

October 28, 2024

To, <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 <b>BSE Scrip Code: 543954</b>	To, <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: ATL</b>
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**Sub: Proceedings and Voting Results along with the Consolidated Scrutinizer’s Report of the Extra Ordinary General Meeting of Allcargo Terminals Limited (the “Company”) held on October 28, 2024**

Dear Sir/Madam,

In terms of the General Circular 09/2024 dated September 19, 2024 and other circulars issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and other circulars issued by Securities and Exchange Board of India (“**SEBI Circulars**”), (collectively known as “**Circulars**”), and in compliance with the provisions of the Companies Act, 2013 (the “**Act**”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), the Extra Ordinary General Meeting (“**EGM**”) of the Company held today i.e. Monday, October 28, 2024 at 11:00 a.m. (IST) through Video Conferencing (“**VC**”)/Other Audio Visual Means (“**OAVM**”) to transact the business as stated in the Notice dated October 01, 2024.

Members of the Company have approved the resolution as set out in the Notice of the EGM with requisite majority.

In this regard, please find enclosed the following:

- Summary of the proceedings of the EGM of the Company as required under Regulation 30 read with Part A of Schedule III of the Listing Regulations - **Annexure A.**
- Voting Results of the business transacted at the EGM, as required under Regulation 44(3) of the Listing Regulations – **Annexure B.**
- Report of the Scrutinizer dated October 28, 2024, pursuant to Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 – **Annexure C.**

The EGM concluded at 11:33 a.m. (IST).

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**ALLCARGO TERMINALS LIMITED**

2<sup>nd</sup> Floor, A Wing, Allcargo House, CST Road, Kalina, Santacruz (E), Vidyanageri, Mumbai - 400 098, Maharashtra, India.

www.allcargoterminals.com | CIN: L60300MH2019PLC320697 | GSTIN: 27AAHCT1583D1ZC

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The Proceedings of the EGM and Voting Results along with the Scrutinizer's Report dated October 28, 2024, will also be made available on the Company's website at [www.allcargoterminals.com](http://www.allcargoterminals.com).

This is for your information and records.

Thanking you,  
Yours Faithfully,

For **Allcargo Terminals Limited**

**Malav Talati**  
**Company Secretary & Compliance Officer**  
**Membership No.: A59947**

Encl: a/a

## Summary of the Proceedings of the Extra Ordinary General Meeting

The Extra Ordinary General Meeting (EGM) of the Members of the Company held today i.e. **Monday, October 28, 2024 at 11:00 a.m. (IST)** through VC/OAVM to transact the business as stated in the Notice dated October 01, 2024.

The EGM was held in compliance with the General Circular No. 09/2024 dated September 19, 2024 and other circulars issued by the Ministry of Corporate Affairs (“MCA”) (“MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, and other circulars issued by Securities and Exchange Board of India (“SEBI Circulars”), (collectively known as “Circulars”), from time to time wherein the companies are allowed to hold EGM through VC, without the physical presence of members at a common venue.

Pursuant to the provisions of the Act and the Listing Regulations, Mr Kaiwan Kalyaniwalla, Non-Executive & Non-Independent Director chaired the Meeting. The requisite quorum being present, the Chairman called the Meeting to order. The Chairman welcomed the shareholders present at the EGM and introduced the Directors on the Board and Key Managerial Personnel (“KMP”) of the Company. The following Directors and KMP attended the EGM:

Mr Suresh Kumar Ramiah	:	Managing Director
Mrs Radha Ahluwalia	:	Independent Director
Mr Prafulla Chhajed	:	Independent Director and Chairperson of the Audit Committee
Mr Ashish Chandna	:	Chief Executive Officer
Mr Pritam Vartak	:	Chief Financial Officer
Mr Malav Talati	:	Company Secretary & Compliance Officer

Further, the representatives of the Statutory Auditors – M/s S R Batliboi & Associates LLP, Secretarial Auditors and Scrutinizer for the EGM – M/s Dhrumil M. Shah & Co. LLP, were also present at the EGM.

The relevant documents pertaining to the business set out for approval, were made available for inspection to the members through electronic mode.

With the consent of the members present at the EGM, notice dated October 01, 2024, convening this EGM, was taken as read.

The Chairman informed that in accordance with circulars, the EGM was conducted through VC/OAVM.

Mr Malav Talati, Company Secretary & Compliance Officer welcomed and informed the Members that the facility of remote e-voting for exercising their voting rights through e-voting platform provided by National Securities Depositories Limited (“NSDL”) was made available from Friday, October 25, 2024 at 09:00 a.m.

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### ALLCARGO TERMINALS LIMITED

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(IST) to Sunday, October 27, 2024 at 05:00 p.m. (IST) and it was informed that the Members who have not voted through remote e-voting and who have attended this EGM will have an opportunity to cast their votes within 30 minutes post conclusion of the EGM.

He further informed that the EGM has been convened through VC facility in compliance with the regulatory requirements. The brief points relating to the participation at the Meeting through VC were informed and the Company had made necessary arrangements with NSDL to provide facility for voting through remote e-voting, e-voting during the EGM and participation in the EGM through VC facility.

The Chairman, then addressed the Members and delivered a speech on the details of the proposed transaction and the competitive advantage this strategic investment will provide.

Mr Malav Talati informed the members that the following Resolution set out in the notice convening the EGM was put to vote by remote e-voting and e-voting during the EGM:

<b>Item No.</b>	<b>Details of the Agenda</b>	<b>Resolution required (Ordinary/Special)</b>
1	Approval of Material Related Party Transaction to acquire 9,12,00,000 Equity Shares of Haryana Orbital Rail Corporation Limited from Allcargo Logistics Limited, Promoter Group of the Company.	Ordinary

Mr Malav Talati invited the Members to express their views, seek clarifications and ask questions on the proposed transaction and related matters.

The Chairman appreciated the speaker members for their questions and suggestions. The management responded to all the queries raised by the speaker members. He also thanked the Members for attending and participating in the EGM.

Mr Malav Talati informed that the e-voting facility was kept open for 30 minutes post conclusion of EGM to enable the Members to cast their vote. He also thanked the Chairman, Board of Directors, KMP, Shareholders, Auditors, Scrutinizer, Secretarial Team, Finance Team, NSDL Team and all other participants for attending the EGM.

The EGM concluded at 11:33 a.m. (IST).

The Scrutinizer's Report was received after conclusion of the EGM on October 28, 2024.

The Resolution was passed with the requisite majority.

Thanking you,  
Yours Faithfully,

For **Allcargo Terminals Limited**

**Malav Talati**  
**Company Secretary & Compliance Officer**  
**Membership No: A59947**

**DETAILS OF VOTING RESULTS AS PER REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Sr. No.	Particulars	Details
1.	Date of Extra Ordinary General Meeting	Monday, October 28, 2024
2.	Total Number of Shareholders as on the Cut-off Date	85443 Shareholders as on Monday, October 21, 2024
3.	No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
4.	No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	4 40

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**VOTING RESULTS AS PER REGULATION 44 (3) OF THE LISTING REGULATIONS IN THE PRESCRIBED FORMAT**

Resolution Required: Ordinary		Approval of Material Related Party Transaction to acquire 9,12,00,000 Equity Shares of Haryana Orbital Rail Corporation Limited from Allcargo Logistics Limited, Promoter Group of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes, The Promoter and Promoter Group are interested in this Resolution							
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] = $\frac{[2]}{[1]} * 100$	[4]	[5]	[6] = $\frac{[4]}{[2]} * 100$	[7] = $\frac{[5]}{[2]} * 100$	
Promoter and Promoter Group	E-Voting	165402939	0	0	0	0	0	0	
	Poll		0	0	0	0	0		
	Postal Ballot		0	0	0	0	0		
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>		
Public Institutions	E-Voting	16791634	14791482	88.088	14791482	0	100	0	
	Poll		0	0	0	0	0		
	Postal Ballot		0	0	0	0	0		
	<b>Total</b>		<b>14791482</b>	<b>88.088</b>	<b>14791482</b>	<b>0</b>	<b>100</b>		
Public Non Institutions	E-Voting	63500951	465048	0.7323	463527	1521	99.6729	0.3271	
	Poll		0	0	0	0	0		
	Postal Ballot		0	0	0	0	0		
	<b>Total</b>		<b>465048</b>	<b>0.7323</b>	<b>463527</b>	<b>1521</b>	<b>99.6729</b>	<b>0.3271</b>	
<b>Total</b>		<b>245695524</b>	<b>15256530</b>	<b>6.2095</b>	<b>15255009</b>	<b>1521</b>	<b>99.9900</b>	<b>0.0100</b>	

**ALLCARGO TERMINALS LIMITED**



Ref: 1514/2024-25

Annexure C

**CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
Allcargo Terminals Limited  
CIN: L60300MH2019PLC320697  
2<sup>nd</sup> Floor, A Wing, Allcargo House,  
CST Road, Kalina, Santacruz East,  
Vidyanagari, Mumbai,  
Maharashtra, India, 400098

Dear Sir,

**Sub: Consolidated Scrutinizer's Report of e-voting conducted for the Extra Ordinary General Meeting ('EGM') of Allcargo Terminals Limited ('the Company') held on Monday, October 28, 2024 at 11.00 a.m. (IST) through Video Conferencing ('VC') / other audio visual means ('OAVM')**

I, Dhrumil M. Shah, partner of Dhrumil M. Shah & Co. LLP, Practising Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of **Allcargo Terminals Limited** (hereinafter called as "**the Company**"), pursuant to Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, ("**the Rules**") and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") for the purpose of scrutinizing the votes cast by the members through remote e-voting and e-voting during the ('EGM') (hereinafter referred to as '**e-voting**') at the EGM held on Monday, October 28, 2024 at 11:00 A.M. Indian Standard Time ('IST') through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') in terms of recent General Circular No. 09/2024 dated September 19, 2024 and other circulars issued by the issued by Ministry of Corporate Affairs (hereinafter referred to as '**MCA Circulars**') on the resolution contained in the Notice dated October 1, 2024 convening the said EGM ("**the EGM Notice**")

The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 ('**the Act**') the associated Rules, the MCA Circulars, and Listing Regulations relating to e-voting by the members on the resolution proposed in the EGM Notice.

My responsibility as a Scrutinizer was restricted to scrutinize the e-voting, in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report of the votes cast in favour and against the resolution stated in the EGM Notice for ascertaining the requisite majority, based on the reports generated from the e-voting system provided by the National Securities Depository Limited ("**NSDL**") the service provider engaged by the Company to provide e-voting facility to its Members.



Page | 1

The Members of the Company holding shares as on the "cut-off" date as set out in the EGM Notice i.e. **Monday, October 21, 2024** were entitled to vote on the resolution set out in the EGM Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.

The remote e-voting commenced on 09.00 a.m. (IST) on Friday, October 25, 2024, and concluded at 05.00 p.m. (IST) on Sunday, October 27, 2024.

The votes cast during the e-voting were unblocked on Monday, October 28, 2024 in the presence of two witnesses who are not in the employment of the Company.

I have scrutinized and reviewed the votes cast through remote e-voting and e-voting during the EGM based on the data downloaded from the **NSDL's** e-voting system.

I now submit the Consolidated Scrutinizer's Report on the results of the e-voting, based on the report generated by **NSDL** in respect of the following resolutions as under:

### **SPECIAL BUSINESS:**

#### **ORDINARY RESOLUTION**

- 1) Approval of Material Related Party Transaction to acquire 9,12,00,000 Equity Shares of Haryana Orbital Rail Corporation Limited from Allcargo Logistics Limited, Promoter Group of the Company.

**"RESOLVED THAT** pursuant to Sections 2(76), 188 and all other applicable provisions of the Companies Act, 2013 (the "Act") and Rules framed thereunder, read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015- Regulation 2(1)(zc), Regulation 23(4) and other applicable Regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum of Association and Articles of Association of the Company, on recommendation of the Audit Committee and approval of the Board of Directors of Allcargo Terminals Limited (the "Company"), the consent of the Members of the Company be and are hereby accorded to acquire 9,12,00,000 (Nine Crore Twelve Lakhs) Equity Shares of ₹10/- each of Haryana Orbital Rail Corporation Limited ("HORCL"), equal to 7.60% current paid up capital of HORCL from Allcargo Logistics Limited, Related Party, Promoter Group of the Company for consideration amounting not exceeding ₹1,15,00,00,000 (Rupees One Hundred and Fifteen crores only) upon such terms and conditions as may be agreed, being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** any of the Directors or Key Managerial Personnel of the Company be and is hereby severally authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval as may be applicable from relevant authorities, including Governmental/regulatory authorities, if any, in this regard and deal with any matters (including appointing consultants and delegate any or all of such functions hereof), take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this



resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

i. Voting “in favour” of resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
129	1,52,55,009	99.9900

ii. Voting “against” the resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
5	1,521	0.0100

iii. Invalid Votes

Total number of Members	Total number of votes cast by them
0	0

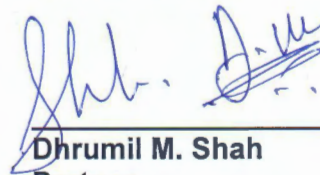
*Note: Based on the examination of information and explanation provided by the management and in accordance with the provisions of Regulation 23(4) of Listing Regulations, all parties within the ambit of “Related Party” as defined in Regulation 2(1)(zb) of the said Regulations were not entitled to vote on the above Resolution, irrespective of the fact whether the entity was a related party to the transaction or not.*

Based on the above e-voting results on the aforesaid resolution, the valid votes cast by the members in favour are more than valid votes cast against. Accordingly you may declare the results of e-voting.

All electronic data and relevant records relating to e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the EGM and thereafter, the same shall be handed over to the Company Secretary for safe keeping.




**For Dhrumil M. Shah & Co. LLP**  
**Practising Company Secretaries**  
**ICSI URN: L2023MH013400**  
**PRN: 3147/2023**



**Dhrumil M. Shah**  
**Partner**  
**FCS 8021 | CP 8978**  
**UDIN: F008021F001806994**

**Place : Mumbai**  
**Date : October 28, 2024**

We, the undersigned, have witnessed that the results of e-voting were unblocked and downloaded from the NSDL e-voting service provider's platform in our presence on Monday, October 28, 2024.

  
\_\_\_\_\_  
Dhiraj Palav  
\_\_\_\_\_  
Devesh Nerurkar

**Countersigned by  
For Allcargo Terminals Limited**

\_\_\_\_\_  
**Malav Mayank Talati  
Company Secretary & Compliance  
Officer  
(Membership No.: A59947)**

