

September 04, 2023

To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 BSE Scrip Code: 543954	To, National Stock Exchange of India Limited Exchange Plaza, C-1, Block G Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 NSE Symbol: ATL
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Dear Sir/Madam,

Sub: 4th Annual General Meeting (“AGM”) of Allcargo Terminals Limited (the “Company”)

We would like to inform that 4th AGM of the Company will be held on Tuesday, September 26, 2023 at 11:00 a.m. (IST) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”). Further, the Notice of the AGM along-with Annual Report for FY2022-23 will be dispatched to the shareholders who holds the shares of the Company as on September 01, 2023

Further, Schedule for the AGM including e-voting is mentioned below:

Cut-off date for e-voting	Tuesday, September 19, 2023
E-voting Start	Friday, September 22, 2023 at 09:00 a.m. (IST)
E-voting End	Monday, September 25, 2023 at 05:00 p.m. (IST)
AGM Date and Time	Tuesday, September 26, 2023 at 11:00 a.m. (IST)

The said information shall be made available on the Company's website at www.allcargoterminals.com

Kindly take the above information on record.

Thanking you,

Yours faithfully,

For **Allcargo Terminals Limited**

Hardik Desai
Company Secretary and Compliance Officer

Encl: a/a

NOTICE

NOTICE is hereby given that the Fourth Annual General Meeting of the Members of **Allcargo Terminals Limited (Formerly known as Allcargo Terminals Private Limited)** will be held on **Tuesday, September 26, 2023 at 11:00 a.m.** (IST) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Report of Auditors thereon.
2. To declare a Final Dividend of ₹0.50 (i.e. 25%) per Equity Share of face value of ₹2/- each for the Financial Year ended March 31, 2023.
3. To appoint a Director in place of Mr Suresh Kumar Ramiah (DIN: 07019419), who retires by rotation and being eligible, offers himself for re-appointment.
4. To Appoint M/s S. R. Batliboi & Associates LLP, (“SRBA”) Chartered Accountants (Firm Registration No. 101049W/E300004) as Statutory Auditors and fix their remuneration and if thought fit, to pass the following Resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 139 and 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, M/s. S. R. Batliboi & Associates LLP, (“SRBA”) Chartered Accountants, (Firm Registration No. 101049W/E300004), be and are hereby appointed as the Statutory Auditors of the Company for a first term of four (4) consecutive years commencing from the conclusion of 4th Annual General Meeting (“AGM”) till the conclusion of 8th AGM of the Company on such remuneration as set out in the Explanatory Statement annexed to this notice.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this Resolution.”

For and on behalf of the Board of Directors of
Allcargo Terminals Limited

Hardik Desai
Company Secretary and Compliance Officer

Date: August 21, 2023

Place: Mumbai

Registered Office:

4th Floor, A Wing, Allcargo House, CST Road,
Kalina, Santacruz (East), Mumbai - 400098

Email Id: investor.relations@allcargoterminals.com

Website: www.allcargoterminals.com

Phone No: 022-66798100

CIN: U60300MH2019PLC320697

NOTES:

- Pursuant to the General Circular 10/2022 dated December 28, 2022 and other circulars issued by the Ministry of Corporate Affairs (“MCA”) (“MCA Circulars”) from time to time and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by Securities and Exchange Board of India (“SEBI”) (MCA Circulars and SEBI Circulars are collectively known as “Circulars”), the companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the Registered Office of the Company i.e. 4th Floor, A Wing, Allcargo House, CST Road, Kalina, Santacruz (East), Mumbai- 400098.
- The Explanatory Statement pursuant to Section 102 of the Act, and the relevant details of the Directors seeking re-appointment above as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard - 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India are annexed hereto.
- SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM VENUE ARE NOT ANNEXED TO THIS NOTICE.**

In compliance with the Circulars, the Notice of the AGM indicating the process and manner of electronic voting along with the Annual Report of the Company for the Financial Year ended March 31, 2023, is being sent to the Members only through electronic mode whose e-mail addresses are registered with the Company/Depositories.

To support the ‘Green Initiative’ and obtaining Annual Report of the Company, Members are requested to register their e-mail addresses by sending an e-mail on rnt.helpdesk@linkintime.co.in by giving details like name, folio number, permanent account number and contact number. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) (“DP’s”) only.

In compliance with the said MCA Circulars, the Company has published a public notice by way of advertisements on Saturday, September 02, 2023 in Free Press Journal and Navshakti, inter alia, advising the Members whose e-mail address are not registered/updated with the Company or the DP’s, as the case may be, to register/update their e-mail address with them at the earliest.

The copy of Notice and Annual Report of the Company for FY2022-23 is also available on the Company’s website <https://www.allcargoterminals.com/> and the website of the Stock Exchanges, i.e. BSE Limited <https://www.bseindia.com/> and The National Stock Exchange of India Limited <https://www.nseindia.com/>. The Notice of AGM is also available on the website of National Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com.

- The attendance of the Members attending the AGM through VC/OAVM will be counted for reckoning the quorum under Section 103 of the Act.

- Institutional Members (i.e. other than individuals, HUF, NRI etc.) are encouraged to attend the AGM through VC/OAVM mode and vote electronically. Pursuant to the provisions of the Act, Institutional Members/ Corporate Members intending to allow their authorized representative(s) to attend and vote at the AGM are requested to submit a certified true copy of the Board Resolution/letter of appointment authorizing their representative(s) together with the specimen signature(s) of those authorised representative(s) to the Scrutinizer at dhrumil@dmsah.in with a copy marked to evoting@nsdl.co.in.
- Relevant documents referred to in the Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during business hours [11.00 a.m. (IST) to 02.00 p.m. (IST)] on all working days, except Saturday, Sunday and public holidays upto the date of the AGM. The aforesaid documents will also be available for inspection by Members during the AGM.
- Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
 - For shares held in electronic form: to their DPs
 - For shares held in physical form: to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 along with relevant proofs and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023.

Members are further requested to note that non-availability of correct bank account details such as MICR (“Magnetic Ink Character Recognition”), IFSC (“Indian Financial System Code”) etc., which are required for making electronic payment will lead to rejection/failure of electronic payment instructions by the bank in which case, the Company or RTA will use physical payment instruments for making payment(s) to the Members with available bank account details of the Members.

- Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the website of the Company’s RTA at <https://web.linkintime.co.in/KYC-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

- SEBI vide its Circular dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

TERMINALS

10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
11. As per the provisions of Section 72 of the Act and aforesaid SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them in physical mode. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with RTA.

Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by filling following form with RTA:

- a. Form ISR – 3: For opting out of nomination by shareholder(s)
- b. Form SH –14: For cancellation or variation to the existing nomination of the shareholder(s)

12. Unpaid/ Unclaimed Dividend and Shares

Transfer of Unpaid /Unclaimed Dividend to Investor Education and Protection Fund Pursuant to the provisions of Sections 124, 125 and other applicable provisions, if any, of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (hereinafter referred to as "IEPF Rules"), the amount of dividend remaining unpaid/unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (the "IEPF").

The Company has not declared dividend since its incorporation i.e. February 05, 2019, hence no dividend remains unpaid/ unclaimed.

Pursuant to the Scheme of Arrangement and Demerger between Allcargo Logistics Limited ("Demerged Company"), Allcargo Terminals Limited ("Resulting Company 1"/ the "Company") and TransIndia Real Estate Limited (Formerly known as TransIndia Realty & Logistics Parks Limited) ("Resulting Company 2") and with their respective shareholders (the "**Scheme**"), the equity shareholders of the Demerged Company as on record date i.e. April 18, 2023 were allotted equity shares of the Company. 4643 equity shares of the Demerged Company were held in the name of the Investor Education and Protection Fund Authority ("**IEPF Authority**") on record date, accordingly 4643 equity shares of the Company were allotted to IEPF Authority.

The Members may note that the shares transferred to the IEPF Authority can be claimed back by making an application to the IEPF Authority in Form IEPF-5 along with the requisite documents available on www.iepf.gov.in and sending duly signed physical copy of the same to the Company and/ or RTA. The Members can submit only one consolidated claim in a financial year as per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("**IEPF Rules**"). In order to claim refund, the Members are advised to visit the weblink <http://iepf.gov.in/IEPFA/refund.html> or contact the RTA. No claims shall lie against the Company in respect of the shares so transferred.

13. Dividend Related Information

- i. The Board of Directors of the Company at their meeting held on July 05, 2023 have, inter alia, recommended payment of final dividend of ₹0.50/- (i.e.25%) per Equity Share of face value of ₹2/- each for the Financial Year ended March 31, 2023, subject to approval of the members at the ensuing AGM.
- ii. Final dividend for the financial year ended March 31, 2023, if approved by the Members at ensuing AGM, will be paid on or after Friday, September 29, 2023 to those members whose names appear on the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the record date i.e. Saturday, September 09, 2023.
- iii. Members holding shares in physical/demat form are hereby informed that the bank particulars registered with RTA or their respective DP, as the case may be, will be considered by the Company for payment of final dividend.
- iv. Members holding shares in physical/demat form are required to submit their bank account details, if not already registered, as mandated by the SEBI.
- v. In case the Company's dividend banker is unable to process the final dividend to any member by electronic mode, due to non-availability of the details of the bank account or for any other valid reason whatsoever, the Company shall dispatch the dividend warrants/ demand drafts to such Member by post.

14. Tax Deducted at Source ("TDS") on Dividend:

- i. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source ("**TDS**") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (the "**IT Act**"). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their DP's or in case shares are held in physical form, with the Company by sending documents through e-mail.
- ii. For resident shareholders, TDS is required to be deducted at the rate of 10% under Section 194 of the IT Act on the amount of dividend declared and paid by the Company provided valid PAN is registered by the Shareholder. If the valid PAN is not registered, the TDS is required to be deducted at the rate of 20% under Section 206AA of the IT Act.
- iii. If any resident individual shareholder is in receipt of dividend not exceeding ₹5,000 in a financial year, then no TDS will be deducted from the dividend.
- iv. If any resident individual shareholder is in receipt of Dividend exceeding ₹5,000 in a financial year, entire dividend will be subject to TDS @ 10%.
- v. It may be further noted that w.e.f. April 01, 2021, the rate of TDS has changed to 10% (with valid PAN) from previous 7.5% for resident individual shareholders. In the cases where the shareholder provides valid Form 15G (for individuals, with no tax liability on total income and

income not exceeding maximum amount which is not chargeable to tax) or Form 15H (for individual above the age of 60 years with no tax liability on total income), no TDS shall be deducted.

- vi. For Non-resident shareholders [Including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)], the TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess) under Section 195 or 196D of the IT Act, as the case may be.

Further, as per Section 90 of the IT Act, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the shareholder, if they are more beneficial to them.

- vii. It may be further noted that in case TDS on dividend is deducted at a higher rate in absence of receipt of the aforementioned documents, there would still be an option available with the shareholder to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.

15. Any information required in relation to the Accounts and Operations of the Company may be sent to the Company Secretary at investor.relations@allcargoterminals.com at least seven (7) days in advance of the date of AGM, so as enable the Management to keep the information ready at the AGM.

16. Non-Resident Indian Members are requested to inform RTA, immediately of:

- Change in their residential status on return to India for permanent settlement.
- Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

17. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-voting system as well as e-voting during AGM will be provided by NSDL.

- I. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, September 19, 2023. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owner maintained by the Depositories as on the cut-off date shall only be entitled to avail facility of remote e-voting or e-voting during AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

- II. The Members who have exercised their votes through remote e-voting prior to the AGM may also participate in the AGM but they shall not be entitled to vote again.

- III. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

- IV. The remote e-voting period begins at 09:00 a.m. (IST) on Friday, September 22, 2023 and ends at 05:00 p.m. (IST) on Monday, September 25, 2023. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.**

18. Instructions for participating in the AGM through VC/OAVM and E-voting are as follows:

A. Instructions for E-voting are as follows:





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.	<p>A. NSDL IDeAS Facility</p> <p>If you are already registered, follow the below steps</p> <ol style="list-style-type: none"> Visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, A new screen will open. You will have to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-voting page. 5. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>If you are not registered, follow the below steps</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsd.com. 2. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Please follow steps given in points 1-5 above <p>B. E-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
	<ol style="list-style-type: none"> 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on the 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 or joining virtual meeting & voting during the meeting. <p>C. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">   </div> <div style="text-align: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. 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 or joining virtual meeting & voting during the meeting. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.</p>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting.

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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting 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?

- 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.
- 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, 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.
- 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 126180 then user ID is 126180001***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "**EVEN**" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "**VC/OAVM**" link placed under "**Join General Meeting**".
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 at dhruvil@dmshah.in with a copy marked to evoting@nsdl.co.in.

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 to reset the password.

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 or call at 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr Tejas Chaturvedi at 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 EMAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. 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 investor.relations@allcargoterminals.com
2. 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 investor.relations@allcargoterminals.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 and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, Shareholders/Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

THE INSTRUCTIONS FOR E-VOTING ON THE DAY OF THE AGM FOR MEMBERS ARE AS UNDER:-

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

- c. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

B. Instructions for participating in AGM through VC/OAVM:

- a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against the Company name.
- b) You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.
- c) By clicking on this link, the Members will be able to attend and participate in the proceedings of the AGM.
- d) Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- e) Members are encouraged to join the Meeting through Laptops for better experience.
- f) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- g) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.
- h) The Members can join the AGM through VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more share of the Company), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Nomination and Remuneration Committee, Audit Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- i) Members who would like to express their views/have questions during the AGM may register themselves as a speaker shareholder by sending a request along with their questions in advance mentioning their name, demat account number/folio number, email id and mobile number at investor.relations@allcargoterminals.com on or before Thursday, September 21, 2023. Those Members who have registered themselves as a speaker shareholder will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speaker shareholders depending on the availability of time for the AGM.
 - j) Speaker shareholders will join through the separate link as attendee. The shareholders will be on mute by default and can see the AGM proceedings. Speaker shareholders need to allow their audio and video to be kept open. Once moderator announces and allows shareholders to speak, then only such shareholders will speak.
19. Mr Dhruvil Shah (Membership No. FCS 8021 and CP No 8978) of Dhruvil M. Shah & Co. LLP, Practicing Company Secretaries, Mumbai, have been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
 20. The Chairman at the AGM, shall at the end of the discussion on the Resolutions, on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of electronic ballot voting system for all the Members who are present at the AGM but have not exercised their votes by availing the remote e-Voting facility.
 21. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM, thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and not later than 2 working days from the conclusion of the AGM, submit a consolidated Scrutinizer's Report to the Chairman or any person duly authorised by him in writing who shall countersign the same and declare the results forthwith.
 22. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on date of the AGM i.e. Tuesday, September 26, 2023
 23. The results declared along with the Scrutinizer's Report shall be displayed on the notice board at the Registered Office of the Company, on the Company's website www.allcargoterminals.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately after the result is declared. The Company shall simultaneously intimate the result to the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.

EXPLANATORY STATEMENT IN RESPECT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Pursuant to the provisions of Section 102 of the Companies Act, 2013 (the "Act") and Secretarial Standard-2 on General Meetings ("SS-2"), the following Explanatory Statement sets out all material facts relating to the Ordinary Business as mentioned at Item No. 4 in the accompanying Notice.

Pursuant to the provisions of Section 139 of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, the Members of the Company at the Extra-ordinary General Meeting ("EGM") held on April 17, 2023 had appointed M/s S R Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No. 101049W/E300004) ("SRB") as the Statutory Auditors of the Company till the conclusion of 4th Annual General Meeting ("AGM") to fill casual vacancy caused due to the resignation of M/s C.C. Dangi & Associates, Chartered Accountants.

The Members may note that the tenure of SRB as Statutory Auditors of the Company would be expiring at the ensuing AGM. Basis on the recommendation of Audit Committee, the Board of Directors at its Meeting held on July 05, 2023 had approved the appointment of SRB as Statutory Auditors of the Company, subject to the approval of the Members at the ensuing AGM. Hence, it is proposed to appoint SRB as the Statutory Auditors of the Company for a first term of four (4) consecutive years to hold office from the conclusion of this AGM till the conclusion of 8th AGM of the Company at a remuneration to be decided by the Board of Directors in consultation with the Statutory Auditors subject to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and the Act, as amended from time to time.

SRB have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act and Listing Regulations.

SRB will hold office for a first term of four (4) years from the conclusion of 4th AGM till the conclusion of 8th AGM of the Company.

The proposed remuneration to be paid to SRB for FY 2023-24 is ₹25 Lakhs per annum (FY 2022-23: ₹31 Lakhs), exclusive of applicable taxes and other out of pocket expenses. The proposed fees are based on knowledge, expertise, industry experience, time and efforts required to be put in by SRB during their association with the Company.

The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee. There is no material change in the remuneration proposed to be paid to Statutory Auditors for the FY 2023-24 as compared to FY 2022-23.

SRB started in 1914 and registered with the Institute of Chartered Accountants of India. All the constituent firms of SRB are member firms in India of Ernst & Young Global Limited ("EY"). The methodology, working environment, compensation strategy and technical resources of SRB are designed to attract and retain the best people. The firm has strong presence in major cities of the country and is engaged in the statutory audits of some of the large companies across various sectors.

For and on behalf of the Board of Directors of
Allcargo Terminals Limited

Hardik Desai

Company Secretary and Compliance Officer

Date: August 21, 2023

Place: Mumbai

Registered Office:

4th Floor, A Wing, Allcargo House, CST Road, Kalina, Santacruz (East), Mumbai - 400098

Email Id: investor.relations@allcargoterminals.com

Website: www.allcargoterminals.com

Phone No: 022-66798100

CIN: U60300MH2019PLC320697

ANNEXURE 1

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE 4TH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD- 2 ON GENERAL MEETINGS ARE AS UNDER:

I.	Name of Director	Mr Suresh Kumar Ramiah (DIN: 07019419)
II.	Age	56 years
III.	Qualification	B. Tech in Mechanical Engineering and a Post-Graduate in Business Administration from IIM Bangalore
IV.	Brief resume including profile, experience and expertise in specific functional areas	He is a seasoned professional with over 30 years of experience in the Telecom, Logistics, Consumer and Media Industries. In a variety of leadership and operational role he has launched and nurtured businesses creating strong consumer and channel equity. Recognized for managing businesses of scale including in periods of transformation and turbulence across a variety of markets and delivering sustainable value
V.	Shareholding in the Company as on date of Notice	Nil (As on March 31, 2023 he was holding 5 equity shares of face value of ₹2/- each of the Company as a Nominee of Allcargo Logistics Limited. He ceased to be a shareholder of the Company with effect from April 24, 2023, pursuant to allotment of shares as per the Scheme of Arrangement and Demerger between Allcargo Logistics Limited ("Demerged Company"), Allcargo Terminals Limited ("Resulting Company 1"/"ATL"/the "Company") and Transindia Real Estate Limited (Formerly known as Transindia Realty & Logistics Parks Limited) ("Resulting Company 2"/"TREL") and their respective shareholders (the "Scheme").
VI.	Date of first appointment on the Board of the Company	April 01, 2023
VII.	Directorship held in other companies (including the Company and listed entities from which the person has resigned in the past three years)	<p>Current Directorship</p> <ul style="list-style-type: none"> - Haryana Orbital Rail Corporation Limited - Speedy Multimodes Limited - ECU Worldwide India Private Limited (formerly known as Panvel Industrial Parks Private Limited) - Dankuni Industrial Parks Private Limited - Bhiwandi Multimodal Private Limited - Hoskote Warehousing Private Limited - ALX Shipping Agencies India Private Limited - Allcargo Logistics Park Private Limited - Container Freight Station Association of India (Renewal Old AN 165281) - Comptech Solutions Private Limited - Trans Nepal Freight Services Private Limited <p>Past Directorship:</p> <ul style="list-style-type: none"> - Vodafone M-PESA Limited - CCI Worldwide Logistics Private Limited (formerly known as Avvashya CCI Logistics Private Limited)

TERMINALS

VIII.	No. of Committees in which Director is member	Allcargo Terminals Limited <ul style="list-style-type: none"> - Audit Committee - Stakeholders Relationship Committee - Corporate Social Responsibility Committee - Executive Committee - Finance Committee Speedy Multimodes Limited <ul style="list-style-type: none"> - Audit Committee - Nomination and Remuneration Committee
IX.	No. of Committees in which Director is Chairman	Not Applicable
X.	Terms and Conditions of re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr Suresh Kumar Ramiah who was appointed as Managing Director for a term of 5 years with effect from April 01, 2023 in the Extra Ordinary General Meeting held on April 17, 2023, is liable to retire by rotation.
XI.	Remuneration last drawn (FY2022-23)	Not Applicable
XII.	Remuneration sought to be paid	As per existing approved terms of appointment in the Extra Ordinary General Meeting held on April 17, 2023.
XIII.	No. of Meetings of the Board attended during the year	Not Applicable
XIV.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable
XV.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not Applicable