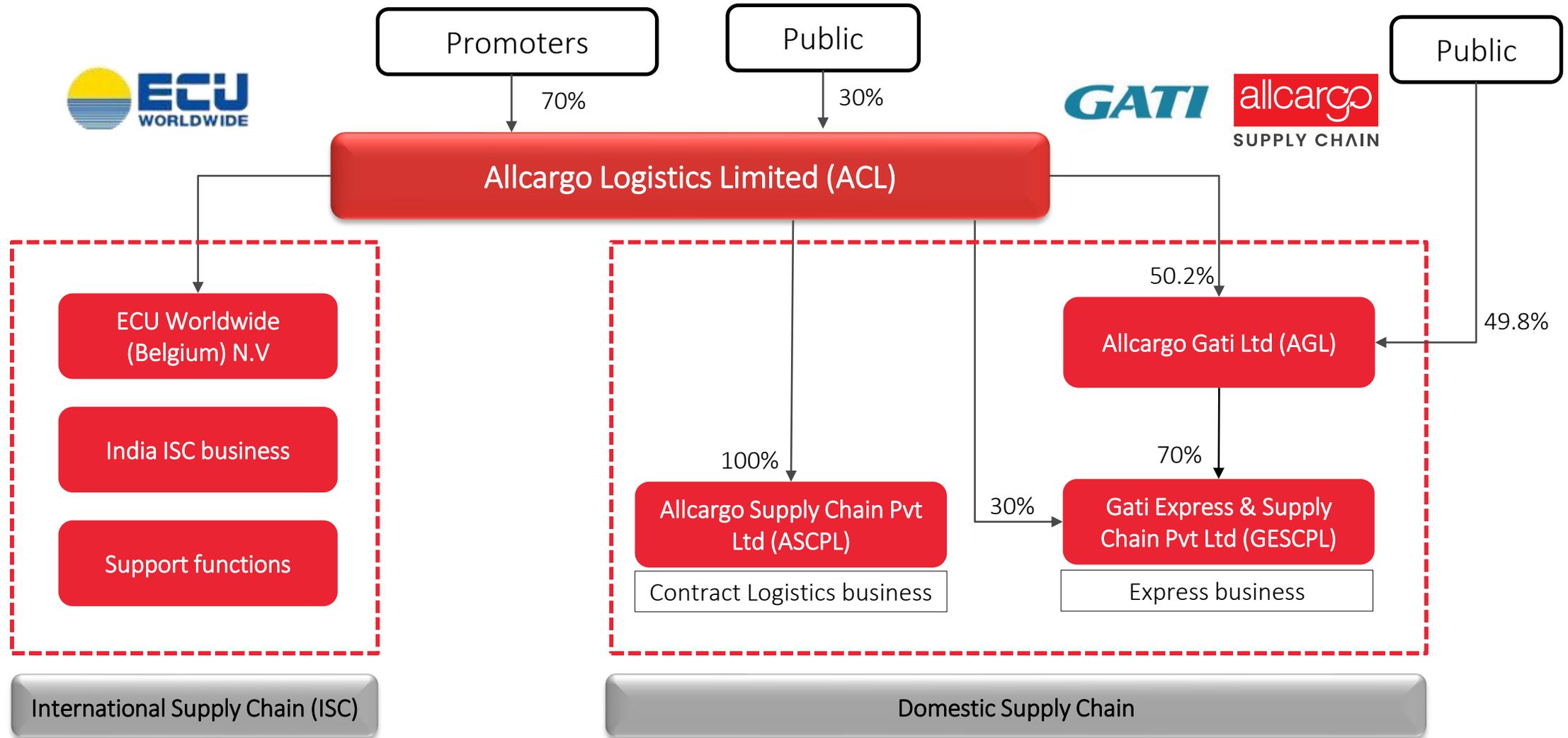




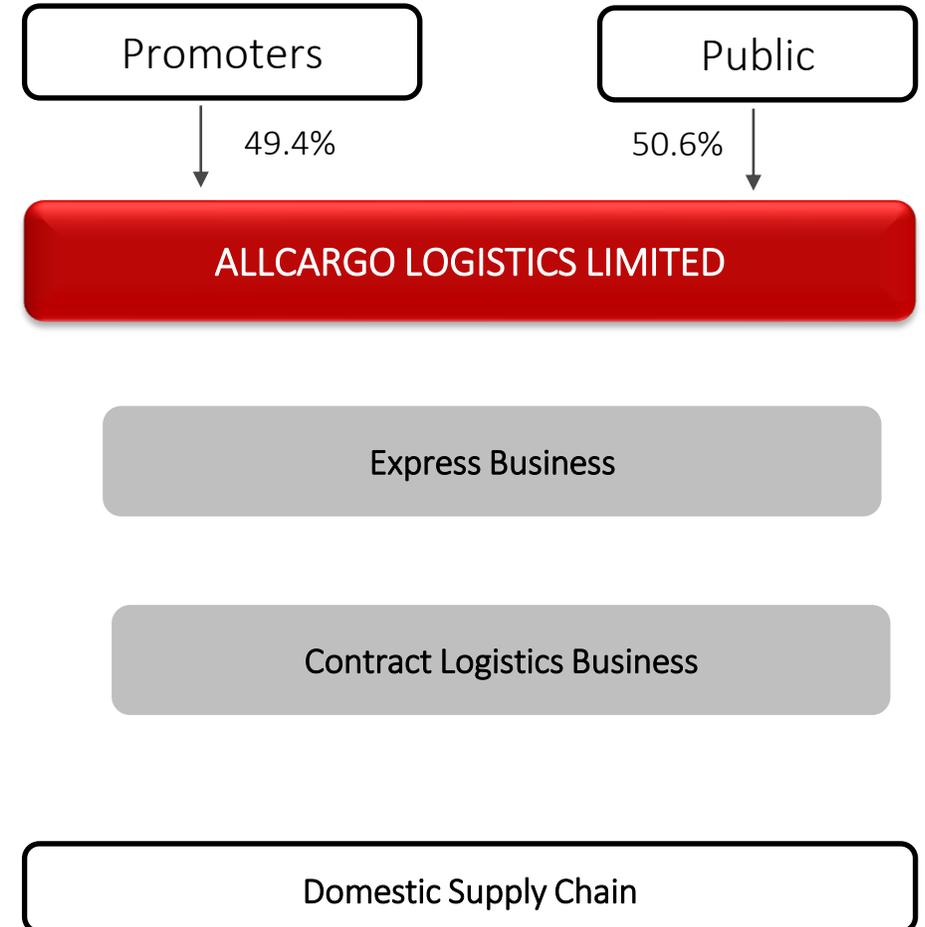
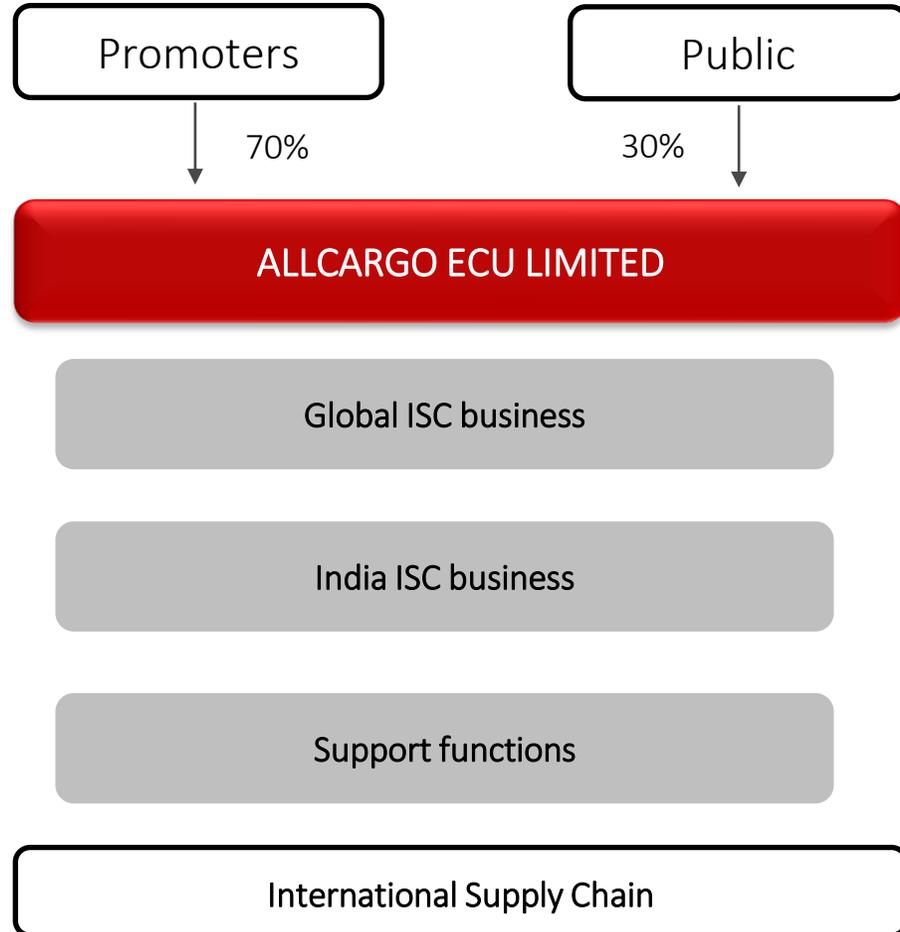
COMPOSITE SCHEME OF ARRANGEMENT

January 2024

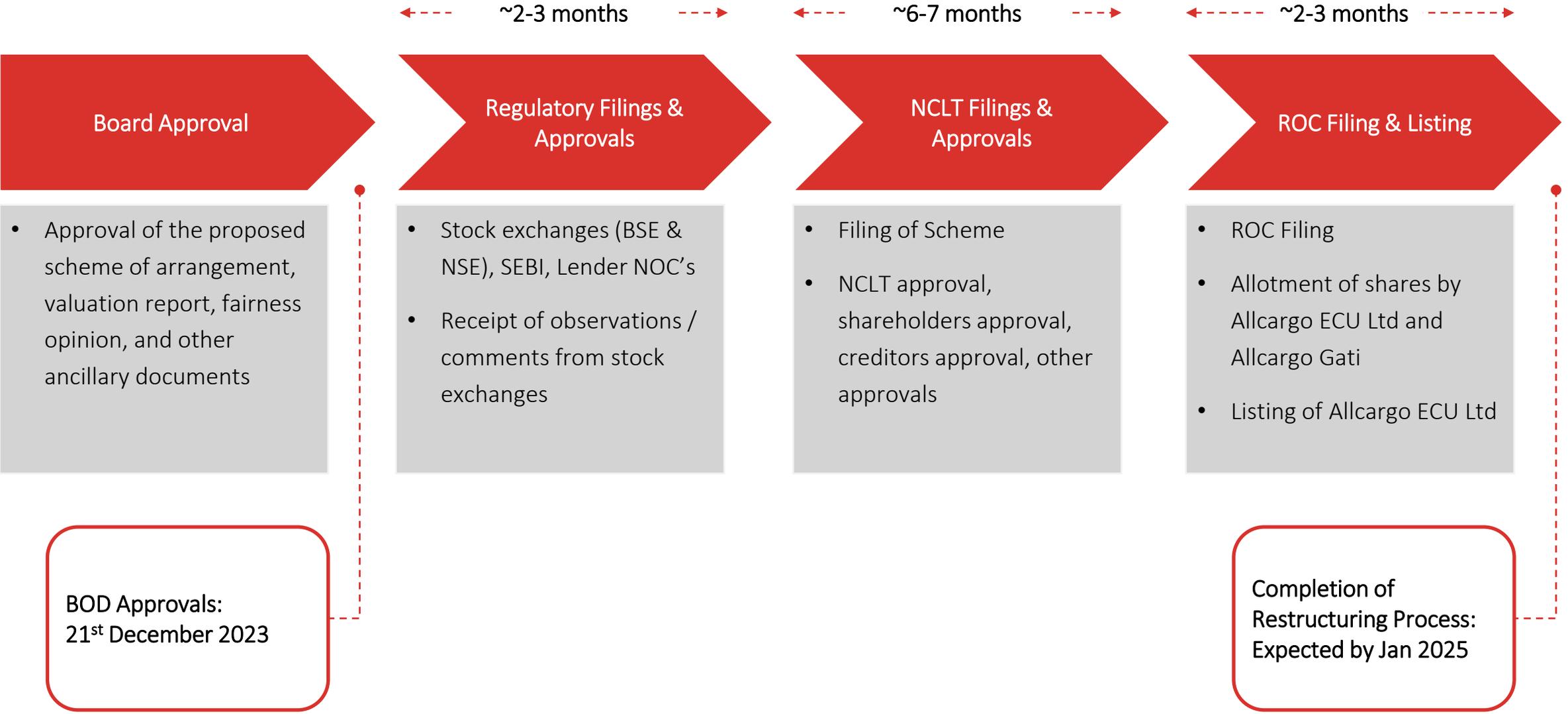
ALLCARGO LOGISTICS & ALLCARGO GATI : EXISTING CORPORATE STRUCTURE



SIMPLIFIED CORPORATE STRUCTURE POST RESTRUCTURING



KEY MILESTONES, INDICATIVE TIMELINES & APPROVALS REQUIRED



Demerger of International Supply Chain business

Demerger of the International Supply Chain business from Allcargo Logistics Ltd into a new entity Allcargo ECU Ltd. It is a mirror Demerger with 1:1 entitlement ratio. Each shareholder of Allcargo Logistics holding 1 share will also receive 1 share of Allcargo ECU

Particulars	Reference	Values
No. of outstanding shares of Allcargo Logistics	A	98.3 cr
Swap ratio for demerger*	B	1:1
Shares of Allcargo ECU to be issued	C = AxB	98.3 cr

**No valuation is assigned as the deal involves mirror demerger*

Merger of Allcargo Gati (Express + Contract logistics) into Allcargo Logistics

- Amalgamation of GESPL and ASCPL into Allcargo Gati and issuance of equity shares of Allcargo Gati to the shareholders of GESPL and ASCPL respectively (To the extent not held by Allcargo Gati).
- Allcargo Gati to merge into Allcargo Logistics

Particulars	Reference	Valuation
Valuation of Allcargo Gati (based on SEBI guidelines, approximate per share price of Rs. 154)	A	~Rs. 2,025 cr
Valuation of GESPL (derived through Allcargo Gati valuation)	B	~Rs. 2,650 cr
Valuation of ASCPL (based on Independent valuers' report)	C	~Rs. 720 cr

Merger of Allcargo Gati (Express + Contract logistics) into Allcargo Logistics

Particulars	Reference	Value
No. of outstanding Equity shares of Allcargo Gati	D	13.0 cr
No. of outstanding Equity shares of Allcargo Gati (excluding shares with Allcargo Logistics)	E	6.5 cr
Swap ratio	F	63:10
New shares to be issued on Merger to Allcargo Gati shareholders	$G = E \times F$	40.9 cr
No. of existing outstanding Equity shares of Allcargo Logistics	H	98.3 cr
Total number of shares post-completion of transaction	$I = G + H$	139.2 cr

- Anyone holding 10 shares of Allcargo Logistics will end up holding 10 shares of Allcargo ECU which will house the international supply chain business and 10 shares of Allcargo Logistics which will house the express business and contract logistics business, there will be no holding structure under it.
- Shareholders of Allcargo Gati holding 10 shares will get 63 shares of Allcargo Logistics which will house the express business and contract logistics business.
- Each Allcargo Gati share today is effectively worth 6.3 shares of resulting Allcargo Logistics which will be the combined business of Express & Contract logistics
- Allcargo Logistics as of today represents the combination of Allcargo ECU Ltd and resulting Allcargo Logistics.

OPERATING BUSINESS ENTITIES: DOMESTIC SUPPLY CHAIN (FY23)

(Rs. in crores)	GESCPL (Express Business)	ASCPL (Contract Logistics)
Revenue	1,469	341
Gross profit	411	160
<i>Gross Margin %</i>	28.0%	47.0%
EBITDA	72	121
<i>EBITDA Margin %</i>	4.9%	35.4%
Depreciation	59	79
EBIT	14	42
<i>EBIT Margin %</i>	0.9%	12.3%
Other income	18	3
Interest expense	30	26
PBT	2	20
Taxes & exceptional items	7	5
Net profit	-5	14

Note 1 - For Express business, Depreciation on RoU assets & Interest Expense on lease obligation was 45 cr & 16 cr respectively

Note 2 - For CL business, Depreciation on RoU assets & Interest Expense on lease obligation was 72 cr & 24 cr respectively

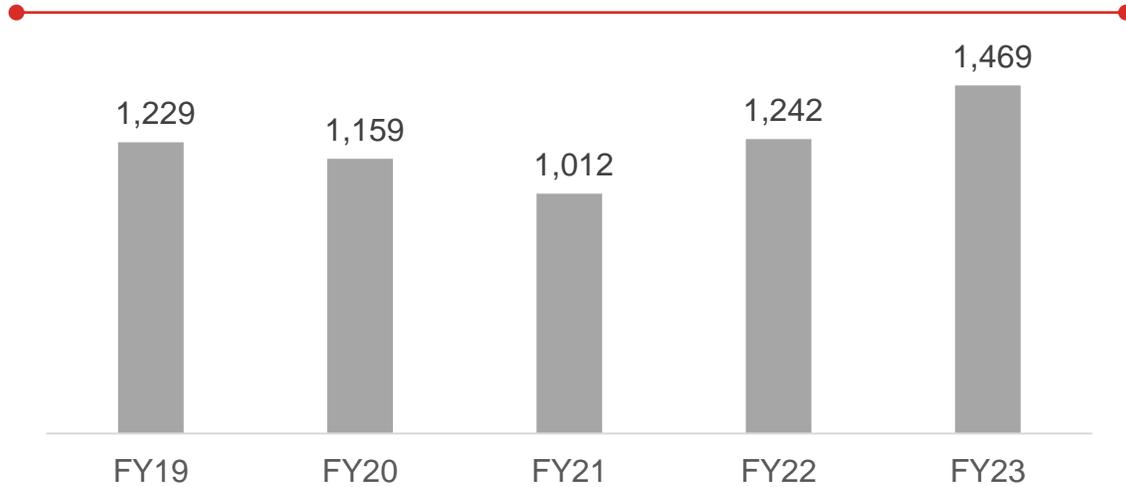
POST MERGER OPERATING BUSINESS COMPARISON

Particulars	Allcargo Gati	Allcargo Logistics (post-transaction)
Effective ownership of express business	70%	100%
Effective ownership of contract logistics	0%	100%
Total no. of shares	13.0 cr	139.2 cr
Operating business EBITDA (FY 23)	Rs. 72 cr	Rs. 193 cr (Including CL business)
Profit before tax	Rs. 2 cr	Rs. 22 cr
Effective shareholding for every 10 shares of Allcargo Gati	10	63
Effective shareholding for 1% shares of Allcargo Gati	1% (13 lakh shares)	0.6% (82 lakh shares)

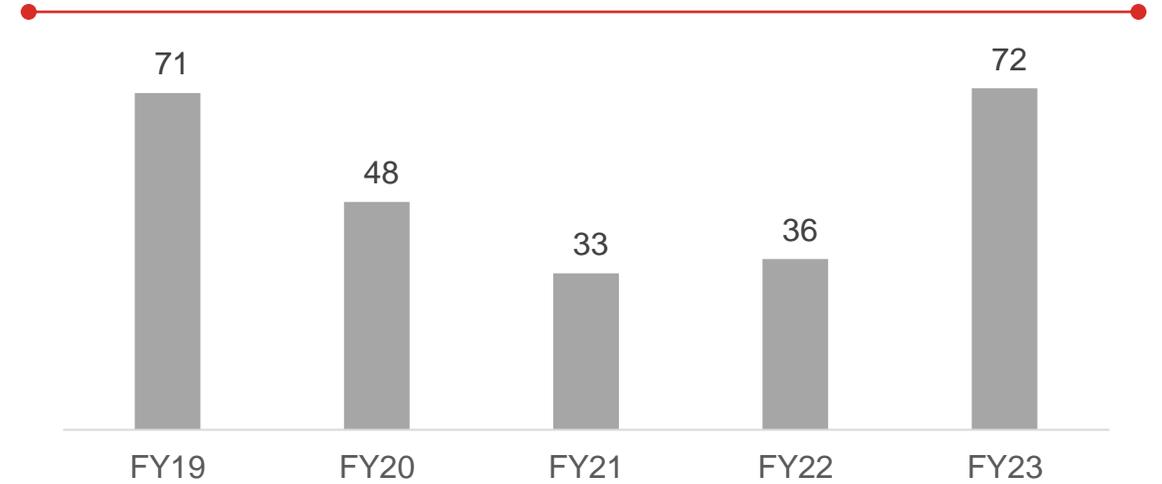
Following the transaction, Allcargo Logistics will have a net debt of Rs. 250 - 300 cr.

OPERATING BUSINESS: KEY FINANCIAL TRENDS

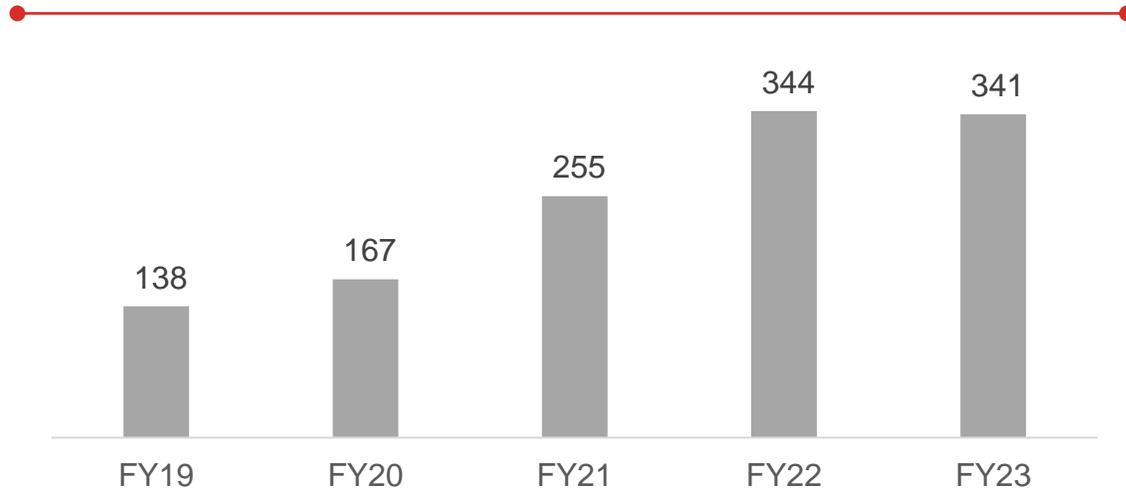
Express Business Revenue (₹ Cr)



Express Business EBITDA (₹ Cr)



Contract Logistics Revenue (₹ Cr)



Contract Logistics EBITDA (₹ Cr)

