

<b>Listing Compliance and Legal Regulatory</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001  <b>BSE Scrip Code: 532749</b>	<b>Listing and Compliance</b> <b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block G Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 <b>NSE Symbol: ALLCARGO</b>
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June 14, 2019

Dear Sirs,

**Sub: Proceedings and Voting Results of Meeting of Equity Shareholders of the Company convened pursuant to Order of the Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench**

**Ref: Regulations 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations')**

Further to our communication dated May 13, 2019, enclosing Notice of NCLT Convened Meeting of Equity Shareholders, we wish to inform you that, the Equity Shareholders of the Company at the NCLT convened General Meeting held on June 14, 2019 at 10.00 a.m., have approved, with requisite majority, Scheme of Amalgamation (Merger by Absorption) of Allcargo Shipping Co. Private Limited ("ASCPL" or "the Transferor Company") with Allcargo Logistics Limited ("ALL" or "the Transferee Company") and their respective shareholders.

In this regard, please find enclosed the following:

- Summary of the proceedings of the NCLT Convened Meeting of Equity Shareholders of the Company as required under Regulation 30 read with Part A of Schedule III of the Listing Regulations - **Annexure A.**
- Combined voting results of the postal ballot, remote e-voting together with the voting conducted at the venue of the Meeting, as required under Regulation 44(3) of the Listing Regulations - **Annexure B.**
- The Scrutinizer's Report dated June 14, 2019, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 - **Annexure C.**

Please note that the said Scheme shall now be subject to further approval of other regulatory authorities including approval of Mumbai bench of Hon'ble National Company Law Tribunal.



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CIN: L63010MH2004PLC073508 | GSTN: 27AACCA2894D1Z5

The Meeting concluded at 10.55 a.m.

The Voting Results along with the Scrutinizer's Report dated June 14, 2019 is made available on the Company's website at [www.allcargologistics.com](http://www.allcargologistics.com).

This is for your information and records.

For Allcargo Logistics Limited



Devanand Mojindra  
Company Secretary



Encl: a/a



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## Annexure A

### Summary of the proceedings of the Meeting of the Equity Shareholders of Allcargo Logistics Limited convened by the Hon'ble National Company Law Tribunal, Mumbai Bench.

The Meeting of the Equity Shareholders of Allcargo Logistics Limited (the "Company") convened by the Hon'ble National Company Law Tribunal, Mumbai Bench (Meeting) was held on Friday, June 14, 2019 at 10.00 a.m. at Avashya House, CST Road, Kalina, Santacruz (East), Mumbai – 400 098.

Ms Laxmi Chauhan, Chairperson informed that the Meeting was convened pursuant to the Order of the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) dated April 22, 2019 (Order) in the matter of the Scheme of Amalgamation (Merger by Absorption) of Allcargo Shipping Co. Private Limited (Transferor Company) with the Company and their respective shareholders (Scheme). She further informed that vide the said Order, the NCLT had appointed her as Chairperson to preside over the Meeting.

The requisite quorum being present, the Chairperson called the meeting to order.

The Notice of the Meeting, the Explanatory Statement under Section 230(3), 232(2) and 102 of the Companies Act, 2013 (the "Act") read with Rules framed thereunder and the Scheme, had already been dispatched to all the Members. With the consent of the Members, the Notice convening the Meeting was taken as read.

The Chairperson then provided a brief background and rationale for the Scheme.

The following Resolution set out in the Notice convening the Meeting was put to the Members for voting:

Item No	Details of the Agenda	Resolution required
1.	Approval of Scheme of Amalgamation (Merger by Absorption) of Allcargo Shipping Co. Private Limited (Transferor Company) with the Company and their respective shareholders and creditors.	Requisite Majority

*\*Majority of persons representing three-fourths in value*

The Chairperson informed the Members that as required under the Act read with Rules framed thereunder and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has provided its shareholders the facility to cast their vote through postal ballot and through remote e-voting administered by the Central Depository Services (India) Limited. Further,



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the Chairperson also informed that the facility of voting through Ballot paper available at the venue of the Meeting for the Members who had earlier not voted through remote e-voting and postal ballot facility.

The Chairperson informed the Members that Mr.P.N.Parikh (FCS No. 327) of M/s. Parikh and Associates, Company Secretaries had been appointed by NCLT as Scrutinizer to conduct the Postal Ballot process, to supervise that the postal ballot, remote e-voting and voting at the Meeting was done in a fair and transparent manner.

The Chairperson invited the Members to express their views, ask questions and seek clarifications on the Scheme. The questions asked and clarifications sought by the Members were appropriately responded.

The Chairperson thanked the Members for attending and participating in the Meeting. The Chairman authorized the Company Secretary to carry out the voting process and declare the results of voting to the stock exchanges where the equity shares of the Company are listed.

The Scrutinizer's Report was received after conclusion of the Meeting on June 14, 2019. The Resolution was passed with the requisite majority.

**For Allcargo Logistics Limited**



**Devanand Mojindra**  
Company Secretary



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**Annexure B**  
**Details of Voting Results at NCLT convened Meeting of Equity Shareholders of Allcargo Logistics Limited held on June 14, 2019**

{Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

**A. Details of Attendance at the Meeting**

Particulars	Details
Date of NCLT Convened General Meeting	June 14, 2019
Total number of Equity Shareholders as on the Cut-off date of May 3, 2019	59069
No of Shareholders present in the meeting either in person or through proxy	
a) Promoters & Promoter Group	2
b) Public	55
No of Shareholders attended the meeting through video conferencing	
a) Promoters & Promoter Group	NA
b) Public	NA
Details of Agenda	Approval of the Scheme of Amalgamation (Merger by Absorption) of Allcargo Shipping Co. Private Limited with Allcargo Logistics Limited and their respective shareholders
Resolution required	Majority of persons representing three-fourths in value of members as required under section 230 of the Companies Act, 2013.
Mode of Voting	Postal Ballot & Remote E-voting before the Meeting and Voting at the Meeting
Voting results	Approved by requisite majority



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## B. Consolidated results of Voting

Resolution Required : (Special)			Approval of the Scheme of Amalgamation (Merger by Absorption) of Allcargo Shipping Co. Private Limited with Allcargo Logistics Limited and their respective shareholders					
Whether promoter/ promoter group are interested in the agenda/resolution?			None of the Promoters/ Promoter Group has any material interest, direct or indirect, in the scheme except to the extent of their respective Shareholdings in the Company.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	172022209	171872209	99.9128	171872209	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		171872209	99.9128	171872209	0	100.0000	0.0000
Public Institutions	E-Voting	38169467	35055495	91.8417	35055495	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		35055495	91.8417	35055495	0	100.0000	0.0000
Public Non Institutions	E-Voting	35503848	441053	1.2423	439393	1660	99.6236	0.3764
	Poll		472	0.0013	472	0	100.0000	0.0000
	Postal Ballot		2426	0.0068	2426	0	100.0000	0.0000
	Total		443951	1.2504	442291	1660	99.6261	0.3739
Total		245695524	207371655	84.4019	207369995	1660	99.9992	0.0008

Invalid votes: 150 shares

For ALLCARGO LOGISTICS LIMITED

  
Devanand Mojindra  
Company Secretary



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**PARIKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Annexure C.

Office :

111, 11th Floor, Sai-Dwar CHS Ltd,  
Sab TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

To,  
The Chairperson appointed for the National Company Law Tribunal,  
Mumbai Bench Convened Meeting of Equity Shareholders of  
Allcargo Logistics Limited-  
6<sup>th</sup> Floor, Avashya House, CST Road, Kalina,  
Santacruz (E),  
Mumbai 400098

Dear Madam,

**Sub: Consolidated Scrutinizer's Report on remote e-voting/ postal ballot conducted pursuant to the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended and voting at the National Company Law Tribunal, Mumbai Bench ("NCLT") convened meeting of the equity shareholders of Allcargo Logistics Limited held on Friday, June 14, 2019 at 10:00 a.m. at 5th Floor, Avashya House, CST Road, Kalina, Santacruz (E), Mumbai 400098.**

I, P. N. Parikh of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer, vide order dated April 22, 2019 of the National Company Law Tribunal, Mumbai Bench, for Allcargo Logistics Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended to conduct the remote e-voting process and to scrutinize the postal ballot forms received from the shareholders in respect of the below mentioned resolution proposed at the NCLT convened meeting of the Equity Shareholders of Allcargo Logistics Limited ("the Company").

I was also appointed as Scrutinizer to scrutinize the voting process at the said NCLT convened meeting of the equity shareholders held on June 14, 2019.

The Notice of the meeting dated May 08, 2019 along with statement setting out material facts under Section 230(3) read with Section 102 and other applicable provisions of the Companies Act, 2013 as confirmed by the Company were sent to the Equity Shareholders in respect of the below mentioned resolution proposed at the NCLT convened meeting.



The Company had provided the Equity Shareholders with the facility for casting their votes either by way of postal ballot or by way of remote e-voting using facility offered by Central Depository Services (India) Limited ("CDSL").

The Company had provided voting by ballot paper to the Equity Shareholders present at the NCLT convened meeting of the Equity Shareholders and who had not cast their vote earlier through remote e-voting facility or by postal ballot.

The Equity Shareholders of the Company holding shares as on the "cut-off" date of May 03, 2019 were entitled to vote on the resolution as contained in the Notice of the NCLT convened meeting of the Equity Shareholders.

The voting period for remote e-voting as well as Postal Ballot commenced on Wednesday, May 15, 2019 at 09:00 a.m. (IST) and ended on Thursday, June 13, 2019 at 05:00 p.m. (IST) and the CDSL e-voting platform was disabled thereafter.

The votes cast under remote e-voting facility were unblocked in the presence of two witnesses who were not in the employment of the Company. Postal ballot forms received up to Thursday, June 13, 2019 at 05:00 p.m. (IST) were also considered and scrutinized.

On June 14, 2019, at the venue of the NCLT convened meeting, the Chairperson of the NCLT convened meeting directed for conducting the voting by ballot paper for the Equity Shareholders who were present at the meeting but who had not cast their vote earlier through the postal ballot or the remote e-voting module of CDSL.

After the closure of the voting at the NCLT convened meeting of the Equity Shareholders, the report on the voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system.

The voting done through postal ballot and remote e-voting were reconciled with the records maintained by the Company and CDSL and the authorizations lodged with the Company.

The Postal ballot forms and remote e-voting including voting by ballot paper at the NCLT convened meeting, which were incomplete and/or which were otherwise found defective have been treated as invalid.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to postal ballots and remote e-voting and the voting by ballot paper at the venue of the meeting on the resolution contained in the Notice of the NCLT convened meeting.





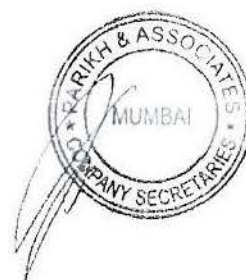
My responsibility as scrutinizer for the postal ballots and remote e-voting and the voting by ballot paper at the venue of the meeting is restricted to making a Scrutinizers Report of the votes cast in favour or against the Resolution.

I now submit my consolidated Report as under on the result of the remote e-voting/ Postal Ballot forms and the voting by ballot paper at the venue of the NCLT convened meeting in respect of the said Resolution.

**Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, as amended from time to time, and the Rules framed there under (the "Act") (including any statutory modification(s) thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any, Memorandum and Articles of Association of the Company and subject to the approval by the Hon'ble National Company Law Tribunal(s), and further subject to such other consents, approvals, direction and permissions being obtained from appropriate authorities to the extent applicable or necessary, and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the approval of the Equity Shareholders be and are hereby accorded to the arrangement(s) embodied in the Scheme of Amalgamation (Merger by Absorption) of Allcargo Shipping Co. Private Limited ("ASCPL" or "the Transferor Company") with Allcargo Logistics Limited ("ALL" or "the Transferee Company") and their respective shareholders ("Scheme") as attached to the notice, which be and is hereby approved"

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement(s) embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal(s) and/or any other authority(ies) while sanctioning the Amalgamation (Merger by Absorption) as embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."



(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
164	20,73,69,995	100.00 (Rounded-off)

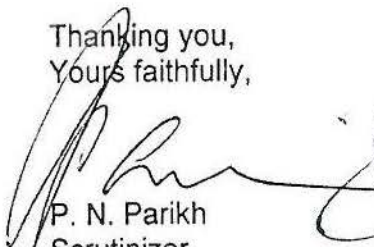
(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	1,660	0.00

(iii) Invalid votes:

Number of members voted	Number of invalid votes cast by them
1	150

Thanking you,  
Yours faithfully,

  
P. N. Parikh  
Scrutinizer



**Parikh & Associates**  
**Practising Company Secretaries**  
FCS: 327 CP No.: 1228  
111, 11<sup>th</sup> Floor, Sai Dwar CHS Ltd  
Sab TV Lane, Opp. Laxmi Indl. Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri (West), Mumbai – 400053

Place: Mumbai

Dated: June 14, 2019