

<p>The Manager - Department of Corporate Services, <b>BSE Limited</b>, 25th Floor, Phiroze Jeejeebhoy Towers, 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, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 <b>NSE Symbol: ALLCARGO</b></p>
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December 23, 2021

Dear Sir/ Madam,

**Subject: Outcome of the meeting of the Board of Directors of Allcargo Logistics Limited (“Demerged Company” or the “Company”) held on December 23, 2021, in accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”).**

Pursuant to Regulation 30 of the SEBI LODR Regulations, we hereby inform that based on the recommendation of the Audit Committee and Independent Directors Meeting, the Board of Directors of the Company at its meeting held today, i.e. December 23, 2021 has inter-alia, considered and approved to restructure the business of the Company by way of a Scheme of Arrangement and Demerger (“**Scheme**”), whereby:

- (1) Container Freight Station/Inland Container Depots and any other related logistics businesses of the Company (“**Demerged Undertaking 1**”) will be demerged into Allcargo Terminals Private Limited (*The members of Allcargo Terminals Private Limited had approved its conversion from private limited into public limited vide special resolution passed at its Extraordinary General Meeting dated December 10, 2021 for which necessary forms has been filed with Registrar of Companies, Mumbai and approval for the same is awaited*) (the “**Resulting Company 1**” or “**ATPL**”); and
- (2) Engineering and Equipment Leasing and Hiring Solutions, Logistics Park, Warehousing, Real Estate Development and Leasing Activities and other related businesses of the Company (“**Demerged Undertaking 2**”) will be demerged into TransIndia Realty & Logistics Parks Limited (the “**Resulting Company 2**” or “**TRLPL**”),

on a going concern basis with effect from the Appointed Date i.e. April 1, 2022.

The transaction is proposed through a Scheme of Arrangement and Demerger under Section 230 - 232 read with applicable provisions of the Companies Act, 2013 (the “**Act**”).

The said Scheme would be subject to requisite approvals of the National Company Law Tribunal, BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India and other statutory / regulatory authorities, including those from the shareholders and creditors of the Company, Resulting Company 1 and Resulting Company 2, as may be applicable.



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CIN: L63010MH2004PLC073508 | GSTN: 27AACCA2894D1Z5



The information pursuant to Regulation 30 of the SEBI LODR Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 is also enclosed herewith as **Annexure I**.

Further, pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Share Dealing Code of the Company, the Company had informed the Stock Exchanges vide its letter dated December 15, 2021, regarding, the closure the trading window for dealing in the securities of the Company, which shall stand open from Monday, December 27, 2021.

The meeting of Board of Directors commenced at 2:30 p.m. and concluded at 06:15 p.m.

Kindly take the above on record.

Thanking you,

Yours faithfully,  
**For Allcargo Logistics Limited**



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



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**Annexure - I**

Disclosure of information pursuant to Regulation 30 of SEBI LODR Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015.

Sr. No.	Particulars	Details														
a.	Brief details of the division(s) to be demerged:	<p>Presently, the Company has following business segments:</p> <p>1) Multimodal Transport Operations 2) Container Freight Stations &amp; Inland Containers Depots 3) Project and Engineering Solutions 4) Logistics Park 5) Express Distribution</p> <p>The Company would demerge its business segments including assets, investments, liabilities, rights, benefits, interests and obligations (as specifically set out in the scheme) as mentioned below:</p> <p>a. Container Freight Station/Inland Container Depots and any other related logistics businesses ("<b>Demerged Undertaking 1</b>") into Allcargo Terminals Private Limited (the "<b>Resulting Company 1</b>" or "<b>ATPL</b>").</p> <p>b. Engineering and Equipment Leasing and Hiring Solutions, Logistics Park, Warehousing, Real Estate Development and Leasing Activities and other related businesses ("<b>Demerged Undertaking 2</b>") into TransIndia Realty &amp; Logistics Parks Limited (the "<b>Resulting Company 2</b>" or "<b>TRLPL</b>").</p> <p>The Company would continue to run and operate remaining businesses.</p>														
b.	Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year/ based on financials of the last financial year.	<table><tr><th>Particulars</th><th>Total Standalone Revenue from Demerged Undertaking 1 (Amount in Lakhs)</th><th>% to Standalone turnover of Demerged Company</th><th>Total Standalone Revenue from Demerged Undertaking 2 (Amount in Lakhs)</th><th>% to Standalone turnover of Demerged Company</th></tr><tr><td>Demerged Undertakings (for the Half Year September 30, 2021)</td><td>22,868</td><td>15.82</td><td>8,096</td><td>5.60</td></tr></table>	Particulars	Total Standalone Revenue from Demerged Undertaking 1 (Amount in Lakhs)	% to Standalone turnover of Demerged Company	Total Standalone Revenue from Demerged Undertaking 2 (Amount in Lakhs)	% to Standalone turnover of Demerged Company	Demerged Undertakings (for the Half Year September 30, 2021)	22,868	15.82	8,096	5.60				
Particulars	Total Standalone Revenue from Demerged Undertaking 1 (Amount in Lakhs)	% to Standalone turnover of Demerged Company	Total Standalone Revenue from Demerged Undertaking 2 (Amount in Lakhs)	% to Standalone turnover of Demerged Company												
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		Demerged Undertakings (for the year ended March 31, 2021)	46,403	23.55	14,510	7.36
c.	Rationale for demerger	<p>The Demerger will unlock value for all businesses and result in shareholder value maximisation.</p> <p>Rationale of Demerger:</p> <ol style="list-style-type: none"> <li>1. The Demerged Undertakings and the Remaining Business have both achieved scale and experience to sustain business on the basis of their own strengths. Additionally, both businesses deal with different sets of industry dynamics in the form of nature of risks, competition, challenges, opportunities and business methods. Hence, segregation of the two undertakings would enable focused managements to explore the potential business opportunities more effectively and efficiently.</li> <li>2. Demerger will enable both Demerged Company and the Resulting Companies to enhance business operations by streamlining operations, cutting costs, more efficient management control and outlining independent growth strategies.</li> <li>3. Each undertaking will be able to target and attract new investors with specific knowledge, expertise and risk appetite corresponding to their own businesses. Thus, each undertaking will have its own set of likeminded investors, thereby providing the necessary funding impetus to the long-term growth strategies of each business.</li> <li>4. Demerger will enhance efficiencies and will have different business interest into separate corporate entity, resulting in operational synergies, simplification, focused management, streamlining and optimization of the group structure and efficient administration.</li> <li>5. Pursuant to the Scheme, the equity shares issued by the Resulting Companies would be listed on BSE Limited and National Stock Exchange of India Limited and will unlock the value of the Demerged Undertakings for the shareholders of the Demerged Company. Further, the existing shareholders of the Demerged Company would hold the shares of three (3) listed entities, after the Scheme becoming effective, giving them flexibility in managing their investments in the three businesses having differential dynamics.</li> </ol>				
d.	Brief details of change in	The shares will be issued by the Resulting Company 1 and Resulting Company 2 in the same proportion (on the basis of Share Entitlement)				



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	<p>shareholding pattern (if any) of all entities;</p>	<p>Ratio) in which the shareholders hold the shares in the Company, subject to receipt of regulatory approvals, the overall economic interest of the equity shareholders of the Company shall remain the same in all the Companies.</p> <p>The shareholding pattern of the Company, Resulting Company 1 and Resulting Company 2 post demerger would be as follows:</p> <p>Demerged Company:</p> <table border="1"> <thead> <tr> <th>Category</th><th>No. of Equity shares</th><th>%</th></tr> </thead> <tbody> <tr> <td>Promoter &amp; Promoter Group</td><td>17,17,86,209</td><td>69.92</td></tr> <tr> <td>Public</td><td>7,39,09,315</td><td>30.08</td></tr> <tr> <td><b>Total</b></td><td><b>24,56,95,524</b></td><td><b>100</b></td></tr> </tbody> </table> <p>Resulting Company 1:</p> <table border="1"> <thead> <tr> <th>Category</th><th>No. of Equity shares</th><th>%</th></tr> </thead> <tbody> <tr> <td>Promoter &amp; Promoter Group</td><td>17,17,86,209</td><td>69.92</td></tr> <tr> <td>Public</td><td>7,39,09,315</td><td>30.08</td></tr> <tr> <td><b>Total</b></td><td><b>24,56,95,524</b></td><td><b>100</b></td></tr> </tbody> </table> <p>Resulting Company 2:</p> <table border="1"> <thead> <tr> <th>Category</th><th>No. of Equity shares</th><th>%</th></tr> </thead> <tbody> <tr> <td>Promoter &amp; Promoter Group</td><td>17,17,86,209</td><td>69.92</td></tr> <tr> <td>Public</td><td>7,39,09,315</td><td>30.08</td></tr> <tr> <td><b>Total</b></td><td><b>24,56,95,524</b></td><td><b>100</b></td></tr> </tbody> </table>	Category	No. of Equity shares	%	Promoter & Promoter Group	17,17,86,209	69.92	Public	7,39,09,315	30.08	<b>Total</b>	<b>24,56,95,524</b>	<b>100</b>	Category	No. of Equity shares	%	Promoter & Promoter Group	17,17,86,209	69.92	Public	7,39,09,315	30.08	<b>Total</b>	<b>24,56,95,524</b>	<b>100</b>	Category	No. of Equity shares	%	Promoter & Promoter Group	17,17,86,209	69.92	Public	7,39,09,315	30.08	<b>Total</b>	<b>24,56,95,524</b>	<b>100</b>
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<p>e.</p>	<p>In case of cash consideration Amount or otherwise share exchange ratio;</p>	<p>No cash consideration is payable under the Scheme. The Resulting Company 1 and Resulting Company 2 will issue equity shares to the shareholders of the Company as under:</p> <p>(a) Upon the coming into effect of this Scheme and in consideration of the demerger of the Demerged Undertaking 1 in the Resulting Company 1 pursuant to this Scheme, the Resulting Company 1 shall, without any further act or deed and without any further payment, issue and allot equity shares (hereinafter also referred to as the "New Equity Shares of Resulting Company 1") at par on a proportionate basis to each member of the Demerged Company, whose name is recorded in the register of members of the Demerged Company as holding shares on the Record Date, in the ratio of 1 (One) equity shares of Rs 2/- (Rupees Two) each fully paid up of Resulting Company 1 for every 1 (One) equity share of Rs 2/- (Rupees Two) each fully paid up held in the Demerged Company;</p>																																				



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		<p>(b) Upon the coming into effect of this Scheme and in consideration of the demerger of the Demerged Undertaking 2 in the Resulting Company 2 pursuant to this Scheme, the Resulting Company 2 shall, without any further act or deed and without any further payment, issue and allot equity shares (hereinafter also referred to as the "New Equity Shares of Resulting Company 2") at par on a proportionate basis to each member of the Demerged Company, whose name is recorded in the register of members of the Demerged Company as holding shares on the Record Date, in the ratio of 1 (One) equity shares of Rs 2/- (Rupees Two) each fully paid up of Resulting Company 2 for every 1 (One) equity share of Rs 2/- (Rupees Two) each fully paid up held in the Demerged Company.</p>
f.	Whether listing would be sought for the resulting entity.	Yes, The Resulting Company 1 and Resulting Company 2 will make an application with the BSE Limited and the National Stock Exchange of India Limited for listing of its equity shares in compliance with SEBI Master Circular No SEBI/ HO/ CFD/ DIL1/ CIR/ P/ 2021/ 0000000665 dated November 23, 2021, as amended and relevant regulations thereof.

**For Allcargo Logistics Limited**



**Devanand Mojidra**  
**Company Secretary & Compliance Officer**



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