

# NOTICE

**NOTICE** is hereby given that the 32<sup>nd</sup> (Thirty Second) Annual General Meeting of the Members of **Allcargo Logistics Limited** will be held on **Wednesday, September 24, 2025, at 3:00 P.M.** (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following businesses. The venue of the meeting shall be deemed to be the registered office of the Company situated at 6<sup>th</sup> Floor, Allcargo House, CST Road, Kalina, Santacruz (East), Mumbai – 400098, Maharashtra, India.

## ORDINARY BUSINESSSES:

1. To receive, consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Board of Directors' (along with all the annexures) and Auditor's Report thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Auditor's Report thereon.
2. To appoint a Director in place of Mr. Adarsh Hegde (DIN: 00035040), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, has offered himself for re-appointment.
3. To consider and approve the appointment of M/s. MSKC & Associates LLP (Firm Registration No. 001595S / S000168) Chartered Accountants as Statutory Auditors of the Company for the first term of five consecutive years

To consider and if thought fit, pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions (if any) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the recommendations of the Audit Committee and approval of the Board of Directors of the Company, M/s. MSKC & Associates LLP, Chartered Accountants (Firm Registration No. 001595S / S000168), who have confirmed their eligibility for appointment as the Statutory Auditors of the Company, be and are hereby appointed as Statutory Auditors of the Company, for the first term of five (5) consecutive years, from the conclusion of the 32<sup>nd</sup> Annual General Meeting until the conclusion of the 37<sup>th</sup> Annual General Meeting, on such remuneration as recommended by the Audit Committee and as may be mutually agreed

between the Board of Directors and the Statutory Auditors, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to undertake all acts, deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, proper or expedient to give effect to this resolution."

## SPECIAL BUSINESSSES:

4. **To consider and approve the appointment of M/s. Parikh & Associates, Practicing Company Secretaries, as the Secretarial Auditor of the Company for a term of five consecutive years**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Regulation 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) on the recommendations of the Audit Committee and approval of the Board of Directors of the Company, M/s. Parikh & Associates, Company Secretaries (Firm Registration Number: P1988MH009800 & PR No.: 6556/2025) be and are hereby appointed as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor from the Financial Year 2025-2026 up to the Financial Year 2029-2030, on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors and the Secretarial Auditors, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to undertake all acts, deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, proper or expedient to give effect to this resolution."

5. **To consider and approve the appointment of Mr. Dinesh Kumar Lal (DIN: 00037142) as Non-Executive Independent Director of the Company for the first term of three consecutive years**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, Regulation 17, 25 and

other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Governance and Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Dinesh Kumar Lal (DIN: 00037142), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from June 27, 2025 under Section 161 of the Act and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (Three) consecutive years commencing from June 27, 2025 to June 26, 2028.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to undertake all acts, deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, proper or expedient to give effect to this resolution.

**By Order of the Board of Directors**

**Sd/-**  
**Swati Singh**  
**Company Secretary & Compliance Officer**  
**Membership No.: A20388**

**Place:** Mumbai

**Date:** August 12, 2025

**Registered Office:**

6<sup>th</sup> Floor, Allcargo House, CST Road,  
 Kalina, Santacruz (East), Mumbai - 400 098

Email Id: [investor.relations@allcargologistics.com](mailto:investor.relations@allcargologistics.com)

Website: [www.allcargologistics.com](http://www.allcargologistics.com)

Phone No: 022-66798110

CIN: L63010MH2004PLC073508

**NOTES:**

1. The Ministry of Corporate Affairs, Government of India ("MCA") has vide its General Circular No. 09/2024 dated September 19, 2024 and other circulars issued by MCA from time to time allowing, inter-alia, conducting of AGMs through Video Conferencing/Other Audio Visual Means ("VC/ OAVM") facility on or before September 30, 2025. SEBI vide its Circular No. SEBI/HO/CFD/CFDPoD-2/P/ CIR/2024/133 dated October 3, 2024 read with Master Circular No. SEBI/HO/CFD/PoD2/ CIR/P/0155 dated November 11, 2024 has provided certain relaxations from compliance with certain provisions of the Listing Regulations. In compliance with these Circulars, provisions of the Act and Listing Regulations, the 32<sup>nd</sup> AGM of the Company is being conducted through VC/OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 32<sup>nd</sup> AGM shall be the Registered Office of the Company.

As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to Item No. 3 to 5 of the Notice forms part of this Notice. The relevant details as set out under Item No. 2 & 5 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") in respect of the Directors seeking appointment / re-appointment / re-designation at this AGM, are also part of this Notice.
3. The Notice of AGM and the Annual Report will be sent to those Members/ beneficial owners whose name appears in the Register of Members/ list of beneficiaries received from the Depositories as on Friday, August 29, 2025.

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

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

In compliance with the Circulars, the Company will publish a public notice by way of advertisements in Free Press Journal and Navshakti, *inter alia*, advising the Members whose e-mail address are not registered/updated with the Company or the Depository Participant(s) ("DPs"), as the case may be, to register/update their e-mail address with the Company or DP at the earliest.

The copy of Notice and Annual Report of the Company for FY2024-25 is also available on the Company's website <https://www.allcargologistics.com> and the website of the Stock Exchanges, i.e. BSE Limited <https://www.bseindia.com> and The National Stock Exchange of India Limited <https://www.nseindia.com>. The Notice of AGM is also available on the website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The physical copy of the Annual Report will be sent to the members based on the specific request received at investor.[relations@allcargologistics.com](mailto:relations@allcargologistics.com)

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for reckoning the quorum under Section 103 of the Act.
5. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. Institutional Members/ Corporate Members (i.e. other than individuals, HUF, NRI etc.) are encouraged to attend the AGM through VC/OAVM mode and vote electronically. Pursuant to the provisions of the Act, Institutional Members/ Corporate Members intending to allow their authorized representative(s) to attend and vote at the AGM are requested to submit a certified true copy of the Board Resolution/letter of appointment authorizing their representative(s) together with the specimen signature(s) of those authorized representative(s) to the Company at [investor.relations@allcargologistics.com](mailto:investor.relations@allcargologistics.com) and Scrutinizer at [dhruhil@dmshah.in](mailto:dhruhil@dmshah.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
7. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which Directors are interested maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 32<sup>nd</sup> AGM. Members seeking to inspect such documents can send an email to [investor.relations@allcargologistics.com](mailto:investor.relations@allcargologistics.com).
8. Relevant documents referred to in the Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during business hours i.e. [11.00 a.m. (IST) to 02:00 p.m. (IST)] on all working days, except Saturday, Sunday and public holidays upto the date of the AGM. The aforesaid documents will also be available for inspection by Members during the AGM.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number

(PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

- a. For shares held in electronic form: to their Depository Participants (DPs)
- b. For shares held in physical form: to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 along with relevant proofs and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/70 dated March 17, 2023.

Members may also refer to Shareholder Service Request Section on Company's website <https://www.allcargologistics.com/investorshareholders.aspx>

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

Non-Resident Indian Members are requested to inform RTA of the Company any change in their residential status on return to India for permanent settlement, particulars of their Company account maintained in India with complete name, branch account type, account number and address of Company with pin code number, if not furnished earlier. Members may contact their respective Depository Participants for availing this facility.

10. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website at <https://www.allcargologistics.com/investorshareholders.aspx> and on the website of the Company's RTA at <https://web.linkintime.co.in/KYC-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

11. SEBI vide its Circular dated January 25, 2022 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.

12. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's 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.
14. As per the provisions of Section 72 of the Act and aforesaid SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them in physical mode. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with RTA.

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

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

Members who hold shares in dematerialized form are requested to direct any change of address/bank mandate to their respective Depository Participant. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividend.

15. Unpaid/unclaimed dividend and shares

Members are hereby informed that as per the provisions of Section 124 of the Act, dividend which remains unpaid/unclaimed over a period of seven (7) consecutive years has been transferred by the Company to "The Investor Education and Protection Fund" ("IEPF") established by the Central Government under Section 125 of the Act.

The Company has sent individual notice to all the Members whose shares are due to be transferred to the Authority and has also published newspaper advertisement in this regard. Members are requested to visit the website of the Company and/ or the Authority/ MCA to check their unpaid/unclaimed dividend status and are advised to write to the Company and/or RTA immediately claiming dividend(s) declared by the Company. The details of the shares transferred to the Authority are uploaded on the Company's website: [www.allcargologistics.com/investors/shareinformation/dividends](https://www.allcargologistics.com/investors/shareinformation/dividends).

The Members may note that the shares as well as unpaid/unclaimed dividends transferred to the Authority can be claimed back by making an application to the Authority in Form IEPF-5 along with the requisite documents available on [www.iepf.gov.in](https://www.iepf.gov.in) and sending duly signed physical copy of the same to the Company and/or RTA. The Members



can submit only one consolidated claim in a financial year as per the IEPF Rules. In order to claim refund, the Members are advised to visit the [weblink http://iepf.gov.in/IEPFA/refund.html](http://iepf.gov.in/IEPFA/refund.html) or contact the RTA. No claims shall lie against the Company in respect of the dividend/shares so transferred.

The Members are requested to note the following due date(s) for claiming unpaid/unclaimed dividend paid/declared by the Company:

Dividend	Date of Declaration	Year	Due date for claiming
Final Dividend	August 10, 2018	FY2017-18	September 14, 2025
Special Interim Dividend	February 08, 2019	FY2018-19	March 11, 2026
Interim Dividend	March 16, 2020	FY2019-20	April 21, 2027
Interim Dividend	March 15, 2021	FY2020-21	April 19, 2028
Interim Dividend	March 16, 2022	FY 2021-22	April 18, 2029
Interim Dividend	March 06, 2023	FY 2022-23	April 05, 2030

Pursuant to the IEPF Rules, the Company has also uploaded the details of unpaid/unclaimed amounts lying with the Company as on March 31, 2025 on the Company's website [www.allcargologistics.com/investors/shareinformation/dividends](http://www.allcargologistics.com/investors/shareinformation/dividends) and also on the website of the Authority, MCA - [www.iepf.gov.in](http://www.iepf.gov.in).

16. Voting through electronic means:

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

- I. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 17, 2025. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owner maintained by the Depositories as on the cut-off date shall only be entitled to avail facility of remote e-voting or e-voting during AGM. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members/Beneficial owner of the Company as on the cut-off date will be entitled to vote during the AGM.
- II. The Members who have exercised their votes through remote e-voting prior to the AGM may also participate in the AGM but they shall not be entitled to vote again.
- III. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date may obtain their login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- IV. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on 11<sup>th</sup> August, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the Company's Registrar and Transfer Agent (RTA) / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website: <https://www.allcargologistics.com/investors>

a) E-Voting facility:

**The remote e-voting period will begin on Sunday, September 21, 2025 at 09.00 a.m. (IST) and will end at 05.00 p.m. (IST) on Tuesday, September 23, 2025. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.**





**A. Instructions for E-voting are as follows:**

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

**Step 1: Access to NSDL e-Voting system****A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/ 2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>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>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p>NSDL Mobile App is available on</p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>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>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 or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <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

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

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

## 4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

## 5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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'?

- 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'.
- 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:

- 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).
- Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 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.

- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.****How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- 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 [dhruvil@dmsah.in](mailto:dhruvil@dmsah.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 Mr. Amit Vishal, Deputy Vice President 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@allcargologistics.com](mailto:investor.relations@allcargologistics.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@allcargologistics.com](mailto:investor.relations@allcargologistics.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting 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.

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

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

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

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/ AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system.** After successful login, you can see link of "VC/ OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at [investor.relations@allcargologistics.com](mailto:investor.relations@allcargologistics.com) on or before 03.00 P.M. on Sunday, September 21, 2025. Those Members who have registered themselves as a speaker shareholder will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speaker shareholders depending on the availability of time for the AGM, therefore each speaker will be given three minutes or maximum of 3 questions and we request each speaker to utilize this time limit to ensure effectiveness of the meeting and to provide equal opportunity to other speaker holders.
6. Members who would like to express their views/have questions during the AGM may register themselves as

a speaker shareholder by sending a request along with their questions in advance mentioning their name, demat account number/folio number, email id and mobile number at [investor.relations@allcargologistics.com](mailto:investor.relations@allcargologistics.com).

7. Speaker shareholders will join through the separate link as attendee. The shareholders will be on mute by default and can see the AGM proceedings. Speaker shareholders need to allow their audio and video to be kept open. Once moderator announce and allow shareholders to speak, then only such shareholders will speak.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good & stable internet speed.
9. The Board of Directors of the Company has appointed Mr Dhrumil Shah (Membership No. FCS 8021 and CP No 8978) of Dhrumil M. Shah & Co. LLP, Practicing Company Secretaries, Mumbai, as Scrutiniser for conducting the voting process of remote e-voting and e-voting during AGM in a fair and transparent manner.
10. The Chairman at the AGM, shall at the end of the discussion on the Resolutions, on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of electronic ballot voting system for all the Members who are present at the AGM but have not exercised their votes by availing the remote e-Voting facility.
11. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM, thereafter unblock the votes cast through remote e-Voting and e-voting at the AGM in the presence of at least two witnesses not in the employment of the Company and not later than 2 working days from the conclusion of the AGM, submit a consolidated Scrutinizer's Report to the Chairman or any person duly authorised by him in writing who shall countersign the same and declare the results forthwith.
12. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on date of the AGM i.e. Wednesday, September 24, 2025.
13. The results declared along with the consolidated Scrutinizer's Report shall be displayed on the Company's website [www.allcargologistics.com](http://www.allcargologistics.com) and on the website of NSDL <https://www.evoting.nsdl.com> immediately after the result is declared. The Company shall simultaneously intimate the result to the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited respectively.

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

Pursuant to Section 102 of the Companies Act, 2013 ("the Act") and Secretarial Standard-2 on General Meetings ("SS-2"), the following Statement sets out all material facts relating to the businesses mentioned under Item No. 2 to 5 of the accompanying Notice dated August 12, 2025 and forms part of the Notice.

### Item No. 3

This Explanatory Statement is provided pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations').

S.R.Batliloi & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 101049W/E300004), were re-appointed as the Statutory Auditors at the 27<sup>th</sup> Annual General Meeting of the Company held on September 09, 2020, for a period of five years to hold the office up to the conclusion of the 32<sup>nd</sup> Annual General Meeting.

Accordingly, S.R.Batliloi & Associates LLP would be completing their second and final term as the Statutory Auditors of the Company at this Annual General Meeting. Based on the recommendation of the Audit Committee, the Board, at its Meeting held on August 12, 2025, subject to the approval of the Members of the Company, approved appointment of M/s MSKC & Associates LLP, Chartered Accountants (Firm Registration No. 001595S/S000168), as the Statutory Auditors of the Company, for a term of five (5) consecutive years, on such terms and conditions as agreed between the parties.

M/s MSKC & Associates LLP have confirmed their eligibility for appointment under Section 139 read with Section 141 of the Companies Act, 2013. M/s MSKC & Associates LLP will hold office for a period of 5 (five) consecutive years from the conclusion of the ensuing 32<sup>nd</sup> Annual General Meeting of the Company till the conclusion of the 37<sup>th</sup> Annual General Meeting subject to the approval by the Shareholders at the ensuing Annual General Meeting.

M/s MSKC & Associates LLP, Chartered Accountants (FRN: 001595S/S000168) is a Limited Liability Partnership registered with the Institute of Chartered Accountants of India (ICAI). M/s. MSKC & Associates LLP offers a range of Audit and Assurance services, led by experienced partners and teams

with deep knowledge pockets and driven by a commitment to deliver high-quality services to all clients.

The firm has wide presence in India across 11 cities including Ahmedabad, Bengaluru, Chandigarh, Chennai, Goa, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, and Pune.

The following criteria *inter alia* were considered for evaluation of Statutory Auditor firms capable of conducting statutory audit of the Company:

- background of the firm, adequate practical experience, specialized knowledge and past associations in handling statutory audit of large listed companies;
- independence of the firm, audit partner and the audit team in conducting statutory audit;
- ability of the firm and the audit team to understand the business of the Company, especially in various jurisdictions where the Company operates; and
- competence of the leadership, audit partner and the audit team in conducting statutory audit of the Company in other listed companies.

The Management having evaluated the background, expertise and past performance of M/s MSKC & Associates LLP, Chartered Accountants established in the year 1974 and with office in Mumbai amongst other cities, established that it's a distinguished firm specializing in audit & assurance, accounting and tax advisory services. The firm has been conducting statutory audit for various large listed companies in India across sectors such as Manufacturing, FMCG, Healthcare, Technology, Media and Telecomm and Financial Services.

Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Statutory Auditors.

The Company has received necessary certificate and written consent from M/s. MSKC & Associates LLP, Chartered Accountants (FRN: 001595S/S000168) stating that their appointment, if made, shall be in accordance with the statutory requirements under the Companies Act, 2013 read with Rule 10 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and SEBI Listing Regulations.

The terms and conditions of the appointment of the Statutory Auditors of the Company shall inter-alia also include the conditions mentioned in Clauses 6A& 6B of the SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Proposed Fees Payable to Statutory Auditor	₹ 62,00,000/- (Rupees Sixty Two Lakhs only) plus reimbursement of out-of-pocket expenses for financial year 2025- 26. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors.
Terms of Appointment	5 consecutive years i.e. from the conclusion of 32 <sup>nd</sup> Annual General Meeting till the conclusion of 37 <sup>th</sup> Annual General Meeting.
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	There is no material changes in the proposed fee for the auditor from that paid to the outgoing auditor.
Basis of Recommendation of Appointment	The existing auditor has completed their term of five consecutive years pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time. The Audit Committee & Board of Directors at their respective meetings held on August, 12 2025, recommended the appointment of M/s. MSKC & Associates LLP, Chartered Accountants (Firm Registration No. 001595S/ S000168), as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of this 32 <sup>nd</sup> AGM till the conclusion of the 37 <sup>th</sup> AGM in place of outgoing auditors.
Details in relation to and credentials of the statutory auditor proposed to be appointed	<p>M/s MSKC &amp; Associates LLP, Chartered Accountants (FRN: 001595S/ S000168) is a Limited Liability Partnership registered with the Institute of Chartered Accountants of India (ICAI). M/s. MSKC &amp; Associates LLP offers a range of Audit and Assurance services, led by experienced partners and teams with deep knowledge pockets and driven by a commitment to deliver high-quality services to all clients.</p> <p>The firm has over twenty partners and provides a range of services <i>inter alia</i> under Audit &amp; Assurance including Statutory Audit, Tax Audit, Internal Financial Controls Audit and Assurance services related to GAAP Conversion, Accounting Manuals, Capital Market Transaction Audit Support etc.</p> <p>The firm has clients both Listed and Unlisted across sectors including Manufacturing, Consumer &amp; Retail, Infrastructure and Realty, Technology &amp; Media &amp; Financial Services. The firm has a well qualified team to support the Partners and has its own suite of audit technology.</p> <p>The firm has wide presence in India across 11 cities including Ahmedabad, Bengaluru, Chandigarh, Chennai, Goa, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, and Pune.</p>

Accordingly, approval of the members is being sought for the proposal contained in the Resolution set out at Item No. 3 of the accompanying Notice.

The Board recommends the Ordinary Resolution at Item No.3 of the accompanying Notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.3 of the accompanying Notice.

#### Item No. 4

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of

Directors, for a period of five consecutive years.

The aforementioned regulation read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, apart from listing down the eligibility criteria for appointment of the secretarial auditor, stipulates appointment/ re-appointment of an individual as a secretarial auditor cannot be for more than one term of 5 (five) consecutive years and in case the secretarial auditor is a secretarial audit firm, it cannot be for more than two terms of 5 (five) consecutive years and such an appointment/reappointment is required to be approved by the members of the company at its annual general meeting, basis recommendation of the Board of directors ("Board").

Based on the recommendation of the Audit Committee, the Board, at its Meeting held on May 24, 2025, subject to the approval of the Members of the Company, approved appointment of M/s. Parikh & Associates, Company Secretaries (Firm Registration Number: P1988MH009800 & PR No.: 6556/2025) as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the



Secretarial Auditor from the Financial Year 2025-2026 upto Financial Year 2029-2030 on such terms and conditions as agreed between the parties.

M/s. Parikh & Associates is a firm of Practising Company Secretaries founded in the year 1987. The firm is primarily engaged in providing professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits for various reputed companies. The firm is Peer Reviewed and Quality Reviewed by the Institute of the Company Secretaries of India.

M/s. Parikh & Associates had consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfill the criteria as specified in Clause (a) of regulation 24A (1A) of the SEBI Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

The proposed remuneration to be paid to M/s. Parikh & Associates, for the financial year 2025-26 is ₹ 2,25,000/- (Rupees Two Lakh Twenty-Five Thousand only) plus out of pocket expenses and applicable taxes. For the subsequent years, the Board of Directors will decide the remuneration based on recommendations of Audit Committee. There is no material change in the fees payable to M/s. Parikh & Associates from that paid to the previous Secretarial Auditor.

The following criteria *inter alia* were considered for evaluation of Practising Company Secretary firms capable of conducting audit of Allcargo Logistics Limited:

- background of the firm, their experience and past associations in handling secretarial audit of large listed companies;
- competence of the leadership and the audit team in conducting secretarial audit of the Company in the past as well as of other large listed companies; and
- ability of the firm to understand the business of the Company and identify compliance of major laws and regulations applicable to the Company.

As part of the assessment, the Management also considered the eligibility of M/s Parikh & Associates, who is the Secretarial Auditor of the Company from FY2017-18 till date. M/s Parikh & Associates, established in 1987 and based in Mumbai, is a distinguished firm of Practising Company Secretaries. Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India, the firm specializes in corporate law, SEBI and RBI Regulations, corporate governance, and compliance. The firm has been conducting secretarial audit for various large, listed companies in India across sectors such as manufacturing, banking, pharmaceuticals, and service sectors.

The Management evaluated the background, expertise and past performance of M/s Parikh & Associates as the Secretarial Auditors of the Company.

Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors.

The Board recommends the Ordinary Resolution at Item No.4 of the accompanying Notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.4 of the accompanying Notice.

#### Item No. 5

Based on the recommendation of the Governance and Nomination & Remuneration Committee, the Board of Directors of the Company had appointed Mr. Dinesh Kumar Lal (DIN: 00037142) ("Mr. Lal") as an Additional Director in the category of Non-Executive Independent Director, not liable to retire by rotation, for a term of 3 years with effect from June 27, 2025 to June 26, 2028 (both days inclusive), subject to the approval of the Members of the Company, under Sections 149 and 161 of the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Articles of Association of the Company.

In accordance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Independent Director requires approval of the members of the Company. Further, pursuant to Regulation 17(1C) of the Listing Regulations, effective from January 1, 2022, a listed entity shall ensure that the approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. As per the provisions contained under Section 161 of the Act, Mr. Lal holds office upto the date of ensuing Annual General Meeting and is eligible for being appointed as an Independent Director of the Company.

Mr. Lal has confirmed that he is not disqualified from being appointed as Director under Section 164 of the Act and is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director as required under Act and rules framed thereunder. The Company has also received declaration from Mr. Lal that he meets the criteria of independence as prescribed under Section 149(6) of the Act and 16(1)(b) of the Listing Regulations. Further, he has confirmed that as per Regulation 25(8) of Listing Regulations, he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge the duties.

The Company has also received notice under Section 160 of the Act from a member proposing the candidature of Mr. Lal for the office of an Independent Director of the Company.

Mr. Dinesh Lal is a Seasoned business leader with more than five decades of experience in the shipping industry. He is renowned for his astute knowledge about the shipping industry. His management skills and entrepreneurial spirit has driven many conglomerates reach the zenith of success during his tenure.

Mr. Lal has so far held various positions such as Group Director-India, A P Moller-Maersk; Chairman, Gateway Terminals India Pvt Ltd; Director, Maersk Lanka; Director, Gujarat Pipavav Port Ltd; Director, Pipavav Railway Corporation Ltd; Managing Director, Safmarine; Trustee, Mumbai Port Trust; Trustee, Jawaharlal Nehru Port Trust – Mumbai; President, Nhava Sheva Ship Intermodal Agents Association; President; EU Chamber of Commerce; President, Indo-Belgium-Luxembourg Chamber of Commerce; and Chairman, Shipping

Sub Committee-Bombay Chamber of Commerce and Industry. He also helped to establish various ventures in India & overseas such as Safmarine, a Container Shipping Company; Octopus Projects and Transport, a trucking company; Express Ocean Terminal Services; a container terminal management company; Express Repair Services, a state of the art container repair and storage facility; Barwil India, a joint venture with W.Wilhemson group of Norway; AMI Global, a Logistics and Supply Chain management company; Exmar India – A J V with CMB group in Belgium, formerly known as Tecto India; Delta Port and Ship Management Services; J V with Sea Containers in Singapore.

He played a pivotal role in creating mutually beneficial ground between companies and government bodies. Some of the famed quasi government projects in India were established under his guidance and participation. Currently he is an Independent Director on the Board of Raymond Limited, Raymond Lifestyle Limited and Allcargo Gati Limited and is also Chairman of the Chembur Golf Welfare Foundation.

Considering the extensive knowledge, experience as well as his educational background, appointment of Mr. Lal as an Independent Director is in the interest of the Company.

Details of Mr. Lal are provided in the “Annexure” to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.

Mr. Lal has also confirmed that he is in compliance with Rule 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Copy of draft appointment letter of Mr. Lal setting out the terms and conditions of his appointment is available for inspection

by the Members at the registered office of the Company on all working days.

The Board recommends the Special Resolution at Item No.5 of the Notice for the approval by the Members.

Save and except, Mr. Lal and his relatives who may be deemed to be interested to the extent of their shareholding interest in the Company mentioned in the annexure, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in item No. 5 of the accompanying Notice.

**By Order of the Board of Directors**

**Sd/-**

**Swati Singh**

**Company Secretary & Compliance Officer**

**Membership No.: A20388**

**Place:** Mumbai

**Date:** August 12, 2025

**Registered Office:**

6<sup>th</sup> Floor, Allcargo House,  
CST Road, Kalina, Santacruz (East), Mumbai 400 098  
Email Id: [investo.relations@allcargologistics.com](mailto:investo.relations@allcargologistics.com)  
Website: [www.allcargologistics.com](http://www.allcargologistics.com)  
Phone No: 022-66798110  
CIN: L63010MH2004PLC073508

## ANNEXURE

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 32<sup>nd</sup> ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD- 2 ON GENERAL MEETINGS ARE AS UNDER FOR ITEM NO. 2 AND 5:**

I.	Name of Director	Mr. Dinesh Kumar Lal (DIN: 00037142)	Mr. Adarsh Hegde (DIN:00035040)
II.	Date of Birth (Age)	January 15, 1952 (73 Years)	December 07, 1963 (62 Years)
III.	Qualification	B.Com (Hons.)	Bachelor's degree in mechanical engineering
IV.	Brief resume including profile, experience and expertise in specific functional areas	Mr. Dinesh is a shipping professional with more than 5 decades of experience in the Shipping Industry. His Management skills and entrepreneurial spirit has driven many conglomerates to achieve pinnacle of success during his tenure. He played a pivotal role in creating mutually beneficial ground between companies and government bodies. Some of the famed quasi government projects in India were established under his guidance and participation	Mr. Adarsh Hegde began his career in 1987 as an Assistant Maintenance Engineer with Eastern Ceramics Private Limited, Mumbai, and has since served the organization in various capacities. He holds a degree in Mechanical Engineering from Nitte Education Trust, Mangalore.  He has experience in the field of logistics close to three decades. Mr. Hegde joined the Company on August 21, 2006 and has been instrumental in the success of the Company's growth story. Presently, he is designated as Managing Director of the Company.  Mr. Hegde's business acumen and vision in logistics business, advanced and modern management proficiency quality drives him as an ideal business leader. He has played a key role in designing and implementing various systems and procedures, which resulted in exponential growth opportunities for the Company.
V.	Shareholding in the Company as on March 31, 2025*	1,10,660 equity shares of face value of ₹ 2/-	2,87,15,463 equity shares of face value of ₹ 2/- each constituting 2.92% of the total paid-up share capital of the Company.
	*Not holding any share as a Beneficial Owner		
VI.	Date of first appointment on the Board of the Company	June 27, 2025	August 21, 2006
VII.	Directorships held in other companies as on March 31, 2025 (excluding foreign companies) (including the Company and listed entities from which the person has resigned in the past three years)	<b>Current Directorship:</b> <ul style="list-style-type: none"> <li>- Raymond Lifestyle Limited</li> <li>- Raymond Limited</li> <li>- Allcargo Gati Limited</li> <li>- Shefali Farms Private Limited</li> <li>- AMI Global logistics Private Limited</li> <li>- HI-TOS Agencies and Investments Private Limited</li> <li>- Eden Realtors Private Limited</li> <li>- Lotus Court Private Limited</li> <li>- Alert Agencies and Investments Private Limited</li> <li>- Gati Express &amp; Supply Chain Private Limited</li> <li>- Chembur Golf Welfare Foundation</li> <li>- Samudra Manthan Foundation</li> </ul> <b>Past Directorship:</b> <ul style="list-style-type: none"> <li>- Speedy Multimodes Limited</li> <li>- Sanven Apparel Limited</li> </ul>	<b>Current Directorship:</b> <ul style="list-style-type: none"> <li>- Allcargo Logistics Limited</li> <li>- Allcargo Corporate Services Private Limited (Formerly known as Ecu International (Asia) Private Limited)</li> <li>- Contech Logistics Solutions Private Limited</li> <li>- Transindia Logistic Park Private Limited</li> <li>- Alltrans Logistics Private Limited</li> <li>- Indport Maritime Agencies Private Limited</li> <li>- Transindia Freight Services Private Limited</li> </ul> <b>Past Directorship:</b> <ul style="list-style-type: none"> <li>- Container Freight Station Association of India (Renewal Old An 165281)</li> <li>- FRK II Industrial Park Private Limited</li> <li>- Gati Express and Supply Chain Private Limited</li> <li>- Allcargo Supply Chain Private Limited</li> <li>- CCI Worldwide Logistics Private Limited</li> </ul>

VIII.	No. of Committees in which Director is member	<b>Raymond Limited</b> <ul style="list-style-type: none"> <li>- Audit Committee</li> <li>- Corporate Social Responsibility Committee</li> </ul> <b>Allcargo Gati Limited</b> <ul style="list-style-type: none"> <li>- Corporate Social Responsibility Committee</li> <li>- Stakeholders Relationship Committee</li> </ul> <b>Raymond Lifestyle Limited</b> <ul style="list-style-type: none"> <li>- Audit Committee</li> <li>- Nomination &amp; Remuneration Committee</li> </ul> <b>Gati Express &amp; Supply Chain Private Limited</b> <ul style="list-style-type: none"> <li>- Audit Committee</li> <li>- Corporate Social Responsibility Committee</li> </ul>	<b>Allcargo Logistics Limited</b> <ul style="list-style-type: none"> <li>- Executive Committee</li> <li>- Stakeholders Relationship Committee</li> </ul>
IX.	No. of Committees in which Director is Chairman	<b>Raymond Limited</b> <ul style="list-style-type: none"> <li>- Risk Management &amp; ESG Committee</li> <li>- Stakeholders' Relationship Committee</li> <li>- Nomination &amp; Remuneration Committee</li> </ul> <b>Allcargo Gati Limited</b> <ul style="list-style-type: none"> <li>- Audit Committee</li> <li>- Nomination &amp; Remuneration Committee</li> </ul> <b>Raymond Lifestyle Limited</b> <ul style="list-style-type: none"> <li>- Risk Management Committee</li> </ul> <b>Gati Express &amp; Supply Chain Private Limited</b> <ul style="list-style-type: none"> <li>- Nomination &amp; Remuneration Committee</li> </ul>	<b>Allcargo Logistics Limited</b> <ul style="list-style-type: none"> <li>- Risk Management Committee</li> </ul>
X.	Terms and Conditions of appointment / re-appointment	<p>The terms and conditions of appointment shall be as per Appointment Letter and in accordance with the provisions of Companies Act, 2013.</p> <p>Draft of the appointment letter is displayed on the website of the Company on the below link:  <a href="https://www.allcargologistics.com/statutorydocuments.aspx">https://www.allcargologistics.com/statutorydocuments.aspx</a></p>	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
XI.	Remuneration proposed to be paid	Sitting fees and such amount of commission as may be decided by the Nomination and Remuneration Committee / Board.	As approved by shareholders for his appointment as Managing Director (MD) of the Company
XII.	Remuneration last drawn	NA	Refer Corporate Governance Report
XIII.	No. of Meetings of the Board attended during the year	Not Applicable	5
XIV.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company inter-se	Not related to any director	Brother of Ms. Arathi Shetty