ALLCARGO LOGISTICS LIMITED

Registered Office: 6th Floor, Avvashya House, CST Road, Kalina, Santacruz (East), Mumbai - 400 098
Corporate Identity Number (CIN): L63010MH2004PLC073508; Tel. No.: +91 22 6679 8100; Fax: +91 22 6679 8195; Email: investor.relations@allcargologistics.com
Website: www.allcargologistics.com; Contact Person: Shruta Sanghavi, Company Secretary & Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF ALLCARGO LOGISTICS LIMITED FOR THE BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUYBACK OF SECURITIES) REGULATIONS, 1998, AS AMENDED ("BUYBACK REGULATIONS").

This Public Announcement ("Public Announcement") is being made in accordance with the provisions of Regulation 8(1) of the Buyback Regulations and contains the disclosures as specified in Part A of Schedule II to the Buyback Regulations.

OFFER FOR BUYBACK UP TO 64,00,000 (SIXTY FOUR LAKHS) FULLY PAID UP EQUITY SHARES OF THE COMPANY OF FACE VALUE OF ₹ 2/- (RUPEES TWO ONLY) EACH ("**EQUITY SHARES**") AT A PRICE OF ₹ 195/- (RUPEES ONE HUNDRED NINETY FIVE ONLY) PER EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER.

1. DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

1.1. The Board of Directors of Allcargo Logistics Limited (the "**Company**") (the Board of Directors of the Company herein after referred to as the "**Board**"), at it's meeting held on November 7, 2016 ("**Board Meeting**"), pursuant to the provisions of Article 22 of Articles of Association of the Company and Sections 68, 69 and 70 and all other applicable provisions of the Companies Act, 2013, as amended (the "**Act**") and applicable rules made thereunder and in compliance with the Buyback Regulations and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board or any person authorised by the Board, approved the Buyback not exceeding 64,00,000 (Sixty Four Lakhs) Equity Shares (representing upto about 2.54% of the total number of outstanding Equity Shares of the Company) at a price of ₹ 195/- per Equity Share (Rupees One Hundred Ninety Five only) (including premium of ₹ 193/- per Equity Share) ("**Buyback Price**"), payable in cash for an aggregate amount of up to ₹ 1,24,80,00,000/- (Rupees One Hundred Twenty Four Crores Eighty Lakhs only) ("**Buyback Size**") excluding costs such as brokerage, securities transaction tax, service tax, stamp duty, etc., ("**Transaction Cost**") which represents 9.17% of the fully paid-up equity share capital and free reserves (including securities premium account) as per latest audited balance sheet of the Company for the financial year ended March 31, 2016 on standalone basis, on a proportionate basis through the tender offer ("**Tender Offer**") as prescribed under the Buyback Regulations from all the equity shareholders/beneficial owners of the Company who holds Equity Shares as on the record date i.e. November 18, 2016 ("**Record Date**") ("**Eligible Sellers**") ("**Buyback or Buyback Offer**").

1.2. The Buyback Size does not include any other expenses incurred or to be incurred for the Buyback like filing fees payable to Securities and Exchange Board of India ("**SEBI**"), fees and charges payable to Stock Exchanges, Public Announcement publication expenses, printing and dispatch expenses and other incidental and related expenses.

1.3. The Equity Shares are listed on the National Stock Exchange of India Limited ("**NSE**") and the BSE Limited ("**BSE**") (hereinafter together referred to as the "**Stock Exchanges**").

1.4. The Equity Shares are proposed to be bought back through Tender Offer at a price of ₹ 195 per Equity Share. The Buyback Price represents a premium of 1.02% over the volume weighted average market price of the Equity Shares on the NSE (the Stock Exchange where the maximum volume of trading in the Equity Shares is recorded) for 3 (three) months preceding the date of the intimation of the Board Meeting i.e. October 29, 2016 which was ₹ 193.03 and 7.29 % over the volume weighted average market price of the Equity Shares on the NSE for 2 (two) weeks preceding the date of the intimation of the Board Meeting i.e. October 29, 2016 which was ₹ 181.75. The closing market price of the Equity Shares as on the date prior to the date of the intimation of the Board Meeting i.e. October 28, 2016 (date of intimation being a trading holiday), was ₹ 181.50 on BSE and ₹ 182.10 on NSE. The Buyback Price is 3.65 and 2.41 times of the book value per Equity Share of the Company as on March 31, 2016 which was ₹ 53.41 and ₹ 81.05 per Equity Share based on standalone financial statements and consolidated financial statements respectively. The earnings per Equity Share (basic) of the Company prior to the Buyback, for the financial year ended March 31, 2016 was ₹ 4.9 and ₹ 11.0 per Equity Share based on standalone financial statements and consolidated financial statements respectively. Assuming full acceptance under the Buyback, the earnings per Equity Share (basic) of the Company for the financial year ended March 31, 2016 will be ₹ 5.05 and ₹ 11.33 per Equity Share based on standalone financial statements and consolidated financial statements respectively post the Buyback. The return on net worth per Equity Share prior to the Buyback, for the financial year ended March 31, 2016 was 9.22% and 13.62% per Equity Share based on standalone financial statements and consolidated financial statements, respectively. Assuming full acceptance under the Buyback, the return on net worth per Equity Share for the financial year ended March 31, 2016 will be 10.16% and 14.50% per Equity Share based on standalone financial statements and consolidated financial statements respectively post the Buyback.

1.5. The Buyback of Equity Shares may be subject to taxation in India and/or in the Country of Residence of the Eligible Sellers. In due course, Eligible Sellers will receive a Letter of Offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, Eligible Sellers are required to consult their tax advisors for the applicable tax implications including the treatment that may be given by their respective tax officers in their case, and the appropriate course of action that they should take.

2. NECESSITY OF THE BUYBACK

2.1. The Buyback is being proposed by the Company to service the equity more efficiently. Additionally, the Company's management strives to increase equity shareholders value and the Buyback would result in amongst other things:

a) The Buyback may help in improving earnings per share, return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value

b) The Buyback gives an option to the equity shareholders, who can either (i) choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback; or (ii) choose to not participate and enjoy a resultant increase in their percentage shareholding, post the Buyback, without additional investment;

c) The Buyback, which is being implemented through the Tender Offer as prescribed under the Buyback Regulations, would involve allocation of higher of number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the Small Shareholders. The Company believes that this reservation for Small Shareholders would benefit a large number of public shareholders, who would get classified as Small Shareholder.

3. MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK

3.1. The aggregate fully paid-up equity share capital and free reserves (including securities premium account) as per latest audited balance sheet of the Company for the financial year ended March 31, 2016 on standalone basis is ₹ 1,36,087 lakhs. The funds deployed for Buyback shall not exceed 10% of fully paid-up equity share capital and free reserves (including securities premium account) of the Company under the Board approval route, as provided under the proviso to Section 68(2)(b) of the Act. Accordingly, the maximum amount that can be utilised in the present Buyback is ₹ 13,608.70 lakhs. The Company has proposed to utilise an aggregate amount of up to ₹ 12,480 lakhs for the Buyback which is within the maximum amount as aforesaid and which represents 9.17% of fully paid-up equity share capital and free reserves (including securities premium account) of the Company.

4. MAXIMUM PRICE FOR BUYBACK OF THE EQUITY SHARES & BASIS OF ARRIVING AT THE BUYBACK PRICE

4.1. The Buyback Price of ₹ 195/- (Rupees One Hundred Ninety Five only) per Equity Share has been arrived at after considering various factors including, but not limited to, the volume weighted average market price of the Equity Shares on the NSE (the Stock Exchange where the maximum volume of trading in the Equity Shares is recorded) during 3 (three) months and 2 (two) weeks preceding the date of the intimation of the Board Meeting i.e. October 29, 2016, the closing market price on the date prior to the date of the intimation of the Board Meeting i.e. October 28, 2016 (date of intimation being a trading holiday) and the impact on the net worth of the Company and possible impact of Buyback on earnings and return on net worth per Equity Share.

5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

5.1. The Company proposes to Buyback up to 64,00,000 (Sixty Four Lakhs) Equity Shares representing up to 2.54% of the total number of outstanding Equity Shares of the Company.

6. METHODOLOGY FOR BUYBACK

6.1. As required under the Buyback Regulations, Equity Shares to be bought back under Tender Offer are divided into two categories: (i) reserved category for Small Shareholders (as defined hereinafter); and (ii) general category for all other shareholders.

6.2. The Buyback will be undertaken on a proportionate basis from the Eligible Sellers through the tender offer process prescribed under Regulation 4(1)(a) of the Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Sellers and settlement of the same through the stock exchange mechanism as specified by SEBI in the circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 in terms of Regulation 9(3A) of the Buyback Regulations. The Buyback is subject to other approvals, permissions and exemptions as may be required from time to time from any statutory and/or regulatory authority including SEBI and the Stock Exchanges.

7. DETAILS OF SHAREHOLDING OF PROMOTER

7.1. The shareholding of the promoter and promoter group ("**Promoters**") as on the date of the Board Meeting i.e. November 7, 2016 is given below:

Sr. No.	Promoters	Number of Equity Shares Held	Percentage (%)
1	Shashi Kiran Shetty (Jointly with Arathi Shetty)	15,50,93,528	61.52
2	Shashi Kiran Shetty (A Trustee of Shloka Shetty Trust)	76,26,250	3.03
3	Arathi Shetty (Jointly with Shashi Kiran Shetty)	75,19,440	2.98
4	Adarsh Sudhakar Hegde (Jointly with Priya Hegde)	34,40,000	1.36
5	Umesh Kumar Shetty (Jointly with Hita Shetty)	23,16,924	0.92
6	Subhashini J Shetty (Jointly with Jagadeesha Shetty)	21,750	0.01
7	Shobha Shetty (Jointly with Prabhakar Shetty)	21,750	0.01
8	Asha Suresh Shetty (Jointly with Suresh Shetty)	21,748	0.01
9	Usha Satish Shetty (Jointly with Satish Chandra Shetty)	7,250	Negligible
	Total	**17,60,68,640**	**69.84**

7.2. The aggregate number of Equity Shares purchased or sold by persons mentioned in Clause 7.1 above during a period of six months preceding the date of the Board Meeting, is as follows:

Name of Shareholder	Aggregate No. of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
Umesh Kumar Shetty (Jointly with Hita Shetty)	2,00,000	Sell	191.70	September 28, 2016	191.70	September 28, 2016

Except as disclosed above, the Promoters have not purchased or sold any Equity Shares of the Company and there has been no change in their shareholdings for last six months prior to the date of the Board Meeting.

7.3. The Company does not have any Promoters which are companies.

7.4. **INTENTION OF THE PROMOTERS OF THE COMPANY TO TENDER EQUITY SHARES FOR BUYBACK INDICATING THE NUMBER OF EQUITY SHARES, DETAILS OF ACQUISITION WITH DATES AND PRICE**

7.4.1. In terms of the Buyback Regulations, under the tender offer, the Promoters have the option to participate in the Buyback. In this regard, some of the Promoters vide their letters dated November 7, 2016 have expressed their intention to tender Equity Shares in the Buyback.

7.4.2. Promoters hereby intend to offer at least such number of shares which is equal to their pro rata entitlement, as on the Record Date, out of 64,00,000 Equity Shares being the total number of Equity Shares to be bought back in the Buyback. Maximum number of Equity Shares to be tendered by the Promoters are as under:

Sr. No.	Name of the Promoters	Maximum Number of Equity Shares which may be tendered
1.	Shashi Kiran Shetty (Jointly with Arathi Shetty)	40,00,000
2.	Arathi Shetty (Jointly with Shashi Kiran Shetty)	2,00,000
3.	Umesh Kumar Shetty (Jointly with Hita Shetty)	60,000
4.	Adarsh Sudhakar Hegde (Jointly with Priya Hegde)	1,00,000
5.	Shashi Kiran Shetty (A Trustee of Shloka Shetty Trust)	2,00,000
	Total	**45,60,000**

7.4.3. Details of the date and price of the Equity Shares allotted/acquired/credited/transferred/transmitted to the Promoters, which are intended to be tendered, are set-out as below:

Date	Nature of Transaction	Number of Equity Shares	Face Value (₹)	Issue/ Acquisition Price (₹)	Consideration (₹)
Shashi Kiran Shetty (Jointly with Arathi Shetty)					
March 18, 2005	Bonus	8,00,000	10[1]	Nil	Nil
November 9, 2009	Split	32,00,000	2	Nil	Nil
Total		**40,00,000**			
Arathi Shetty (Jointly with Shashi Kiran Shetty)					
March 18, 2005	Bonus	40,000	10[1]	Nil	Nil
November 9, 2009	Split	1,60,000	2	Nil	Nil
Total		**2,00,000**			
Umesh Kumar Shetty (Jointly with Hita Shetty)					
October 28, 2005	Bonus	12,000	10[1]	Nil	Nil
November 9, 2009	Split	48,000	2	Nil	Nil
Total		**60,000**			
Adarsh Sudhakar Hegde (Jointly with Priya Hegde)					
June 30, 2005	Allotment against cash	20,000	10[1]	10	2,00,000
November 9, 2009	Split	80,000	2	Nil	Nil
Total		**1,00,000**			
Shashi Kiran Shetty (A Trustee of Shloka Shetty Trust)					
March 2, 2006	Gift from Shashi Kiran Shetty (Jointly with Arathi Shetty)	40,000	10[1]	Nil	Nil
November 9, 2009	Split	1,60,000	2	Nil	Nil
Total		**2,00,000**			

[1] *The face value of Equity Shares has been split from ₹ 10/- to ₹ 2/- on November 9, 2009.*

8. The Company confirms that there are no defaults subsisting in the repayment of deposits or interest thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banks.

9. **The Board has confirmed that it has made full enquiry into the affairs and prospects of the Company and has formed the opinion that:**

a) Immediately following the date of the Board Meeting there will be no ground on which the Company could be found unable to pay its debts.

b) As regards its prospects for the year immediately following the Board Meeting having regard to the intentions of the Board with respect of the management of the Company's business during the year and to the amount and the character of the financial resources which in management views will be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and

c) In forming our opinion for the above purpose, the Board have taken into account the liabilities of the Company as if the Company is being wound up under the provisions of the Companies Act, 1956 (to the extent not repealed), Companies Act, 2013 (to the extent notified) (including prospective and contingent liabilities).

10. REPORT OF AUDITOR

The report dated November 7, 2016 received from, S.R. Batliboi & Associates LLP, Chartered Accountants and Shaparia Mehta & Associates LLP, Chartered Accountants, the joint statutory auditors of the Company, addressed to the Board of Directors of the Company is reproduced as under:

Quote

"Statutory Auditor's Report on buy back of shares pursuant to the requirement of Schedule II to the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, as amended.

To,
The Board of Directors
Allcargo Logistics Limited
6th Floor, Avvashya House,
CST Road, Santacruz (E),
Mumbai - 400098

1. This Report is issued in accordance with the terms of our service scope letter dated November 04, 2016 with Allcargo Logistics Limited.

2. In connection with the proposal of Allcargo Logistics Limited ("the Company") to buy back its equity shares in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, as amended ("the Regulations"), and in terms of the resolution passed by the directors of the Company in their meeting held on November 07, 2016, which is not subject to the approval of the shareholders of the Company based on the provisions of the Act, we have been engaged by the Company to perform a reasonable assurance engagement on the Statement of determination of the amount permissible capital payment ("the Statement"), which we have initialed for identification purposes only.

Board of Directors Responsibility for the Statement

3. The preparation of the Statement of determination of the amount permissible capital payment for the Buyback is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The Board of Directors are responsible and have made a full inquiry into the affairs and prospectus of the Company and has formed an opinion that the Company will not be rendered insolvent within a period of one year from the date of the meeting of the Board of Directors.

Auditor's Responsibility

5. Pursuant to the requirements of the Regulations, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria":

(i) Whether the amount of capital payment for the Buyback is within the permissible limit computed in accordance with the provisions of Section 68 of the Act;

(ii) Whether the Board of Directors has formed the opinion, as specified in Clause (x) of Part A of Schedule II to the Regulations, on a reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of the meeting of the Board of Directors.

6. The financial statements for the year ended March 31, 2016 have been jointly audited by S.R. Batliboi & Associates LLP and Appan & Lokhandwala Associates, on which an unmodified audit opinion is issued vide the auditor's report dated May 20, 2016. The audit of these financial statements was conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Companies Act, 2013 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that the auditor's plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the reporting criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria. We have performed the following procedures in relation to the Statement:

i) We have inquired into the state of affairs of the Company in relation to its audited financial statements for the year ended March 31, 2016;

ii) Examined authorization for Buyback from the Articles of Association of the Company;

iii) Examined that the amount of capital payment for the Buyback as detailed in Annexure A is within permissible limit computed in accordance with section 68 of the Act;

iv) Examined that the ratio of debt owned by the Company, if any, is not more than twice the capital and its free reserve after such Buyback;

v) Examined that all shares for Buyback are fully paid-up;

vi) Examined resolutions passed in the meetings of the Board of Directors;

vii) Examined Director's declarations for the purpose of buy back and solvency of the Company;

viii) Obtained necessary representations from the management of the Company.

Opinion

10. Based on our examination as above, and the information and explanations given to us, in our opinion;

(i) We have inquired into the state of affairs of the Company with reference to its audited financial statements for the year ended March 31, 2016 on standalone basis as adopted by the Board of Directors of the Company at its meeting held on May 20, 2016 which have been audited by S.R. Batliboi & Associates LLP and Appan & Lokhandwala Associates;

(ii) the Statement of permissible capital payment towards Buyback of equity shares, as stated in Annexure A, is in our view determined in accordance with Section 68 of the Act; and

(iii) the Board of Directors, in their meeting held on November 07, 2016, have formed the opinion, as specified in clause (x) of Part A of Schedule II of the Regulations, on reasonable grounds, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from November 07, 2016 and we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Restriction on Use

11. The certificate is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Regulations solely to enable them to include it in the public announcement to be made to the Shareholders of the Company, Draft Letter of Offer and Letter of Offer, to be filed with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies as required by the Regulations, the National Securities Depository Limited and the Central Depository Securities (India) Limited and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For S. R. Batliboi & Associates LLP	For Shaparia Mehta & Associates LLP
ICAI Firm registration no: 101049W/E300004	ICAI Firm registration no: 112350W/W100051
Chartered Accountants	Chartered Accountants
per Kalpesh Jain	per Paresh Shaparia
Partner	Partner
Membership No.: 106406	Membership No.: 036051
Mumbai	Mumbai
November 07, 2016	November 07, 2016

Annexure A

Allcargo Logistics Limited

Computation of amount of permissible capital payment towards Buyback of equity shares in accordance with Section 68 (2) of the Act

Particulars	March 31, 2016 (₹ in lacs unless otherwise stated)
Equity share capital	5,042
General reserve	14,033
Surplus in the statement of profit & loss	71,696
Securities premium account	45,316
Total	**136,087**
Permissible capital payment towards Buyback of equity shares in accordance with Section 68 (2) of the Act (10% of paid up equity capital and free reserves)	13,608.70

Note:

a) Calculation in respect of Permissible Capital Payment for Buyback of Equity Shares is done on the basis of the standalone audited financial statements for the year ended March 31, 2016".

Unquote

11. RECORD DATE AND SHAREHOLDER'S ENTITLEMENT

11.1. The Board has fixed Friday, November 18, 2016 as the Record Date for the purpose of determining the entitlement and the names of the equity shareholders/beneficial owners who are eligible to participate in the Buyback.

11.2. In due course, Eligible Sellers will receive a Letter of Offer along with a Tender/Offer Form indicating the entitlement for participating in the Buyback.

11.3. The Equity Shares to be bought back as part of the Buyback are divided in two categories:

a. Reserved category for Small Shareholders (defined hereinafter); and

b. General category for all other Eligible Sellers.

11.4. As defined in the Buyback Regulations, a "**Small Shareholder**" is a shareholder who holds Equity Shares having market value, on the basis of closing price on BSE or NSE, where the highest trading volume is recorded in respect of Equity Shares as on Record Date, of not more than ₹ 2,00,000 (Rupees Two Lakhs).

11.5. In accordance with Regulation 6 of the Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

11.6. On the basis of the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Seller, including Small Shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Seller will be calculated based on the number of Equity Shares held by the respective Eligible Seller and the ratio of the Buyback applicable in the category to which such Eligible Seller belongs. The final number of Equity Shares that the Company will purchase from each Eligible Sellers will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by Eligible Sellers.

11.7. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Seller in that category, and thereafter from Eligible Seller who have tendered over and above their entitlement in other category.

11.8. The participation of the Eligible Sellers in the Buyback is voluntary. Eligible Sellers may also tender a part of their entitlement. Eligible Sellers also have the option of tendering additional Equity Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Sellers, if any. If the Buyback entitlement for any Eligible Seller is not a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback.

11.9. The maximum number of Equity Shares that can be tendered under the Buyback by any Eligible Seller cannot exceed the number of Equity Shares held as on the Record Date.

11.10. Detailed instructions for participation in the Buyback as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible Sellers.

12. PROCESS AND METHODOLOGY FOR THE BUYBACK

12.1. The Buyback is open to all Eligible Sellers of the Company, holding Equity Shares either in physical and/or electronic form on the Record Date.

12.2. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and following the procedure prescribed in the Act and the Buyback Regulations, and as may be determined by the Board (including any person authorized by the Board to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

12.3. For implementation of the Buyback, the Company has appointed Motilal Oswal Securities Limited as the registered broker to the Company ("**Company's Broker**") through whom the purchases and settlement on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

MOTILAL OSWAL SECURITIES LIMITED
Motilal Oswal Tower, Rahimtullah Sayani Road,
Opposite Parel ST Depot, Prabhadevi, Mumbai - 400 025
Maharashtra, India
Tel. No.: +91 22 3980 5459
Contact Person: ParvezMoossani; **Tel. No.**: +91 22 3982 5459;
Email: parvez@motilaloswal.com; **Website:** http://www.motilaloswalgroup.com
SEBI Registration Number: NSE: INB231041238; BSE: INB011041257
Corporate Identity Number: U65990MH1994PLC079418

12.4. The Company will request BSE to provide the separate acquisition window to facilitate placing of sell orders by Eligible Sellers who wish to tender their Equity Shares in the Buyback.

12.5. At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through Company's Broker.

12.6. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Sellers through their respective stock brokers during normal trading hours of the secondary market. The stock brokers ("**Seller Member(s)**") can enter orders for demat shares as well as physical shares.

12.7. **Procedure to be followed by Eligible Sellers holding Equity Shares in the dematerialized form:**

a. Eligible Sellers who desire to tender their Equity Shares in the electronic/ dematerialized form under Buyback would have to do so through their respective Seller Member by giving the details of Equity Shares they intend to tender under the Buyback.

b. The Seller Member would be required to place an order/bid on behalf of the Eligible Sellers who wish to tender Equity Shares in the Buyback using the Acquisition Window of the BSE. Before placing the bid, the concerned Seller Member would be required to transfer the tendered Equity Shares to the special account of Clearing Corporation of India Limited ("**Clearing Corporation**"), by using the settlement number and the procedure prescribed by the Clearing Corporation. This shall be validated at the time of order/bid entry.

Contd...

c. The details of the special account shall be informed in the issue opening circular that will be issued by BSE or Clearing Corporation.

d. For custodian participant orders for demat Equity Shares early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

e. Upon placing the order, the Seller Member shall provide transaction registration slip **("TRS")** generated by the stock exchange bidding system to the Eligible Seller. TRS will contain details of order submitted like bid ID No., DP ID, client ID, no. of Equity Shares tendered, etc.

12.8. **Procedure to be followed by Eligible Sellers holding Equity Shares in the Physical form:**

a. Eligible Sellers who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach the Seller Member along with the complete set of documents for verification procedures to be carried out including the (i) original share certificate(s), (ii) valid Form SH 4 (transfer form) duly filled and signed by the Eligible Seller (in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company, (iii) self-attested copy of the Eligible Seller's PAN Card, and (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Seller has undergone a change from the address registered in the Register of Members of the Company, the Eligible Sellers would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

b. Based on these documents, the concerned Seller Member shall place a bid on behalf of the Eligible Sellers holding Equity Shares in physical form and who wish to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Eligible Seller. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.

c. The Seller Member/Eligible Seller has to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post or courier or hand delivery to the Registrar to the Buyback i.e. Link Intime India Private Limited ("**Registrar**") (at the address mentioned at Clause 15 below or the collection centre of the Registrar details of which will be included in the Letter of Offer) within 2 (two) days of bidding by Seller Member. The envelope should be super scribed as "**Allcargo Buyback Offer 2016**". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Seller Member/Eligible Seller.

d. Eligible Sellers holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for the Buyback shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the BSE shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'Confirmed Bids'.

12.9. Modification/cancellation of orders will be allowed during the tendering period of the Buyback.

12.10. The cumulative quantity tendered shall be made available on the website of the BSE (www.bseindia.com) throughout the trading sessions and will be updated at specific intervals during the tendering period.

13. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per Buyback Regulations:

a. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

b. The Company will pay the consideration to the Company's Broker on or before the pay-in date for settlement. For Equity Shares accepted under the Buyback, the Seller Member will receive funds payout in their settlement bank account.

c. The Equity Shares bought back in demat form would be transferred directly to the demat account of the Company opened for Buyback ("**Special Demat Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Special Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.

d. The Eligible Sellers will have to ensure that they keep the depository participant ('DP') account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non - acceptance.

e. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Sellers would be returned to the Seller Member by Clearing Corporation in payout. Any excess physical Equity Shares pursuant to proportionate acceptance/ rejection will be returned back to the shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback.

f. The Seller Member would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients. Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

g. Eligible Sellers who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Seller from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Sellers.

h. The Equity Shares lying to the credit of the Special Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

14. COMPLIANCE OFFICER

Investors may contact the Compliance Officer of the Company for any clarifications or to address their grievances, if any, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

Shruta Sanghavi
Company Secretary & Compliance Officer
6th Floor, Avvashya House, CST Road, Kalina,
Santacruz (East), Mumbai 400 098
Tel. No.: +91 22 6679 8100; **Fax:** +91 22 6679 8195;
Email: investor.relations@allcargologistics.com;
Website: www.allcargologistics.com

15. REGISTRAR TO THE BUYBACK / INVESTOR SERVICE CENTRE

In case of any queries, shareholders may also contact the Registrar to the Buyback or the investor relations team of the Company, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

LINKIntime

Registrar to the Buyback
LINK INTIME INDIA PRIVATE LIMITED
C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W),
Mumbai, Maharashtra - 400078.
Tel. No.: +91 22 6171 5400; **Fax:** +91 22 2596 0329;
Contact person: Mr. Ganesh Mhatre; **Email:**allcargo.buyback@linkintime.co.in;
Website:www.linkintime.co.in; **SEBI Registration Number:** INR000004058;
CIN: U67190MH1999PTC118368.

16. MANAGER TO THE BUYBACK

INGA

INGA CAPITAL PRIVATE LIMITED
Naman Midtown, 21st Floor, 'A' Wing, Senapati Bapat Marg,
Elphinstone (West), Mumbai - 400 013.
Tel. No.: +91 22 4031 3489, **Fax No.:** +91 22 4031 3379;
Contact Person: Ashwani Tandon; **Email:** allcargo.buyback@ingacapital.com;
Website: www.ingacapital.com; **SEBI Registration No:** INM000010924;
CIN: U74140MH1999PTC122493.

17. DIRECTORS' RESPONSIBILITY

As per Regulation 19(1)(a) of the Buyback Regulations, the Board of Directors of the Company accepts full and final responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

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

Sd/-	Sd/-	Sd/-
Shashi Kiran Shetty	Arathi Shetty	Shruta Sanghavi
Chairman &	Non-Executive	Company Secretary &
Managing Director	Director	Compliance Officer

Date : November 8, 2016
Place : Mumbai

PRESSMAN