

**ALLCARGO LOGISTICS LIMITED**

CIN: L63010MH2004PLC073508

Registered Office: 6<sup>th</sup> Floor, Allcargo House, CST Road, Kalina, Santacruz (E), Mumbai – 400098Tel: +91 22 66798100; Website: [www.allcargologistics.com](http://www.allcargologistics.com); Email ID: [investor.relations@allcargologistics.com](mailto:investor.relations@allcargologistics.com)**POSTAL BALLOT NOTICE**

**NOTICE PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED, READ WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED.**

Dear Member(s),

Notice is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for conducting postal ballot process through e-voting vide General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022 and 11/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022 and December 28, 2022 respectively, (collectively termed as “**MCA Circulars**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) and other applicable laws, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the Members of Allcargo Logistics Limited (the “**Company**”), to consider and if thought fit to pass the resolutions set out herein below by way of Postal Ballot through Electronic Voting process (“**e-Voting**”).

The proposed resolutions along with the explanatory statements, pursuant to Section 102 of the Act and other applicable laws, pertaining to the said resolutions setting out the material facts and the reasons thereof, are also appended. Only Members of the Company as on Friday, February 17, 2023 (“**cut-off date**”) are entitled to cast their vote electronically and any other person who is not a member of the Company shall treat this Notice for information purpose only.

Pursuant to the provision of Section 110 of the Act read with Rule 22 of the Management Rules, the Board of Directors of the Company (the “**Board**”) appointed Mr. Dhrumil Shah (Membership No. FCS 8021 and CP No 8978) of M/s Dhrumil M Shah & Co., Practicing Company Secretaries, Mumbai as the scrutinizer for conducting the Postal Ballot through e-Voting process in a fair and transparent manner. The voting will commence on Friday, February 24, 2023 at 9:00 a.m. (IST) and will end on Saturday, March 25, 2023 at 5:00 p.m. (IST).

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) as the agency to provide e-Voting facility.

**SPECIAL BUSINESS:****1. Re-Appointment of Mr Martin Müller (DIN: 09117683) as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 149,152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) and Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Governance and Nomination & Remuneration Committee and the Board of Directors of the Company, Mr Martin Müller (DIN: 09117683), who was appointed by the Members of the Company at their 28<sup>th</sup> Annual General Meeting (28<sup>th</sup> AGM) held on September 29, 2021 as an independent Director of the Company for a term of 2 (two) consecutive years effective from March 31, 2021 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 who is eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 3 (Three) consecutive years commencing from March 31, 2023 to March 30, 2026.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts, deeds, matters, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**2. Appointment of Ms Shloka Shetty as a Head Innovation of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**) and Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“Listing Regulations”**) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, Ms Shloka Shetty (Daughter of Mr Shashi Kiran Shetty, Chairman & Managing Director and Mrs Arathi Shetty, Non-Executive Director), be and is hereby appointed as a Head Innovation of the Company w.e.f April 1, 2023 on the terms & conditions and remuneration, as set out in the Explanatory Statement annexed to this Notice.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts, deeds, matters, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors  
**For Allcargo Logistics Limited**

Place: Mumbai  
Date: February 13, 2023

Sd/-  
**Devanand Mojidra**  
Company Secretary & Compliance Officer  
(Membership No.: A14644)

**Registered Office:**

6<sup>th</sup> Floor, Allcargo House, CST Road,  
Kalina, Santacruz (E), Mumbai – 400098

**E-mail ID:** [investor.relations@allcargologistics.com](mailto:investor.relations@allcargologistics.com)

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

**Tel:** +91 22 66798100

**CIN:** L63010MH2004PLC073508

## NOTES AND INSTRUCTIONS:

1. The explanatory statement pursuant to Section 102 of the Act read together with Rule 22 of the Management Rules and other applicable provisions, setting out all the material facts and reasons in relation to the proposed special business is annexed hereto.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/ list of beneficial owners as received from National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) as on Friday, February 17, 2023 (“**Cut-off Date**”), which will be considered for the purposes of e-Voting. A person who is not a member of the Company as on the aforesaid date should treat this Notice for information purpose only.
3. As permitted under the MCA Circulars, the Company is sending the Notice electronically to all the Members whose e-mail addresses are registered with the Company or with the depositories/depository participants or with the Company’s Registrar and Share Transfer Agent i.e., Link Intime India Private Limited (“**Link Intime**”), and will not be sending the hard copy of the Notice along with postal ballot form and postage prepaid self-addressed business reply envelope to the Members whose email address are not registered. To facilitate such Members to receive this Notice electronically and cast their vote electronically, Member(s) who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to Link Intime at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). Members holding shares in demat form are requested to register their e-mail addresses with their respective depository participant(s) only.
4. The Notice has also been placed on Company’s website: [www.allcargologistics.com](http://www.allcargologistics.com) and NSDL’s website: <https://www.evoting.nsdl.com> and will also be available on the website of Stock Exchanges i.e., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
5. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on Cut-off Date i.e. Friday, February 17, 2023.
6. Any Member(s) who did not receive the Notice may either send an email to [investor.relations@allcargologistics.com](mailto:investor.relations@allcargologistics.com) or write to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
7. Voting by e-Voting, can be exercised only by the Member or its duly constituted attorney or in case of body corporates, by the duly authorised person. A Member cannot exercise his/her vote by proxy on postal ballot.
8. The Board of Directors of the Company has appointed Mr Dhrumil Shah (Membership No. FCS 8021 and CP No 8978) of M/s Dhrumil M Shah & Co., Practicing Company Secretaries, Mumbai as the scrutinizer to conduct the process of the postal ballot/e-Voting, in a fair and transparent manner (“**Scrutinizer**”).
9. Voting period commence on Friday, February 24, 2023 at 9:00 a.m. (IST) and will end on Saturday, March 25, 2023 at 5:00 p.m. (IST).
10. The resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a duly convened general meeting of the Company.
11. **Voting through electronic means**

Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Management Rules and Regulation 44 of the Listing Regulations, MCA Circulars and any other applicable provisions, if any, the Company has extended e-Voting facility to enable the Members to cast their votes electronically through the e-Voting services provided by NSDL.

The e-Voting facility will be available during the following period:

<b>Commencement of e-Voting</b>	From Friday, February 24, 2023, 9:00 a.m. (IST)
<b>End of e-Voting</b>	Upto Saturday, March 25, 2023, 5:00 p.m. (IST)

The e-Voting module shall be disabled by NSDL for voting at 5:00 p.m. (IST) on Saturday, March 25, 2023. Once the vote on the resolution is cast by a Member, he or she will not be allowed to change it subsequently.





The procedure and instructions for e-Voting are as follows:

### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting for Individual shareholders holding securities in demat mode:

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 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>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.</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.</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. <b>NSDL Mobile App is available on</b>  <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </li> </ol>
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 use 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. 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.
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**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.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 22 55 33

**B) Login Method 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?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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 123560 then user ID is 123560001***.

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) 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'?
    - (i) 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'.
    - (ii) 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:
  - a) 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).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically on NSDL e-Voting system.

### How to cast your vote electronically on NSDL e-Voting system?

1. 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 is in active status.
2. Select "**EVEN**" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "**Vote cast successfully**" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. 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@dmshah.in](mailto:dhruvil@dmshah.in) with a copy marked



to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**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:**

- I. 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 [secretraialdesk@allcargologistics.com](mailto:secretraialdesk@allcargologistics.com).
  - II. 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 [secretraialdesk@allcargologistics.com](mailto:secretraialdesk@allcargologistics.com). If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode**.
  - III. Alternatively, shareholder/Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-Voting by providing above mentioned documents.
  - IV. 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.
12. All documents referred to in the Notice and Explanatory Statement will be available for electronic inspection by the Members from the date of dispatch of this Notice until the last date for receipt of votes by e-Voting i.e., Saturday, March 25, 2023 till 5:00 p.m. (IST). Members seeking to inspect such documents can send an e-mail to [investor.relations@allcargologistics.com](mailto:investor.relations@allcargologistics.com). Further, any query in relation to the resolutions proposed to be passed by e-Voting may be addressed to the Company Secretary of the Company at [investor.relations@allcargologistics.com](mailto:investor.relations@allcargologistics.com).
  13. Upon completion of the scrutiny of the votes cast in a fair and transparent manner, the Scrutinizer will submit its report to the Chairman of the Company, or any person duly authorized by him. The Chairman or any director or any other person authorized by the Chairman shall declare the results of the Postal Ballot as per the statutory timelines. The results of the Postal Ballot will be announced within 2 (two) working days of conclusion of the voting through Postal Ballot process. The results along with the Scrutinizer’s report will also be posted on websites of the Company i.e. [www.allcargologistics.com](http://www.allcargologistics.com) and NSDL: <https://www.evoting.nsdl.com/> and will also be available on the website of Stock Exchanges i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The Company will also display the results at its registered office. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for e-Voting i.e. Saturday, March 25, 2023.

**EXPLANATORY STATEMENT**  
(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

**Item No. 1**

**Re-Appointment of Mr Martin Müller (DIN: 09117683) as an Independent Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee (Now, Governance and Nomination & Remuneration Committee/GNRC), the Board of Directors of the Company approved the appointment of Mr Martin Müller (DIN: 09117683) ("**Mr Müller**"), as an Additional Non-Executive Independent Director of the Company for a term of 2 (two) consecutive years with effect from March 31, 2021 under Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (the "**Act**") and the Articles of Association of the Company. Further, Members of the Company at the 28<sup>th</sup> Annual General Meeting held on September 29, 2021 approved the appointment of Mr Müller to hold office as a Non-Executive Independent Director, not liable to retire by rotation, for a term of 2 (two) consecutive years effective from March 31, 2021.

In terms of Section 149(10) read with Section 152 of the Act, an Independent Director shall hold office for a term of five consecutive years on the Board of a company and shall be eligible for re-appointment on passing of a special resolution by the Members of the Company. In compliance thereof, the approval of the Members is being sought for re-appointment of Mr Müller as an Independent Director of the Company through Special resolution for a second term of 3 (Three) consecutive years commencing from March 31, 2023 to March 30, 2026.

The GNRC has evaluated the balance of his skills, knowledge and experience on the Board. On the basis of such evaluation and description of the roles and capabilities required to be an Independent Director of the Company, the GNRC recommended the re-appointment of Mr Müller as an Independent Director.

In the opinion of the Board, Mr Müller fulfills all the conditions specified in the Act and the rules made thereunder and he is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority. Mr Müller does not hold any equity shares in the Company.

Mr Müller is qualified to be re-appointed as a director in terms of Section 164 of the Act and also received declaration from Mr Müller that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**").

Mr Müller is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge, experience as well as his educational background, re-appointment of Mr Müller as an Independent Director is in the interest of the Company.

Details of Mr Müller 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 Müller have applied online to the Indian Institute of Corporate Affairs for inclusion of his name in the data bank valid for a period of 5 (five) years and his registration number is IDDB-NR-202103-035628.

The term and conditions of appointment of Mr Müller will remain same.

Save and except, Mr Müller being an appointee, to the extent of their shareholding interest, if any, in the Company, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in item no. 1 of the Notice.

The Board recommends the special resolution set out in item no. 1 of the Notice for approval by the Members.

**Item No. 2**

**Appointment of Ms Shloka Shetty as a Head Innovation of the Company**

Based on the recommendation of the Audit Committee, the Board of Directors of the Company approved the appointment of Ms Shloka Shetty ("**Ms. Shloka**") as a Head Innovation of the Company with effect from April 1, 2023 subject to the approval of the Members of the Company.

Ms Shloka holds degree in Bachelor of Arts, Economics and Mathematics from Northwestern University. Ms Shloka's experience includes Client Delivery Analyst – M&A, reporting to SVP Finance & Operations. She was employed with Hive- AI as Project Manager. She has also got exposure in Deloitte and KPMG as an analyst. She is extremely passionate about the cause of Women and she was the Chapter Founder and President of the Association called "Circle of Women in Illinois" for 3 years which is an International student led Organisation that supported girl's education in developing countries. She constantly supports the Company's vision and implementation of key business strategies.



**Proposed terms and conditions and remuneration:**

**(I) Duties and responsibilities:**

- Drive various business priorities and strategic initiatives of the organisation
- Drive a culture of innovation in the organization and spearhead implementation of Innovation Hub
- Analyze and evaluate potential investment opportunities as well as the overall investment strategy
- Monitor, track and share insights about all businesses through analytics
- Perform overview of financial statements for inconsistencies and opportunities of increased revenue generation or cost savings.
- Strategic Consulting on transformation initiatives (digital and finance) and people priorities of the organization.
- Mentor young leaders to instill a culture of agile leadership.

**(II) Salary and Performance Linked Bonus: ₹ 45 Lakhs per annum upto ₹ 1 Crore per annum (including variable pay).**

The aforementioned remuneration is based on the industry benchmark for said position. The Board of Directors has the liberty to alter and vary such remuneration within the maximum limit approved by the shareholders and to effect the change in the designation and responsibilities of Ms Shloka Shetty.

Mr Shashi Kiran Shetty and Mrs Arathi Shetty and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 2 of the Notice.

The Board recommends the ordinary resolution set out at item no. 2 of the Notice for the approval by the Members.

By order of the Board of Directors  
**For Allcargo Logistics Limited**

Place: Mumbai  
Date: February 13, 2023

Sd/-  
**Devanand Mojindra**  
Company Secretary & Compliance Officer  
(Membership No.: A14644)

**Registered Office:**

6<sup>th</sup> Floor, Allcargo House, CST Road,  
Kalina, Santacruz (E), Mumbai – 400098

**E-mail ID:** [investor.relations@allcargologistics.com](mailto:investor.relations@allcargologistics.com)

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

**Tel:** +91 22 66798100

**CIN:** L63010MH2004PLC073508

**DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD- 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ARE AS UNDER:**

1	<b>Name of the Director</b>	Mr Martin Müller (DIN: 09117683)
2	<b>Age</b>	52 years
3	<b>Qualification</b>	Post-Graduation from St. Gallen University, one of the finest school in Europe.
4	<b>Brief resume including profile, experience and expertise in specific functional areas</b>	Mr Martin Müller is a Swiss national and is an extremely well informed business leader, Consultant who worked with Mckinsey in addition to his many other roles in various Logistics companies around the world as an independent consultant. He is currently serves as the Director and provides management consulting at Agovis Singapore Pte Ltd. Additionally, he is also a Non-Executive Director at Glatz AG, Frauenfeld, Switzerland.
5	<b>Shareholding in the Company</b>	Nil
6	<b>Date of first appointment on the Board of Company</b>	March 31, 2021
7	<b>Directorship held in other companies (including the Company and listed entities from which the person has resigned in the past three years)</b>	<p><u>Listed</u></p> <ul style="list-style-type: none"> <li>- Allcargo Logistics Limited</li> </ul> <p><u>Unlisted</u></p> <ul style="list-style-type: none"> <li>- Centvis Solutions (India) Private Limited</li> </ul>
8	<b>No. of Committees in which Director is member*</b>	<p><u>Allcargo Logistics Limited</u></p> <ul style="list-style-type: none"> <li>- Audit Committee</li> </ul>
9	<b>No. of Committees in which Director is Chairman*</b>	Nil
10	<b>Terms and Conditions of appointment/re-appointment</b>	Re-appointment as a Non-Executive Independent Director. For the detailed terms and conditions of appointment of an Independent Director, please refer Company's website: <a href="https://www.allcargologistics.com/investors/investorservices/corporatepolicies">https://www.allcargologistics.com/investors/investorservices/corporatepolicies</a>
11	<b>Details of remuneration sought to be paid and remuneration last drawn</b>	He shall be paid remuneration in the capacity of Non-Executive Independent Director, by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings, and commission, if any.
12	<b>No. of Meetings of the Board attended</b>	7
13	<b>In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	<p>A. Leadership</p> <p>B. Industry experience, Global Business &amp; Business acumen</p> <p>C. Risk Management &amp; Financial Planning</p> <p>D. Sales and Marketing, Business Development</p> <p>E. Board Services, Corporate Governance and Sustainable Development</p>
14	<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Not Applicable

\* Includes only Audit and Stakeholders Relationship Committees in accordance with Regulation 26 of the Listing Regulations