

August 30, 2024

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| 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: Notice of the 5th Annual General Meeting (“AGM”) of Allcargo Terminals Limited (the “Company”)

We would like to inform that 5th AGM of the Company will be held on Monday, September 23, 2024 at 11:00 a.m. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the AGM alongwith the Annual Report for Financial Year 2023-24 dispatched to the shareholders who holds the shares of the Company as on Tuesday, August 27, 2024.

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

| | |
|----------------------------------|---|
| Cut-off date for e-voting | Monday, September 16, 2024 |
| E-voting Start | Thursday, September 19, 2024 at 09:00 a.m. (IST) |
| E-voting End | Sunday, September 22, 2024 at 05:00 p.m. (IST) |
| AGM Date and Time | Monday, September 23, 2024 at 11:00 a.m. (IST) |

The said information shall also 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**

Malav Talati
Company Secretary & Compliance Officer
Membership No: A59947

Encl: a/a

ALLCARGO TERMINALS LIMITED

2nd Floor, A Wing, Allcargo House, CST Road, Kalina, Santacruz (E), Vidyanaagari, Mumbai - 400 098, Maharashtra, India.

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

T: +91 22 6679 8110 | E: investor.relations@allcargoterminals.com

Notice

NOTICE is hereby given that the 5th (Fifth) Annual General Meeting ("AGM") of the Members of **Allcargo Terminals Limited** (the "Company") will be held on **Monday, September 23, 2024, at 11:00 a.m.** (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following businesses, in accordance with the provisions of relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, 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, 2024, together with the Report of Auditors thereon.
2. To appoint a director in place of Mr Vaishnavkiran Shetty (DIN: 07077444), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Approval of the 'ATL – Employees Stock Appreciation Rights Plan – 2024' ("ESAR 2024"/ "ESAR PLAN")**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the provisions of Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 ("the Rules") (including any amendment thereto or re-enactment thereof), provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations 2021"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable laws, regulations, provisions for the time being in force and as may be amended from time to time read with circulars, rules, guidelines if any, issued thereunder to the extent applicable, the relevant provisions of the Memorandum of Association and Articles of Association of Allcargo Terminals Limited (the "Company"), and subject to such other approvals, permissions and sanctions as may be necessary, and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Members of the Company be and is hereby accorded to the introduction and implementation of 'ATL - Employees Stock Appreciation Rights Plan - 2024' ("ESAR 2024" or "ESAR Plan"), authorizing the Board of Directors of the Company (hereinafter referred to as "Board" which shall deemed to include any committee including Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, offer, grant and allot such number of Employee Stock Appreciation Rights ("ESARs"), in one or more tranches, from time to time, to or for the benefit of such person(s) who are in employment of the Company and Group Company including Subsidiary Company(ies) and/

or Associate Company(ies) of the Company, in or outside India, including any director, whether whole time or not (other than promoters and persons belonging to the promoter group, independent directors and directors holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company), subject to their eligibility as may be determined under ESAR 2024, exercisable into not more than 86,00,000 (Eighty Six Lakhs) equity shares of face value of ₹ 2/- each fully paid-up, where one ESAR upon exercise shall entitle for lesser than one equity share of the Company to be allotted to the ESAR Grantees on such terms and conditions as may be fixed or determined by the Board in accordance with provisions of applicable laws and the ESAR Plan."

"RESOLVED FURTHER THAT the equity shares of the Company as specified hereinabove shall rank pari passu in all respects with the then existing equity shares of the Company."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, demerger, arrangement, amalgamation, restructuring, sale of division, or such other similar events, if any, additional equity shares are required to be issued by the Company to the ESAR Grantees for the purpose of making a fair and reasonable adjustment to the ESARs granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued."

"RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of equity shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity share of the Company after such sub-division or consolidation."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the ESAR 2024 or any ESARs granted thereunder, as it may deem fit, from time to time, in conformity with Regulation 7 and relevant provisions of the SEBI SBEB & SE Regulations 2021, Section 62(1)(b) and relevant sections of the Act read with the Rules, and Listing Regulations to the extent applicable, the Memorandum of Association and Articles of Association of the Company and any other applicable laws."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares allotted under the ESAR 2024 on the Stock Exchange(s), where the equity shares of the Company are listed in due compliance with SEBI SBEB & SE Regulations 2021 and other applicable laws."

"RESOLVED FURTHER THAT the Company shall confirm to the accounting policies, guidelines or accounting standards as may be applicable from time to time under the applicable laws including the SEBI SBEB & SE Regulations 2021 to the extent applicable to the ESAR 2024."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and implementing the ESAR 2024, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable

including authorising or directing to appoint merchant bankers and such other advisors, consultants or representatives, being incidental to implementation and administration of the ESAR 2024, as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the equity shares."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any Committee of directors with a power to further delegate to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard."

4. Approval for Grant of Employee Stock Appreciation Rights to the Employees of the Subsidiary Company(ies) of the Company under 'ATL – Employee Stock Appreciation Rights Plan 2024'

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

"RESOLVED THAT pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013 and the provisions of Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment thereto or re-enactment thereof), provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations 2021"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, regulations, provisions for the time being in force and as may be amended from time to time read with circulars, rules, guidelines if any issued thereunder to the extent applicable, the relevant provisions of the Memorandum of Association and Articles of Association of Allcargo Terminals Limited ("ATL"), and subject to such other approvals, permissions and sanctions as may be necessary, and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Members of ATL be and is hereby accorded to the 'ATL - Employees Stock Appreciation Rights Plan - 2024' ("ESAR 2024" or "ESAR Plan"), authorizing the Board of Directors of ATL (hereinafter referred to as "Board" which shall be deemed to include any committee, including Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to grant and allot from time to time, in one or more tranches, such number of Employee Stock Appreciation Rights ("ESARs") under ESAR 2024 within the limit prescribed therein to or for the benefit of the employees including directors whether whole-time or not (other than promoter(s), persons belong to the promoters group, independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the respective subsidiary company(ies) of ATL), whether in or outside India, subject to their eligibility as may be determined under ESAR 2024, exercisable into corresponding number of equity shares of face value of ₹ 2/- each fully paid-up, to be allotted to the ESAR grantees where one ESAR upon exercise shall entitle for lesser than one equity share of ATL on such terms and conditions as may be fixed or determined by the Board in

accordance with provisions of applicable laws and the ESAR 2024."

"RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of ATL."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any Committee of directors with a power to further delegate to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard."

5. Approval for Grant of Employee Stock Appreciation Rights to the Employees of the Associate Company(ies) of the Company under 'ATL – Employee Stock Appreciation Rights Plan 2024'

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

"RESOLVED THAT pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the provisions of Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 ("the Rules") (including any amendment thereto or re-enactment thereof), provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations 2021"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable laws, regulations, provisions for the time being in force and as may be amended from time to time read with circulars, rules, guidelines if any, issued thereunder to the extent applicable, the relevant provisions of the Memorandum of Association and Articles of Association of Allcargo Terminals Limited ("ATL"), and subject to such other approvals, permissions and sanctions as may be necessary, and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Members of ATL be and is hereby accorded to the 'ATL - Employees Stock Appreciation Rights Plan - 2024' ("ESAR 2024" or "ESAR Plan"), authorizing the Board of Directors of ATL (hereinafter referred to as "Board" which shall be deemed to include any committee including Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to grant and allot from time to time in one or more tranches, such number of Employee Stock Appreciation Rights ("ESARs"), under ESAR 2024 within the limit prescribed therein to or for the benefit of the employees including director whether whole time or not (other than promoter(s) and persons belonging to the promoter group, independent directors and directors holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the respective associate company(ies) of ATL) whether in or outside India, subject to their eligibility as may be determined under ESAR 2024, exercisable into corresponding equity shares of face value of ₹ 2/- each fully paid up, to be allotted to the ESAR grantees, where one ESAR upon exercise shall entitle for lesser than one equity share of ATL on such terms and conditions as may be fixed or determined by the Board in accordance with provisions of applicable laws and the ESAR 2024."

"RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of ATL."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any Committee of directors with a power to further delegate to any executives/ officers of the company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard."

6. Payment of Commission to Non-Executive Directors including Independent Directors

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198 and all other applicable provisions of the Companies Act, 2013 (the "Act") and Rules framed thereunder read with Schedule V of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with provisions of the Articles of Association of the Company, pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other approvals as may be required in this regard, approval of the Members of the Company be and is hereby accorded to pay remuneration by way of commission to Non-Executive Directors including Independent Directors of the Company (other than the Managing Directors and/or Whole-time Directors) computed in the manner stipulated in Section 198 during the relevant financial year in a manner that the aggregate commission payable to all the Non-Executive Directors including Independent Directors of the Company (other than the Managing Directors and/or Whole-time Directors) shall not exceed overall maximum limit of 1% (one percent) per annum or such other percentage as may be specified by the Act from time to time in this regard, of the net profits of the Company, to be calculated in accordance with the provisions of Section 198 of the Act, for each Financial Year commencing from April 01, 2023."

"RESOLVED FURTHER THAT in the event, if there are no profits or profits are inadequate, the Company shall pay to the Non-Executive Directors of the Company, (other than the Managing Director and the Whole-time Directors) commission by way of remuneration in accordance with the limits specified in Schedule V of the Act."

"RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to the Director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board from time to time and reimbursement of expenses for participation in the Board and other meetings."

"RESOLVED FURTHER THAT the Board of Directors or any duly constituted committee of the Board, be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution".

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

Sd/-
Suresh Kumar Ramiah
Managing Director
DIN: 07019419

Place: Mumbai
Date: August 01, 2024

Registered Office:
2nd Floor, A Wing, Allcargo House, CST Road,
Kalina, Santacruz (East), Mumbai - 400 098
Email Id: investor.relations@allcargoterminals.com
Website: www.allcargoterminals.com
Phone No: 022-66798100
CIN: L60300MH2019PLC320697

NOTES:

1. Pursuant to the recent General Circular No. 09/2023 dated September 25, 2023 and other circulars issued by the Ministry of Corporate Affairs ("MCA") ("MCA Circulars") from time to time and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the 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/OAVM, 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. 2nd Floor, A Wing, Allcargo House, CST Road, Kalina, Santacruz (East), Mumbai- 400098.

2. An Explanatory Statement pursuant to Section 102 of the Act, and the relevant details of the Director 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.

3. **SINCE THIS AGM IS BEING HELD PURSUANT TO THE ABOVE MENTIONED 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, 2024, is being sent to the Members only through electronic mode whose e-mail addresses are registered with the Company/Depositories.

The Company has appointed NSDL to provide VC/OAVM facility for the AGM.

The Company's Registrar and Share Transfer Agent is M/s. Link Intime India Private Limited ("Link Intime" / "RTA"), C-101, 247 Park, 1st floor, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.

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) ("DPs") only.

In compliance with the said MCA Circulars, the Company will publish a public notice by way of advertisement in Free Press Journal and Navshakti, inter alia, advising the Members whose e-mail address are not registered/updated with the Company or the DPs, 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 FY2023-24 will be available on the Company's website <https://www.allcargoterminals.com/> and the website of the Stock Exchanges, i.e. BSE Limited at: <https://www.bseindia.com/> and the National Stock Exchange of India Limited at: <https://www.nseindia.com/>. The Notice of AGM will be available on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

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

5. 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@dmshah.in with a copy marked to evoting@nsdl.co.in.

6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members at the AGM.

7. 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.

8. 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.:

- a. For shares held in electronic form: to their DPs.
- b. 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/POD-1/P/CIR/2023/70 dated March 17, 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.

9. 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 www.linkintime.co.in. It may be noted that any service request can be processed only after the folio is KYC Compliant.

10. 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.
11. 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.
12. 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 filing following form with RTA:

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

13. Unpaid/ Unclaimed Dividend and Shares

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').

Further, the shares in respect of which dividend has not been claimed by the Members for seven consecutive years are also required to be transferred to the Demat account of IEPF Authority.

The Members who have not yet encashed their dividend

warrants/demand drafts related to subsequent financial years are requested to send their claims to RTA well in advance of the last date for claiming such unclaimed dividends as specified hereunder:

| Dividend | Date of Declaration of Dividend | Year | Due date for claiming Unpaid dividend |
|----------------|---------------------------------|-----------|---------------------------------------|
| Final Dividend | September 26, 2023 | FY2022-23 | October 26, 2030 |

Pursuant to the IEPF Rules, the Company has also uploaded the details of unpaid/unclaimed amounts lying with the Company as on March 31, 2024 on the Company's website at: <https://www.allcargoterminals.com/wp-content/uploads/2023/11/FY2022-23-Unpaid-Dividend.pdf> and also on the website of MCA at: www.iepf.gov.in.

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. 4,643 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 4,643 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. 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.

14. 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.
15. 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.

16. 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. Monday, September 16, 2024. 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.

The remote e-voting period begins at 09:00 a.m. (IST)

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"> 1. Existing IDeAS user can 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, 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. 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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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 (i.e. your sixteen digit demat account number held 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 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. |

on Thursday, September 19, 2024 and ends at 05:00 p.m. (IST) on Sunday, September 22, 2024. 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.

17. 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 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.

- Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play



Individual Shareholders holding securities in demat mode with CDSL

- 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.
- 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 link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- 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.
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from 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.

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 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.com or call at 022 - 4886 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 21 09911 |

B) Login Method for e-voting and joining virtual meetings 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 101456 then user ID is 101456001*** |

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.
 - 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.com 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 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 cast your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link under "Join 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 to dhrumil@dmsah.in with a copy marked to evoting@nsdl.com. 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 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 or call on.: 022 - 4886 7000 or send a request to Ms Veena Suvarna at evoting@nsdl.com.

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:

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 for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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. 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. 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.
- b) Members are encouraged to join the Meeting through Laptops for better experience.
- c) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) 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.
- e) 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.
- f) 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 Monday, September 16, 2024. 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.
- g) 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.
18. Mr Dhrumil Shah (Membership No. FCS 8021 and CP No. 8978) of Dhrumil 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.
19. 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.
20. 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.
21. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on date of the AGM i.e. Monday, September 23, 2024.
22. The results declared along with the Scrutinizer's Report shall be displayed on the Company's website www.allcargoterminals.com and on the website of NDSL <https://www.evoting.nsdl.com> immediately, but not later than two working days, 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 OF THE SPECIAL BUSINESS 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 special business mentioned at Item no 3,4,5, and 6 in the accompanying notice.

Item Nos. 3, 4 and 5

The Company believes in rewarding the employees of the Company and Group Company including its Subsidiary Company(ies) and Associate Company(ies) for their continued hard work, dedication and support, which has led and will lead the Companies on the growth path. In order to attract and retain the key and senior talents of the Company and to reward them for their performance, the Company intends to implement an Employee Stock Appreciation Rights plan namely 'ATL - Employees Stock Appreciation Rights Plan - 2024' ("ESAR 2024"/ "ESAR Plan") to cover eligible employees of the Company and Group Company including its Subsidiary Company(ies), and/or Associate Company(ies) of the Company.

The Nomination and Remuneration Committee ("Committee") and the Board of Directors of the Company ("Board") at their respective meetings held on Thursday, February 01, 2024 had approved the introduction of ESAR 2024, subject to the approval from the Members of the Company.

Pursuant to the provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations 2021"), the Company seeks your approval as regards to implementation of ESAR Plan and grant of ESARs thereunder to the eligible employees of the Company and Group Company including its Subsidiary Company(ies), and/or Associate Company(ies) of the Company as decided from time to time as per provisions of the ESAR Plan read with provisions of SEBI SBEB & SE Regulations 2021.

Particulars as required under the applicable laws:

a) Brief description of the Plan:

The ESAR 2024 provides for grant of Employee Stock Appreciation Rights ("ESARs") to the eligible employees including directors (collectively referred to as "employees") of the Company and Group Company including its Subsidiary Company(ies), and/or Associate Company(ies) of the Company, as may be permissible under the Act and the SEBI SBEB & SE Regulations 2021.

Upon Vesting of ESARs, the eligible employees earns a right (but not obligation) to exercise the Vested ESARs within the Exercise Period and obtain equity shares of the Company, which shall be allotted by the Company subject to receipt of price on face value of equity shares and satisfaction of any tax obligation arising thereon.

The Committee shall superintend and administer the ESAR 2024 with terms of reference of such powers as delegated by the Board or as are available under the applicable laws. All questions of interpretation shall be determined by the Committee as per the terms of ESAR 2024 and applicable laws

and such determination shall be final and binding upon all persons having an interest in the ESAR 2024.

b) Total number of ESARs to be granted:

The total number of ESARs to be granted shall be such which upon exercise shall not exceed more than 86,00,000 (Eighty Six Lakhs) equity shares of the Company of face value of ₹2/- each fully paid-up.

Vested ESARs upon exercise shall be settled by way of allotment of equity shares of the Company of face value of ₹ 2/- each fully paid-up as per the ESAR 2024.

If the appreciation settlement results in fractional shares, the consideration for such fraction shall be settled in cash in terms of the provisions of the SEBI SBEB & SE Regulations 2021.

In case of any corporate action(s) such as rights issues, bonus issues, merger, demerger, arrangement, amalgamation, restructuring, sale of division, or such other similar events, a fair and reasonable adjustment will be made to the ESARs granted. Accordingly, if any additional equity shares are required to be issued by the Company to the ESAR Grantees for making such fair and reasonable adjustment, the ceiling of equity shares as aforesaid shall be deemed to increase to the extent of such additional equity shares issued.

c) Identification of classes of employees entitled to participate in the ESAR 2024:

- (i) An employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a Director of the Company, whether whole time or not, including a non-executive director who is not a promoter or member of the promoter group, or
- (iii) an employee, as defined in sub-clauses (i) or (ii) above, of a Group Company including Subsidiary Company(ies), and/or its Associate Company(ies), whether present or future, in or outside India, of the Company.

But excludes:

- a) any employee who is a Promoter and persons belonging to Promoter Group.
- b) a Director who either by himself or through his relatives or through any body- corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company.
- c) a Director being an Independent Director.

d) Requirements of vesting and period of vesting:

The ESARs granted shall vest so long as the employee continues to be in the employment or service on the date of vesting and must neither be serving his notice of resignation nor termination of employment/service on such date of vesting. In addition to the continuation of employment/service, the ESARs shall vest subject to the achievement of minimum performance ratings as determined by the company policies for an employee or class thereof depending on the specific roles. The detailed terms and conditions relating to such

performance-based vesting, and the proportion in which ESARs granted would vest (subject to the minimum and maximum vesting period as specified below) shall be specified in the letter of grant issued to the ESAR grantee at the time of grant.

The vesting period of ESARs granted shall vest in not earlier than 1 (one) year and not more than 4 (Four) years from the date of grant of such ESARs. Unless otherwise decided by the Committee at the time of grant, the Vesting Schedule shall be as follows:

| Vesting Year | Percentage of Vesting of ESARs |
|--------------|--------------------------------|
| Year 1 | 0% of ESARs granted |
| Year 2 | 30% of ESARs granted |
| Year 3 | 30% of ESARs granted |
| Year 4 | 40% of ESARs granted |

In the event of death or permanent incapacity of an Employee, the minimum vesting period shall not be applicable and in such instances, all the unvested ESARs shall vest with effect from date of the death or permanent incapacity.

e) The maximum period within which the ESARs shall be vested:

The ESARs granted shall vest in not more than 4 (Four) years from the date of grant of such ESARs.

f) The ESAR price or pricing formula:

The ESAR Price per ESAR shall be determined by the Committee at the time of Grant subject to a maximum discount of upto 40% (forty percent) from the Market Price of the Shares of the Company.

Provided, that the ESAR Price shall not be less than the face value of Shares of the Company as on date of grant.

g) The exercise period and the process of exercise:

The vested ESARs can be exercised by the employees within a maximum exercise period of 5 (five) years from the date of the vesting of such ESARs.

The ESARs will be exercised by the employees by a written application to the designated officer of the Company in such manner, and on execution of such documents, as may be prescribed in this regard from time to time.

The ESARs will lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of the employees to ESARs:

Appraisal process for determining the eligibility of the employees will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

i) Lock-in period:

50% (fifty percent) of Shares allotted pursuant to the exercise of vested ESARs shall be subject to lock-in period of 12 (Twelve) months from the date of allotment of such Shares.

j) Maximum number of ESARs to be issued per employee and in aggregate:

The maximum number of ESARs that can be granted per employee and in aggregate under the ESAR 2024 shall not exceed 8,50,000 (Eight Lakh Fifty Thousand Only).

k) Maximum quantum of benefits to be provided per Employee:

Apart from grant of ESARs as stated above, no monetary benefits are contemplated under the ESAR 2024.

The maximum quantum of benefits that will be provided to an eligible employee under the ESAR 2024 will be the difference between the grant price of ESAR and the market price of the Company's equity shares on the Stock Exchanges as on date of exercise.

l) Whether the Plan is to be implemented and administered directly by the Company or through a trust:

The ESAR 2024 shall be implemented and administered directly by the Company. However, the Company may seek shareholders' approval in case of change of route of implementation if thought expedient in future.

m) Whether the Plan involves new issue of shares by the company or secondary acquisition by the trust or both:

The ESAR Plan contemplates new issue of shares by the Company.

n) The amount of loan to be provided for implementation of the Plan by the company to the trust, its tenure, utilization, repayment terms, etc.:

Not Applicable, as the ESAR Plan shall be implemented through Direct Route.

o) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purpose of the Plan:

Not Applicable, as the ESAR Plan shall be implemented through Direct Route.

p) Method of ESAR valuation:

To calculate the employee compensation cost, the Company shall use the fair value method for valuation of the ESARs granted as prescribed under IND AS 102 or under any relevant accounting standard as notified by appropriate authorities from time to time.

q) Terms & conditions for buyback, if any, of specified securities/ESARs covered granted under the Plan:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of ESARs granted under the ESAR Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

r) Disclosure and Accounting Policies:

The Company shall follow the IND AS 102 on Share based Payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein. In case, the existing rules, Guidance Note or Accounting Standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SEBI SBEB & SE Regulations 2021.

s) Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the ESARs, shall be disclosed in the Directors' report and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report. The statement is not applicable as the Company is following fair value method.

A draft copy of the ESAR 2024 will be made available for inspection by the Members electronically on the website of the Company.

Accordingly, the Board of Directors recommends the resolutions set forth in Item Nos. 3, 4 and 5 of the Notice for the approval of the Members by way of a Special Resolution in the best interest of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolutions set out at Item Nos. 3, 4 and 5 of the Notice, except to the extent of their shareholding in the Company and of the securities that may be offered to them under the ESAR 2024.

Item No: 6

Pursuant to Section 198, other applicable provisions of the Act and Rules framed thereunder, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee and subject to approval of the members, approved to make the payment of remuneration by way of commission to Non-Executive Directors including Independent Directors of the Company shall be a sum not exceeding one percent per annum of the net profits of the Company, calculated in accordance with the provisions of the Act.

Based on the time devoted and the contribution made, the Nomination and Remuneration Committee has recommended to the Board, payment of remuneration by way of commission to Non-Executive Directors including Independent Directors of the Company not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Act in any of the financial years commencing from April 01, 2023.

This remuneration will be distributed amongst all or some of Non-Executive Directors including Independent Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Act and the Listing Regulations.

This remuneration shall be in addition to fee payable to the Non-Executive Directors including Independent Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board from time to time, and reimbursement of expenses for participation in the Board and other meetings.

Accordingly, approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Act for payment of remuneration by way of commission to the Directors of the Company other than Managing Director(s) and Whole-time Director(s), for the financial year commencing from April 01, 2023, as set out in the Resolution at Item No.6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for the approval by the Members.

Save and except, all Non-Executive Directors including Independent Directors and their relatives, to the extent of the remuneration that may be received by each of them, none of the other Directors/Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

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

Sd/-
Suresh Kumar Ramiah
Managing Director
DIN:07019419

Place: Mumbai

Date: August 01, 2024

Registered Office:

2nd Floor, A Wing, Allcargo House, CST Road,
Kalina, Santacruz (East), Mumbai - 400 098
Email Id: investor.relations@allcargoterminals.com
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Phone No: 022-66798100
CIN: L60300MH2019PLC320697

ANNEXURE 1**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE 5TH 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:**

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| I. Name of Director | Mr Vaishnavkiran Shetty (DIN: 07077444) |
| II. Age | 29 years |
| III. Qualification | Economics from Emory University from USA |
| IV. Brief resume including profile, experience and expertise in specific functional areas | <p>Mr Vaishnavkiran Shetty ("Vaishnav") is the Group Chief Digital Officer of Allcargo Group, India's largest end-to-end integrated logistics solutions providers, with operations in 180 countries. He also serves on the Board of Allcargo Terminals Limited, which comprises the group's market leading CFS-ICD business.</p> <p>Under his guidance, the digital function at Allcargo and its group companies has created industry-first solutions in the fields of machine learning and automation, leading to significant impact across key businesses and functions and is being further built upon to worldclass standards. Vaishnav has played a key role in creating the world's first end-to-end LCL platform, ECU360, which continues to set industry benchmarks for its user experience and adoption globally. It is Allcargo Group's flagship digital project, and has created immense improvements in productivity, customer satisfaction and profitability.</p> <p>He spearheads the organization's collaboration with startups in the logistics sector, and leads the cell for the incubation, acceleration, and investments in startups, which leverages partnerships amongst startup platforms in India, global VCs, and universities. Vaishnav is also involved in the conceptualization and implementation of a number of key business strategies that further Allcargo Group's strides towards its business goals and purpose.</p> <p>Having pursued Economics from Emory University from USA, Vaishnav honed his on-ground professional experience through an internship in Singapore-based OOCL, Dacheng Law and Stamford Law, London-based Blackstone Group, and worked with renowned global organizations like Ernst & Young (EY), before spearheading the organization's digital initiatives.</p> |
| V. Shareholding in the Company as on March 31, 2024 | Nil |
| VI. Date of first appointment on the Board of the Company | April 15, 2023 |
| VII. Directorship held in other companies as on March 31, 2024 (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"> - Allcargo Terminals Limited - Avvashya Projects Private Limited - Avvashya Inland Park Private Limited - Allcargo Shipping Services Private Limited - Avash Builders and Infrastructure Private Limited - Avashya Corporation Private Limited - Avvashya Capital Private Limited (formerly known as Pirkon Properties Private Limited) - Avashya Holdings Private Limited - Jupiter Precious Gems and Jewellery Private Limited - N.R. Holdings Private Limited - Prominent Estate Holdings Private Limited - Sealand Crane Private Limited - Talentos (India) Private Limited - Talentos Entertainment Private Limited - TransIndia Freight Services Private Limited - Ecu Worldwide N.V. (Formerly known as Allcargo Belgium N.V.) |

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|---|--|---|
| | | Past Directorship: <ul style="list-style-type: none"> - Allcargo Multimodal Private Limited - Allcargo Supply Chain Private Limited (formerly known as Avvashya Supply Chain Private Limited) - FTL (India) Private Limited - Allcargo Oil & Gas Private Limited (struck off w.e.f March 11, 2024) |
| VIII. No. of Committees in which Director is member as on March 31, 2024 | | Allcargo Terminals Limited <ul style="list-style-type: none"> - Nomination and Remuneration Committee - Risk Management Committee - Executive Committee |
| IX. No. of Committees in which Director is Chairman as on March 31, 2024 | | Allcargo Terminals Limited <ul style="list-style-type: none"> - Corporate Social Responsibility Committee |
| X. Terms and Conditions of appointment/reappointment with details of remuneration sought to be paid and remuneration last drawn | | Please refer to the Board's Report and Corporate Governance Report |
| XI. No. of Meetings of the Board attended during the year | 4 | |
| XII. 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 | |
| XIII. Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | Not related to any Director/Key Managerial Personnel | |
