

To,

<p>The Manager, Department of Corporate Services, <b>BSE Limited</b>, Phiroze Jeejeebhoy Towers, 25<sup>th</sup> Floor, Dalal Street, Fort, Mumbai – 400001 <b>BSE Scrip Code: 532749</b></p>	<p>The Manager, Listing Department, <b>National Stock Exchange of India Limited</b>, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 <b>NSE Symbol: ALLCARGO</b></p>
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August 06, 2021

Dear Sir/ Madam,

**Subject: Outcome of meeting of the Board of Directors of Allcargo Logistics Limited ("Company") held on August 6, 2021 in accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

1. This is with reference to the captioned subject and in continuation of our letter dated July 22, 2021 relating to convening of a meeting of the Board of Directors ("**Board**") of the Company on August 6, 2021.
2. As mentioned earlier, the initial public announcement dated July 21, 2021 was issued in accordance with Regulation 8 of the SEBI (Delisting of Equity Shares) Regulations, 2021 ("Delisting Regulations") on behalf of certain members of the promoter and promoter group of the Company (as defined under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("Promoter Group")) viz., Mr Shashi Kiran Shetty, Talentos Entertainment Private Limited and Avashya Holdings Private Limited (collectively "Acquirers") to reinitiate the process and to express their intention to: (a) acquire all the fully paid up equity shares of the Company, having face value of INR 2/- each ("Equity Shares"), that are held by public shareholders (as defined in the Delisting Regulations), either individually/ collectively or together with other members of the Promoter Group, as the case may be; and (b) consequently voluntarily delist the Equity Shares from the stock exchanges where the Equity Shares are presently listed i.e., BSE Limited and National Stock Exchange of India Limited, by making a delisting offer in accordance with the Delisting Regulations ("Delisting Proposal").
3. This is to inform you that the Board met today (i.e., August 06, 2021) and the following decisions were taken:
  - a) The due diligence report dated August 06, 2021 ("**Report**") submitted by M/s MMJB & Associates LLP, a peer review Company Secretary, was reviewed and taken on record by the Board.
  - b) The Board took on record the audit report dated August 6, 2021 submitted by MMJB & Associates LLP., Practicing Company Secretaries, prepared in accordance with Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 read with Regulation 12(2) of the Delisting Regulations, in respect to the Equity Shares proposed to be delisted, covering a period of 6 months prior to the date of the meeting of the Board ("Audit Report").
  - c) The Delisting Proposal was approved in accordance with Regulation 10 of the Delisting Regulations, after having discussed and considered various factors including the Report.



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CIN: L63010MH2004PLC073508 | GSTN: 27AACCA2894D1Z5





- d) Based on the information available with the Company and after taking on record the Report, the Board, in accordance with Regulation 10(4) of the SEBI Delisting Regulations, certified that:
- The Company is in compliance with the applicable provisions of securities laws;
  - Mr Shashi Kiran Shetty, Talentos Entertainment Private Limited and Avashya Holdings Private Limited and other members of promoter and promoter group of the Company and their related entities are in compliance with the applicable provisions of securities laws in terms of the report including compliance with Regulation 4(5) of the Delisting Regulations; and
  - The Delisting Proposal is in the interest of the shareholders of the Company.
- e) Approval was granted to the Company to seek necessary approval from its shareholders in relation to the Delisting Proposal in accordance with Regulation 11 of the Delisting Regulations and other applicable laws, and in this regard the draft of the postal ballot notice and the explanatory statement thereto were also approved.
- f) The Company was inter alia authorized to: (i) dispatch the said postal ballot notice and the explanatory statement to the shareholders in accordance with applicable laws; and (ii) obtain necessary approval of the Stock Exchanges in accordance with the provisions under the Delisting Regulations and/ or any other statutory/ regulatory approvals and third party consents, as may be required, in relation to the Delisting Proposal.
- g) Mr P N Parikh, (Membership No: FCS 327, CP No. 1228) or failing him Mr Mitesh Dhabiwala (Membership No: FCS 8331 CP No. 9511) or failing him Ms Sarvari Shah (Membership No. FCS 9697 CP No. 11717) of M/s Parikh & Associates, Practicing Company Secretaries, has been appointed as the scrutinizer in terms of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, to conduct the process of the postal ballot in a fair and transparent manner.
- h) The Board took on record the letter dated August 6, 2021 received for and on behalf of the Acquirers informing the Company that the floor price of the delisting offer is INR 148.01/- per Equity Share, which is determined in accordance with Regulation 20(2) of the Delisting Regulations read with Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. In support of the aforesaid, the letter was accompanied by a certificate dated August 06, 2021 issued by Shaparia Mehta & Associates LLP, Chartered Accountants (FRN: 112350W/W-100051).

As required under Regulation 10(5) of the Delisting Regulations,

- the copy of the Report is enclosed as “Annexure A”; and
- the copy of the Audit Report is enclosed as “Annexure B”.



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4. Appointed Mr Kaiwan Kalyaniwalla (DIN:00060776) as additional Non-Executive Non-Independent Director of the Company with effect from August 06, 2021 based on the recommendation of the Nomination and Remuneration Committee of the Company.

Further, in compliance with SEBI directives dated June 14, 2018 to the Stock Exchanges, NSE Circular No.NSE/CML/2018/02 dated June 20, 2018 and BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, this is to affirm that Mr Kaiwan Kalyaniwalla has not been debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Details as required under Regulation 30 of the Listing Regulations and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 is attached as **Annexure C**

The meeting of the Board commenced at 2.30 P.M. and was concluded at 04:50 P.M.

Kindly take the above on your record.

Thanking you,

Yours faithfully,  
**For Allcargo Logistics Limited**



**Mr Devanand Mojindra**  
**Company Secretary & Compliance Officer**



**Encl:** As above



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Annexure A

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## MMJB & Associates LLP Company Secretaries

Ecstasy, 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 21678100

6<sup>th</sup> August, 2021

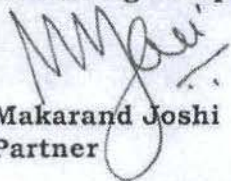
To,  
The Board of Directors,  
**Allcargo Logistics Limited**  
6<sup>th</sup> Floor, Avashya House,  
CST Road, Kalina, Santacruz (E),  
Mumbai - 400098, India

Dear Sirs,

**Sub: Due diligence report("DDR") as required under Regulation 10 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021**

With reference to the captioned subject and further to our engagement letter dated July 23, 2021, please find enclosed the DDR as "Annexure I" to this letter.

Thanking you  
Yours faithfully  
**For MMJB & Associates LLP**  
**Practicing Company Secretaries**

  
**Makarand Joshi**  
Partner





## MMJB & Associates LLP

### Company Secretaries

Ecstasy, 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 21678100

#### Annexure I Due Diligence Report

##### Background:

In terms of Regulation 8 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("**Delisting Regulations**"), an initial public announcement dated July 21, 2021 ("**Initial Public Announcement**") was issued on behalf of certain members of the promoter and promoter group of the Allcargo Logistics Limited (as defined under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**Promoter Group**") viz., Mr Shashi Kiran Shetty, Talentos Entertainment Private Limited and Avashya Holdings Private Limited (collectively "**Acquirers**") *inter alia* expressing their intention to (a) acquire all fully paid up equity shares of Allcargo Logistics Limited ("**Company**"), having a face value of INR 2/- each, ("**Equity Shares**") that are held by public shareholders of the Company (as defined under the Delisting Regulations and to be referred to as "**Public Shareholders**"), either individually/ collectively or together with other members of the Promoter Group, as the case may be; and (b) consequently voluntarily delist the Equity Shares from the stock exchanges where they are presently listed namely, BSE Limited and National Stock Exchange of India Limited (collectively, "**Stock Exchanges**"), by making a delisting offer in accordance with the Delisting Regulations ("**Delisting Proposal**").

In terms of Regulation 10 of the Delisting Regulations, we, MMJB Associates & LLP, peer reviewed Practicing Company Secretaries, have been appointed to carry out due diligence in compliance with Regulation 10(3) and other applicable provisions under the Delisting Regulations and issue a Due Diligence Report ("**DDR**").

Shareholding Pattern of the Company as on August 05, 2021 is as set forth below:

Category	No. of shares	%
Promoter and Promoter Group	17,20,22,209	70.01
Public Shareholders	7,36,73,315	29.99
<b>Total</b>	<b>24,56,95,524</b>	<b>100</b>

##### Methodology:

a) During the course of our due diligence, in line with the requirements of the Delisting Regulations, we requested the Company to provide us the following: ("**Trade Data**"):

- details of buying, selling and dealing in the Equity Shares by the Acquirers and their related entities (including members of Promoter Group) during the



period of two years prior to the date of the board meeting (i.e., August 6, 2021) held to consider the Delisting Proposal ("**Review Period**"), including the details of the top 25 Public Shareholders ("**Top 25 Public Shareholders**"), for the said period.

- details of off-market transactions of the aforesaid persons/ shareholders for the Review Period.
  - data relating to on-market transactions from BSE Limited (which excludes off-market data and data for physical shares) as on 5<sup>th</sup> August, 2021.
  - data relating to on-market transactions from National Stock Exchange of India Limited (which excludes off-market data and data for physical shares) as on 31<sup>st</sup> July, 2021.
  - With respect to the data for physical shares, the registrar of the Company viz. M/s Link Intime India private Limited ("**R&T Agent**") confirmed that no physical transfers were carried out during the Review Period.
  - With respect to off-market trade data, we have relied on weekly benpos obtained from the R&T Agent to analyse movement of shareholding.
  - Shareholding pattern filed by the Company with the Stock Exchanges, from the quarter ended on June 30, 2019 to June 30, 2021.
  - Further, we have relied on certain undertakings obtained from the Acquirers and their related entities (including members of the Promoter Group) and reviewed the filings made by them under the Securities and Exchange Board of India Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI (SAST) Regulations**") and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**SEBI (PIT) Regulations**").
- b) Further, for the purpose of verifying applicability and compliance of securities law, we have identified the following regulations and their applicability:

Regulations	Acquirers and their related entities (including members of Promoter Group)	Top 25 Public Shareholders
Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (" <b>SEBI (LODR) Regulations</b> ")	Not Applicable	Not Applicable
SEBI (PIT) Regulations	Applicable	Not Applicable
SEBI (SAST) Regulations	Applicable	Applicable
Securities and Exchange Board	Not Applicable	Not Applicable



of India (Share Based Employee Benefits) Regulations, 2014

c) The distribution of public shareholding as on August 5, 2021 is as follows:

Range of shareholding	No. of shareholders	% of total shareholders	No. of shares held	% of total shares
1-500	43,389	88.81	46,88,758	1.91
501-1,000	2,659	5.44	21,51,223	0.88
1,001-2,000	1,289	2.64	19,73,481	0.80
2,001-3,000	450	0.92	11,74,291	0.48
3,001-4,000	195	0.40	715,773	0.29
4,001-5,000	191	0.39	9,17,297	0.37
5,001-10,000	283	0.58	21,91,991	0.89
10,000 and above	397	0.81	5,98,60,501	24.36
Promoters and Promoter Group	4	0.01	17,20,22,209	70.01
<b>TOTAL</b>	<b>48,856</b>	<b>100</b>	<b>24,56,95,524</b>	<b>100</b>

**Verification:**

Basis review of the aforesaid information/ document, set out below is our analysis/ observations:

a) **For Acquirers and their related entities (including members of Promoter Group):**

i. During the Review Period, we did not notice any change in the shareholding of the Acquirers and their related entities (including members of Promoter Group), except as follows:

Name of shareholder	Date of dealing	Number of shares	Buy/ Sell/ Pledge	Mode
Ms. Shashi Kiran Shetty	20-02-2020	1183116	Disposal	Gift
Mr. Adarsh Hegde	20-02-2020	1183116	Acquisition	Gift

ii. As on date, the members of the Promoter Group (including the Acquirers) collectively hold 17,20,22,209 Equity Shares, representing to 70.01% paid up equity share capital of the Company.



b) **Top 25 Public Shareholders:**

- i. We have observed, during the Review Period, Top 25 Public Shareholders have overall (net) bought 7.76% equity shares of the Company.

The Acquirers have confirmed that neither them nor their related entities or other members of the Promoter Group have any connection, direct or indirect, with the Top 25 Public Shareholders.

- ii. We have observed that Acacia Banyan Partners, Acacia Conservation Fund LP & Others (who appears in Top 25 Public Shareholders) has made disclosure to Stock Exchanges about acquisition of 120,000 Equity Shares under Reg. 29(2) of SEBI (SAST) Regulations dated 9<sup>th</sup> March, 2020. However, as represented to us by the Company, the relevant disclosure was not made to the Company.

**Certification**

Based on our review of the Trade Data, we confirm the following as on August 05, 2021:

- a) the buying, selling and dealing in the Equity Shares carried out by Mr Shashi Kiran Shetty, Talentos Entertainment Private Limited and Avashya Holdings Private Limited and their related entities (including members of Promoter Group), and the Top 25 Public Shareholders, is in compliance with applicable provisions of the securities laws including compliance with Regulation 4(5) of the Delisting Regulations.
- b) None of the members of the Promoter Group (including the Acquirers) have, directly or indirectly, in connection with the proposed delisting of Equity Shares:
- i. employed any device, scheme or artifice to defraud any shareholder or other person; or
  - ii. engaged in any transaction or practice that operates as a fraud or deceit upon any shareholder or other person; or
  - iii. engaged in any act or practice that is fraudulent, deceptive or manipulative.

**Assumptions and Limitations of Scope and Review**

For the purposes of this DDR, we have relied only on the following:

- a) The Trade Data as provided to us by the Company;
- b) Declaration from the Acquirers that except as disclosed in the shareholding pattern filed by the Company in accordance with Regulation 31 of SEBI (LODR) Regulations, no member of the Promoter Group and/ or other related entities



hold any Equity Shares of the Company and none of the Top 25 Public Shareholders (during the Review Period) are related to any of the member or the Promoter Group (including the Acquirer) except Mr. Umesh Shetty, brother of Mr. Shashi Kiran Shetty, who has reclassified himself as public shareholder vide Stock Exchanges' approval dated April 07, 2017;

- c) The Acquirers have confirmed that Umesh Janardhan Shetty, Subhashini J Shetty, Shobha Shetty, Asha Suresh Shetty and Usha Satish Shetty are related to the members of the Promoter Group and were shown as part of the promoter and promoter group category in the shareholding pattern filed by the Company under Regulation 31 of the SEBI (LODR) Regulations till quarter ending March 2017. However, on April 07, 2017 vide Stock Exchanges' approval, they were reclassified to public category and as on date do not form part of the Promoter Group and also do not form part of the Top 25 Public Shareholders. Considering this, we have not verified the trades executed by Mr. Umesh Janardhan Shetty, Ms. Subhashini J Shetty, Ms. Shobha Shetty, Ms. Asha Suresh Shetty and Ms. Usha Satish Shetty, if any;
- d) Various concepts viz. defraud, deceit, fraudulent, deceptive, manipulative is used in the SEBI Delisting Regulations, however parameters/methodology for determining the same are not prescribed therein. By reading these terminologies it can be construed that the Acquirer shall not directly or indirectly cause any loss to the public shareholders by adopting any malpractice.

As per BSE Website, if we analyse the price of the shares of the Company for last two years, (on BSE portal) we observe that weighted average price as on July 22, 2021 is higher than August 7, 2019 (beginning of Review Period) and August 24, 2020 (date of first announcement of delisting).

Based on publicly available information, we have checked whether the Acquirer or the Company has common registered office or directorship. We do not have any negative observation.

From the above details, we can conclude that the Acquirers have not; (i) employed any device, scheme or artifice to defraud any shareholder or other person; (ii) engaged in any transaction or practice that operates as a fraud or deceit upon any shareholder or other person; and (iii) engaged in any act or practice that is fraudulent, deceptive or manipulative. Except marginal internal transfers, we notice that the Acquirers or their related entities (including members of Promoter Group) have not bought/sold shares of the Company from June 30, 2019 to June 30, 2021.

We do not express any opinion on the Floor price and/or the price at which the shares would ultimately be delisted. We have assumed that the Company/ Acquirer would comply with the applicable provisions related to Floor price. Further, we are not an investment adviser or tax advisor or a broker/ dealer. This report should not be construed as investment/ disinvestment advise.

- e) Certain Top 25 Public Shareholders are intermediaries registered with the Securities and Exchange Board of India ("SEBI"). This DDR shall not be



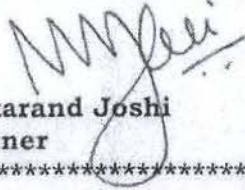
**MMJC**

construed as a certification for compliance with regulations applicable to intermediaries such as SEBI (Stock Brokers) Regulations, 1992, SEBI (Merchant Bankers) Regulations, 1992 etc.

- f) This DDR is based on due diligence of documents/ information shared with us by the Company for our review. Therefore, this due diligence shall not be construed as an investigation or forensic audit. We have not verified any books, documents including books of accounts of any third party.
- g) This DDR is solely for your information and it is not to be used, circulated, quoted or otherwise referred to for any purpose other than delisting purposes and as required under the Delisting Regulations.

Thanking you  
Yours faithfully  
**For MMJB & Associates LLP**  
**Practicing Company Secretaries**



  
**Makarand Joshi**  
**Partner**

\*\*\*\*\***END OF REPORT**\*\*\*\*\*



## *MMJB & Associates LLP*

### Company Secretaries

803-804, 8<sup>th</sup> Floor, Ecstasy, City of Joy, JSD Road, Mulund - West, Mumbai - 400080. (T) 21678100

#### RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

Under Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 read with Regulation 12(2) of SEBI (Delisting of Equity Shares) Regulations, 2021

1. For period : 6<sup>th</sup> February 2021 to 5<sup>th</sup> August 2021
2. ISIN : INE418H01029
3. Face Value : Rs. 2/- each
4. Name of the company : Allcargo Logistics Limited.
5. Registered Office Address : 6<sup>th</sup> Floor, Avashya House, CST Road, Kalina, Santacruz (East), Mumbai - 400098.
6. Correspondence Address : 6<sup>th</sup> Floor, Avashya House, CST Road, Kalina, Santacruz (East), Mumbai - 400098.
7. Telephone and Fax Nos. : Tel: +91 22 6679 8100  
Fax: +91 22 6679 8195
8. Email Address : secretarialdesk@allcargologistics.com
9. Name of the Stock Exchanges where Company's securities are listed : National Stock Exchange of India Limited and BSE Limited

	No. of shares	% of Total Issued capital
10. Issued Capital :	24,56,95,524	100.00
11. Listed Capital :	24,56,95,524	100.00
12. Held in Dematerialized form in CDSL :	1,47,71,980	6.01
13. Held in Dematerialized form in NSDL :	23,08,56,254	93.96
14. , Held in physical form :	67,290	0.03
15. Total No. of shares (12+13+14) :	24,56,95,524	100.00



16. Reasons for differences if any, : No difference  
between (10&11) (10&15)  
(11&15)

17. Certifying the details of changes in share capital during the period under consideration as per table below:

Particulars*	No. of Shares	Applied/ Not applied For listing	Listed on Stock Exchange (specify Name) for listing	Whether intimated to CDSL	Whether intimated to NSDL	In-Principle approval pending for Stock Exchange (specify names)
Not Applicable						

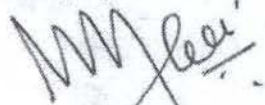
\*Rights, Bonus, Preferential Issue, ESOP's, Amalgamation, Conversion, Buy back, Capital Reduction, Forfeiture, Any other (to specify)

18. Register of Members is updated (Yes / : Yes  
No)
19. Reference to previous period with : Not Applicable  
regards to excess dematerialization of  
shares, if any
20. Has the company resolved the matter : Not Applicable  
mentioned in Point No. 19 above in the  
current period
21. Mention the total no. of request, if any, : Nil  
confirmed after 21 days and the total  
no. of requests pending beyond 21 days  
with the reasons for delay
22. Name, Telephone & Fax No. of the : Mr. Devanand Parshottam Mojidra  
Compliance officer of the Company  
Membership No: A14644  
Tel No: +91 22 6679 8100
23. Name, Address, Telephone & Fax No., : Mr. Makarand Joshi  
Regn. No. of the Auditor  
MMJB & Associates LLP  
Ecstasy, 803/804, 8<sup>th</sup> Floor,  
City of Joy, J.S.D Road,  
Mulund (West), Mumbai - 400080,  
Tel: 022-21678100  
Membership No: FCS 5533  
Fax No- NIL



24. Appointment of common agency for : Link Intime India Private Limited  
share registry work if yes (name & C 101, 247, Park L.B.S. Marg,  
address) Vikhroli (West), Mumbai - 400083  
Tel. No. +91 22 49186000  
Fax No. +91 22 49186060  
Email ID- rint.helpdesk@linkintime.co.in
25. Any other details that the auditor may : The Company has intimated to stock  
like to provide (e.g. BIFR Company, exchanges on July 21, 2021 for voluntarily  
delisting from SE, company changed its delisting of the Equity Shares from the  
name, etc.) stock exchanges where the Equity Shares  
are presently listed by making a delisting  
offer in accordance with the SEBI  
(Delisting of Equity Shares) Regulations,  
2021.

For MMJB & Associates LLP.  
Company Secretaries



Makarand Joshi  
Partner

C.P No: 3662

UDIN: F005533C000743811

Peer Review No.: L2020MH006700

Date: August 06, 2021

Place: Mumbai

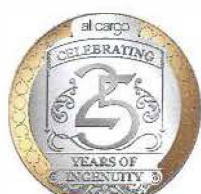




**Annexure C**

**Disclosures pursuant to Regulation 30 of the Listing Regulations and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015**

Particulars	
Reason for change viz. appointment, resignation, removal, death or otherwise;	Appointment of Mr Kaiwan Kalyaniwalla (DIN:00060776) as additional Non-Executive Non-Independent Director of the Company.
Date of appointment/cessation (as applicable) & term of appointment;	August 06, 2021  Appointed as additional Non-Executive Non-Independent Director, up to the date of ensuing Annual General Meeting
Brief profile (in case of appointment);	He is a Solicitor and Advocate of the Bombay High Court and a partner of Maneksha & Sethna, a law firm based in Mumbai. He has a bachelor's degree in economics and political science and a bachelor of laws degree from the University of Mumbai. Mr. Kalyaniwalla has been in the practice of law for over 33 years and is enrolled as a Solicitor of the Supreme Court of England and Wales His practice is predominantly in the field of corporate laws, property laws, tax laws and general commercial laws.
Disclosure of relationships between directors (in case of appointment of a director).	Nil



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