrant holder does not exercise the warrants within 18 months from the date of allotment, the warrants shall lapse and the amount paid at the time of subscription of the warrants shall stand forfeited;
  - j. The said Warrants by themselves until the exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;

- k. The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;
- l. The Equity Shares arising from the exercise of the Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- m. The consideration for the allotment of Warrants and/or the Equity Shares arising from the exercise of such Warrants shall be paid into the designated bank account of the Company from the bank account(s) of the Proposed Allottees.
- 7. Principal terms of Assets charged as securities:** Not Applicable.
- 8. Intention/ Contribution of Promoters/ Promoter Group/ Directors/ Key Managerial Personnel/ Senior Management Personnel to subscribe to the offer:** Except the Proposed Allottees who are part of Promoters and Promoter Group mentioned in point no. 19, no other existing Directors, Key Managerial Personnel or Senior Management Personnel or Promoters and Promoter Group intends to subscribe to the proposed issue of warrants or furtherance of objects.
- 9. The shareholding pattern of the Company before the proposed issue and after the proposed issue is as follows:** Please refer to “Annexure – A” to this Notice for details.
- 10. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:** The allotment of Warrants issued on a Preferential Basis shall be completed within a period of 15 days from the date of passing of the special resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s). Further, upon exercise of the option by the allottee to convert the warrants, the Company will ensure that the allotment of equity shares pursuant to the exercise of warrants should be completed within 15 days from the date of such exercise by the allottee.
- 11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** During the current year i.e. commencing from April 01, 2025 till date, a preferential allotment of 63,64,800 Equity Shares has been made to Mr. Ashish Chandna, Chief Executive Officer of the Company for consideration other than cash, through Share Swap. The shareholders’ approval for the same was received on February 16, 2025, through Postal Ballot.
- 12. Valuation for consideration other than cash:** Not Applicable.
- 13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:** Not applicable.
- 14. Lock-in:** Warrants allotted pursuant to this resolution and/or the resultant Equity Shares to be issued and allotted upon exercise of right attached to the warrants as above along with the pre-preferential allotment shareholding of the proposed allottees shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.

**15. Listing:** The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued after receipt of the request for conversion of warrants. Such Equity Shares, once allotted, shall rank *pari passu* with the existing equity shares of the Company in all respects, including dividends.

**16. Certificate:** As required in Regulation 163(2) of SEBI (ICDR) Regulations, a Certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, available for inspection by the members on the website of the Company by clicking on link <https://www.allcargoterminals.com/investor-preferential-issue/>.

**17. Undertakings:** The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) regulations, the above Securities shall be continued to be locked in till the time such amount is paid by the allottees;
- iii. All the equity shares held by the proposed allottees in the Company are in dematerialized form only.

**18. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:**

It is hereby confirmed that, neither the Company nor its Promoters or directors are a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with Schedule VI of SEBI (ICDR) Regulations. Further, none of its directors or promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

**19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoters or non-promoter:**

No	Name of the proposed Allottees	Current Status (Pre Issue Category/ Class)	Name of the Natural Persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of Equity Shares to be issued (Upon Conversion)	*Post Issue/Allotment of Equity Shares		Proposed Status (Post Issue Category/ Class)
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1.	Shashi Kiran Janardhan Shetty	Promoter	NA	14,63,58,071	58.06	1,16,44,921	15,80,02,992	59.57	Promoter
2.	Arathi Shetty	Promoter	NA	73,51,353	2.92	5,84,907	79,36,260	2.99	Promoter
3.	Adarsh Sudhakar Hegde	Promoter	NA	45,45,500	1.80	3,61,661	49,07,161	1.85	Promoter
4.	Priya Adarsh Hegde	Promoter Group	NA	1,92,000	0.08	15,276	2,07,276	0.08	Promoter Group

5.	The Shloka Shetty Trust (Shashi Kiran Shetty as Trustee)	Promoter Group	Shashi Kiran Janardhan Shetty	74,56,015	2.96	5,93,235	80,49,250	3.03	Promoter Group
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*\*Post issue % holding is calculated on post issued capital of the Company i.e. after allotment of 1,32,00,000 Equity Shares pursuant to conversion of Fully Convertible Warrants.*

**20. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:** There shall be no change in management or control of the Company pursuant to the issue of warrants and its conversion into equity shares.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the members for the issue and allotment of the said Convertible Warrants to the above-mentioned allottee(s) is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares upon the conversion of the warrants would be within the potentially increased Authorized Share Capital of the Company.

Except Mr. Vaishnavkiran Shetty, none of the Directors and/or Key Managerial Personnel or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution mentioned in Item No. 3 of the Notice.

The Board recommends the resolution as set out in **Item No. 3** of this notice for the approval by the shareholders of the Company by way of **Special Resolution**.

**By order of the Board of Directors  
For Allcargo Terminals Limited**

**Place: Mumbai  
Date: July 15, 2025**

**Sd/-  
Malav Talati  
Company Secretary & Compliance Officer  
(Membership Number: A59947)**

**Registered Office:**  
4<sup>th</sup> Floor, A-Wing, Allcargo House, CST Road,  
Kalina, Santacruz (E), Vidyanagari,  
Mumbai – 400098, Maharashtra  
**E-mail ID:** [investor.relations@allcargoterminals.com](mailto:investor.relations@allcargoterminals.com)  
**Website:** [www.allcargoterminals.com](http://www.allcargoterminals.com)  
**Tel:** +91 22 6679 8110  
**CIN:** L60300MH2019PLC320697

## Shareholding pattern of the Company before the proposed issue and after the proposed issue of Share Warrants

No	Category	Pre-issue shareholding		Post-Issue shareholding	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares	% of Shareholding
<b>A</b>	<b>Promoter and Promoter Group Holding:</b>				
<b>1.</b>	<b>Indian</b>				
	<b>Individual &amp; HUF</b>	15,84,46,924	62.86	17,10,53,689	64.49
	<b>Bodies Corporate/Trust</b>	74,56,015	2.96	80,49,250	3.03
	<b>Sub-Total</b>	<b>16,59,02,939</b>	<b>65.82</b>	<b>17,91,02,939</b>	<b>67.52</b>
<b>2.</b>	<b>Foreign/NRI Promoters</b>	-	-	-	-
	<b>Sub-Total (A)</b>	<b>16,59,02,939</b>	<b>65.82</b>	<b>17,91,02,939</b>	<b>67.52</b>
<b>B</b>	<b>Non-Promoters Holding:</b>				
<b>1.</b>	<b>Institutional Investors</b>	1,35,94,479	5.39	1,35,94,479	5.12
<b>2.</b>	<b>Central Government/President of India</b>	450	0.00	450	0.00
<b>3.</b>	<b>Non-Institution Investors</b>				
<b>a</b>	<b>Investor Education and Protection Fund (IEPF)</b>	4,643	0.00	4,643	0.00
<b>b</b>	<b>Directors and their relatives (excluding independent directors and nominee directors)</b>	1,55,600	0.06	1,55,600	0.06
<b>c</b>	<b>Key Managerial Personnel</b>	68,13,114	2.70	68,13,114	2.57
<b>d</b>	<b>Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)</b>	1,15,530	0.05	1,15,530	0.04
<b>e</b>	<b>Resident Individuals' holding nominal share capital up to Rs. 2 lakhs</b>	4,57,73,630	18.16	4,57,73,630	17.26
<b>f</b>	<b>Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs</b>	1,03,98,872	4.13	1,03,98,872	3.92
<b>g</b>	<b>Non-Resident Indians</b>	25,08,921	1.00	25,08,921	0.95
<b>h</b>	<b>Bodies Corporate</b>	40,83,697	1.62	40,83,697	1.54
<b>3.</b>	<b>Others:</b>				
<b>a</b>	<b>Clearing Members</b>	2,888	0.00	2,888	0.00
<b>b</b>	<b>HUF</b>	25,40,199	1.01	25,40,199	0.96
<b>c</b>	<b>LLP</b>	1,41,598	0.06	1,41,598	0.05
<b>d</b>	<b>Unclaimed or Suspense or Escrow Account</b>	21,162	0.01	21,162	0.01
<b>e</b>	<b>Trusts</b>	2,602	0.00	2,602	0.00
	<b>Sub-Total (B)</b>	<b>8,61,57,385</b>	<b>34.18</b>	<b>8,61,57,385</b>	<b>32.48</b>
<b>C</b>	<b>Non-Promoter - Non-Public:</b>				
<b>C1</b>	<b>Shares underlying DRs</b>	-	-	-	-
<b>C2</b>	<b>Shares held by Employee Trust</b>	-	-	-	-
	<b>Sub-Total (C)</b>	-	-	-	-
	<b>GRAND TOTAL (A+B+C)</b>	<b>25,20,60,324</b>	<b>100</b>	<b>26,52,60,324</b>	<b>100</b>

**Notes:**

- The shareholding shown in the post-issue shareholding is calculated assuming the full conversion of share warrants into equity shares.
- In the event, the right for allotment of share against all or any of the warrant(s) is not exercised, the Shareholding Pattern shall change correspondingly.
- Pre shareholding is considered as on June 30, 2025

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