



Ingenuity In Motion

February 28, 2024

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

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

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

- (i) pursuant to the authorisation granted by the Board of Directors of the Company *via* Board resolution dated February 12, 2024, the Company has entered into the Securities Subscription and Purchase Agreement (“**SSPA**”) with Transindia Real Estate Limited (“**TREL**”), Allcargo Logistics & Industrial Park Private Limited (“**ALIPPL**”), Venkatapura Logistics and Industrial Parks Private Limited (“**Venkatapura**”), Kalina Warehousing Private Limited (“**Kalina**”), Panvel Warehousing Private Limited (“**Panvel**”), Allcargo Logistics Limited, Horizon Industrial Parks Private Limited (“**HIPPL**”) and BRE Asia Urban Holdings Ltd (“**Investor**”). Further TREL has agreed to sell: (A) (i) 180,000 (One hundred eighty thousand) equity shares (representing 10% of the equity share capital) of ALIPPL, (ii) 20,000 (Twenty thousand) equity shares (representing 10% of the equity share capital) of Venkatapura, and (iii) 10,000 (Ten thousand) equity shares (representing 10% of the equity share capital) of Kalina; in each case to the Investor; and (B) 10,000 (Ten thousand) equity shares (representing 10% of the equity share capital) of Panvel, to HIPPL (collectively, “**Transaction**”) on February 28, 2024;
- (ii) upon conclusion of the Transaction, TREL will cease to hold any equity shares in above mentioned companies; and
- (iii) As per SSPA, TREL and the Company shall be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the SPA that is expressed to be made, undertaken, performed or given by TREL.
- (iv) the Investor and HIPPL are not related to the Company.

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

ALLCARGO LOGISTICS LIMITED

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

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e-mail id: investor.relations@allcargologistics.com



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

Kindly take the same on record.

Thanking you,

Yours faithfully

For Allcargo Logistics Limited

DEVANAND
PARSHOTTAM
MOJIDRA

Digitally signed by DEVANAND
PARSHOTTAM MOJIDRA
Date: 2024.02.28 22:53:45
+05'30'

Devanand Mojidra

Company Secretary & Compliance Officer

Membership No.: A14644

Encl.: a/a

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Annexure A

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

S.No.	Particulars	Details
1.	Name of Party with whom the agreement is entered;	BRE Asia Urban Holdings Limited (" Investor "), Allcargo Logistics & Industrial Park Private Limited (" ALIPPL "), Venkatapura Logistics and Industrial Parks Private Limited (" Venkatapura "), Kalina Warehousing Private Limited (" Kalina "), Panvel Warehousing Private Limited (" Panvel "), TREL and Horizon Industrial Parks Private Limited (" HIPPL ")
2.	Purpose of entering into the agreement;	<p>Pursuant to the Scheme of Arrangement and Demerger executed by and amongst Allcargo Logistics Limited (the "Company"), Allcargo Terminals Limited and TREL, as sanctioned by the National Company Law Tribunal on January 5, 2023, all equity shares and optionally convertible debentures held in the undertakings by Allcargo were transferred to Transindia Real Estate Limited ("TREL").</p> <p>The Board of Directors of the Company had approved the execution, delivery and performance of a Securities Subscription and Purchase Agreement ("SSPA") with Allcargo Logistics & Industrial Park Private Limited ("ALIPPL"), Venkatapura Logistics and Industrial Parks Private Limited ("Venkatapura"), Kalina Warehousing Private Limited ("Kalina"), Panvel Warehousing Private Limited ("Panvel") (collectively, "Project Companies"), TREL, Horizon Industrial Parks Private Limited ("HIPPL") and BRE Asia Urban Holdings Ltd ("Investor"), via board resolution dated February 12, 2024. Accordingly the TREL has agreed to sell: (A) (i) 180,000 (One hundred eighty thousand) equity shares (representing 10% (Ten per cent) of the equity share capital) of ALIPPL, (ii) 20,000 (Twenty thousand) equity shares (representing 10% (Ten per cent) of the equity share capital) of Venkatapura, and (iii) 10,000 (Ten thousand) equity shares (representing 10% (Ten per cent) of the equity share capital) of Kalina, each to the Investor; and (B) 10,000 (Ten thousand) equity shares (representing 10% (Ten per cent) of the equity share capital) of Panvel, to HIPPL (collectively, "Transaction").</p> <p>Now, the SSPA has been entered into for the sale / transfer / disposal of 10% equity shareholding held by TREL in each of ALIPPL, Venkatapura, Kalina to the Investor and Panvel to HIPPL (as mentioned above).</p>
3.	Shareholding, if any, in the entity with whom the agreement is executed;	NIL

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4.	Significant terms of the Agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc;	The SSPA has been executed by and amongst BRE Asia Urban Holdings Ltd, Allcargo Logistics Limited, Transindia Real Estate Limited, Allcargo Logistics & Industrial Park Private Limited (“ ALIPPL ”), Venkatapura Logistics and Industrial Parks Private Limited (“ Venkatapura ”), Panvel Warehousing Private Limited (“ Panvel ”), Horizon Industrial Parks Private Limited and Kalina Warehousing Private Limited (“ Kalina ”) on February 28, 2024. Accordingly TREL has agreed to divest: (A) (i) 180,000 (One hundred eighty thousand) equity shares of ALIPPL for INR 40,692,720 (Indian Rupees Forty million six hundred ninety two thousand seven hundred twenty), (ii) 20,000 (Twenty thousand) equity shares of Venkatapura for INR 4,284,600 (India Rupees Four million two hundred eighty four thousand six hundred), and (iii) 10,000 (Ten thousand) equity shares of Kalina for INR 100,000 (Indian Rupees One hundred thousand), equating to 10% equity shares held by Transindia Real Estate Limited in each the above entities to BRE Asia Urban Holdings Ltd; and (D) 10,000 (Ten thousand) equity shares of Panvel for INR 100,000 (Indian Rupees One hundred thousand), equating to 10% equity shares held by Transindia Real Estate Limited in the entity to Horizon Industrial Parks Private Limited, in accordance with the provisions of the Companies Act 2013. Upon conclusion of the transaction, TREL will cease to hold any equity shares in ALIPPL, Venkatapura, Panvel and Kalina.
5.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	Transindia Real Estate Limited is a Promoter Group entity. The Investor, Project Companies and HIPPL are not related to the Company or its promoters.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	Pursuant to the Scheme of Arrangement and Demerger (Scheme of Arrangement) executed by and amongst Allcargo, Allcargo Terminals Limited and TREL, as sanctioned by the National Company Law Tribunal on January 5, 2023, all equity shares and optionally convertible debentures held in ALIPPL, Venkatapura, Kalina, Panvel by the Company were transferred to TREL. Further, under the SSPA, the Company and TREL shall be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the SSPA that is expressed to be made, undertaken, performed or given by TREL. Further, this transaction is on an arm length basis.
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	No issuance of shares to/by the Company.

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8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;	Not Applicable
9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof	Not Applicable

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Annexure B

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

S.No.	Particulars	Details
1.	If the Listed Entity is party to agreement	Yes
	a. Name of Party	BRE Asia Urban Holdings Ltd (" Investor "), Allcargo Logistics & Industrial Park Private Limited (" ALIPPL "), Venkatapura Logistics and Industrial Parks Private Limited (" Venkatapura "), Kalina Warehousing Private Limited (" Kalina "), Panvel Warehousing Private Limited (" Panvel "), TREL and Horizon Industrial Parks Private Limited (" HIPPL ")
	b. Relationship with listed Entity	Transindia Real Estate Limited is the Promoter Group Entity. The Investor, Project Companies and HIPPL are not related to the Company or its promoters.
2.	Purpose of entering into an agreement;	<p>Pursuant to the Scheme of Arrangement and Demerger executed by and amongst Allcargo Logistics Limited (the "Company"), Allcargo Terminals Limited and TREL, as sanctioned by the National Company Law Tribunal on January 5, 2023, all equity shares and optionally convertible debentures held in the undertakings by Allcargo were transferred to Transindia Real Estate Limited ("TREL").</p> <p>The Board of Directors of the Company had approved the execution, delivery and performance of a Securities Subscription and Purchase Agreement ("SSPA") with Allcargo Logistics & Industrial Park Private Limited ("ALIPPL"), Venkatapura Logistics and Industrial Parks Private Limited ("Venkatapura"), Kalina Warehousing Private Limited ("Kalina"), Panvel Warehousing Private Limited ("Panvel") (collectively, "Project Companies"), TREL, Horizon Industrial Parks Private Limited ("HIPPL") and BRE Asia Urban Holdings Ltd ("Investor"), via board resolution dated February 12, 2024. Accordingly, the TREL has agreed to divest: (A) (i) 180,000 (One hundred eighty thousand) equity shares (representing 10% (Ten per cent) of the equity share capital) of ALIPPL, (ii) 20,000 (Twenty thousand) equity shares (representing 10% (Ten per cent) of the equity share capital) of Venkatapura, and (iii) 10,000 (Ten thousand) equity shares (representing 10% (Ten per cent) of the equity share capital) of Kalina, each to the Investor; and (B) 10,000 (Ten thousand) equity shares (representing 10% (Ten per cent) of the equity share capital) of Panvel, to HIPPL (collectively, "Transaction").</p>

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		Now, the SSPA has been entered into for the sale / transfer / disposal of 10% equity shareholding held by the TREL in each of ALIPPL, Venkatapura, Kalina to the Investor and Panvel to HIPPL (as mentioned above).
3.	Shareholding, if any, in the entity with whom the agreement is executed;	NIL
4.	Significant terms of the Agreement (in brief);	The SSPA has been executed by and amongst BRE Asia Urban Holdings Ltd, Allcargo Logistics Limited, Transindia Real Estate Limited, Allcargo Logistics & Industrial Park Private Limited (“ ALIPPL ”), Venkatapura Logistics and Industrial Parks Private Limited (“ Venkatapura ”), Panvel Warehousing Private Limited (“ Panvel ”), Horizon Industrial Parks Private Limited and Kalina Warehousing Private Limited (“ Kalina ”) on February 28, 2024. Accordingly, TREL has agreed to divest: (A) (i) 180,000 (One hundred eighty thousand) equity shares of ALIPPL for INR 40,692,720 (Indian Rupees Forty million six hundred ninety two thousand seven hundred twenty), (ii) 20,000 (Twenty thousand) equity shares of Venkatapura for INR 4,284,600 (India Rupees Four million two hundred eighty four thousand six hundred), and (iii) 10,000 (Ten thousand) equity shares of Kalina for INR 100,000 (Indian Rupees One hundred thousand), equating to 10% equity shares held by Transindia Real Estate Limited in each the above entities to BRE Asia Urban Holdings Ltd; and (D) 10,000 (Ten thousand) equity shares of Panvel for INR 100,000 (Indian Rupees One hundred thousand), equating to 10% equity shares held by Transindia Real Estate Limited in the entity to Horizon Industrial Parks Private Limited, in accordance with the provisions of the Companies Act 2013. Upon conclusion of the transaction, TREL will cease to hold any equity shares in ALIPPL, Venkatapura, Panvel and Kalina.
5.	Extent and the nature of impact on management or control of the listed entity;	No impact on management or control of the Company.
6.	Details and quantification of the restriction or liability imposed upon the listed entity;	The Company and TREL shall now be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the SSPA that is expressed to be made, undertaken, performed or given by TREL.
7.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	Transindia Real Estate Limited is a promoter group of Company. The Investor, Project Companies and HIPPL are not related to the Company or its promoters.
8.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	Pursuant to the Scheme of Arrangement and Demerger (Scheme of Arrangement) executed by and amongst Allcargo, Allcargo Terminals Limited and TREL, as sanctioned by the National

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		<p>Company Law Tribunal on January 05, 2023, all equity shares and optionally convertible debentures held in ALIPPL, Venkatapura, Kalina, Panvel by the Company were transferred to the TREL.</p> <p>Further, under the Securities Subscription and Purchase Agreement (as amended, modified and supplemented from time to time) ("SSPA"), the Company and TREL shall be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the SSPA that is expressed to be made, undertaken, performed or given by the Company. Further, this transaction is on an arm length basis.</p>
9.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	No issuance of shares to/by the Company
10.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;	Not Applicable
11.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof	Not Applicable

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