

July 15, 2025

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

**Sub: Disclosure pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Board of Directors of the Company in its meeting held today i.e., **Tuesday, July 15, 2025**, inter-alia has considered, approved the following resolutions subject to approval of shareholders of the Company:

1. Alteration of Articles of Association ("**AOA**") of the Company as per Companies Act, 2013. – '**Annexure – I**';
2. Increase in Authorized Share Capital and Alteration of the Capital Clause of the Memorandum of Association ("**MOA**") of the Company. – '**Annexure – II**'; and
3. Raising funds by way of issuing and allotting up to 1,32,00,000 (One Crore Thirty-Two Lakhs) Fully Convertible Warrants on Preferential Basis to the Promoters/Promoter Group in accordance with the provisions of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. The requisite details are enclosed herewith as – '**Annexure – III**'.

Details as required under Regulation 30 of the Listing Regulations read with SEBI circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are Annexed.

The meeting commenced at 11:00 a.m. and concluded at 12:30 p.m. (IST)

The same is also made available on the website of the Company i.e. [www.allcargoterminals.com](http://www.allcargoterminals.com).

Kindly take the above on record.

Yours faithfully,

For **Allcargo Terminals Limited**

**Malav Talati**

**Company Secretary & Compliance Officer**

**Membership No: A59947**

**Place: Mumbai**

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**ALLCARGO TERMINALS LIMITED**

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**1. Alteration of Articles of Association ("AOA") of the Company as per Companies Act, 2013**

**Insertion Clauses:**

***Nomination by Securities Holders (Clause 9)***

- a. Every holder of Securities of the Company may; at any time, nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as his nominee in whom the Securities of the Company held by him shall vest in the event of his death.
- b. Where the Securities of the Company are held by more than one Person jointly, the joint holders may together nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as their nominee in whom all the rights in the Securities of the Company shall vest in the event of death of all the joint holders.
- c. Notwithstanding anything contained in any other Law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the Securities of the Company; where a nomination made in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, purports to confer on any Person the right to vest the Securities of the Company; the nominee shall, on the death of the holder of Securities of the Company or, as the case may be, on the death of the joint holders become entitled to all the rights in Securities of the holder or, as the case may be, of all the joint holders, in relation to such Securities of the Company to the exclusion of all other Persons, unless the nomination is varied or cancelled in the prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014.
- d. Where the nominee is a minor, the holder of the Securities concerned, can make the nomination to appoint in prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014, any Person to become entitled to the Securities of the Company in the event of his death, during the minority.
- e. The transmission of Securities of the Company by the holders of such Securities and transfer in case of nomination shall be subject to and in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.

***Share Warrants (Clause 39)***

The Company may issue share warrants in accordance with the provisions of the Companies Act, 2013 and applicable rules or regulations prescribed by SEBI or any other competent authority. Such share warrants shall entitle the holder to the shares specified therein and shall be issued, converted, transferred, exchanged, or surrendered under such terms, conditions, and procedures as may be determined by the Board of Directors from time to time or under the applicable laws, rules and regulations, provided that no share warrant shall be issued in respect of shares that are partly paid-up.

***Appointment of Alternate Director (Clause 67)***

Subject to Section 161 of the Act, the Board shall be entitled to nominate an alternate director to act for a director of the Company during such directors absence for a period of not less than 3 (three) months from India. The Board may appoint such a person as an Alternate Director to act for a Director (hereinafter called "the Original Director") (subject to such person being acceptable to the Chairman) during the Original Director's absence. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall

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vacate office if and when the Original Director returns to India. If the term of the office of the Original Director is determined before he so returns to India, any provisions in the Act or in these Articles for automatic re-appointment shall apply to the Original Director and not to the Alternate Director.

#### ***Appointment of Director in Casual Vacancy (Clause 68)***

Subject to the applicable provisions of the Act and these Articles, the Board shall have the power at any time and from time to time to appoint any qualified Person to be a Director either as an addition to the Board or to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the maximum number fixed under Article 60.

#### ***Nominee Directors (Clause 69)***

The Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any Law for the time being in force or of any agreement or by the Central Government or the State Government.

The Board shall have no power to remove from the office of the Nominee Directors and not be liable to retirement by rotation. Subject as aforesaid, Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Directors of the Company.

#### ***Borrowing Power (Clause 93)***

- (i) Subject to the provisions of the Act, and Rules made there under, the Board of Directors may, from time to time, raise or borrow any sums of money for and on behalf of the Company from other companies or banks or financial institutions or non-banking financial companies or such other person.
- (ii) The Directors may, from time to time, secure the payment of such money in such manner and upon such terms and conditions in all respects as they deem fit and in particular by the issue of bonds or debentures or by pledge, mortgage, charge or any other security on all or any properties of the Company (both present and future) including its uncalled capital for the time being.

#### ***Secrecy (Clause 94)***

No shareholder shall be entitled to visit or inspect the Company's work without permission of the Directors or to require discovery of any information respectively any details of Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the Company and which in the opinion of the Directors will be inexpedient in the interest of the Shareholders of the Company to communicate to the public.

#### **Amended Clauses:**

Existing Clause	Proposed Clause
<b><i>Board of Directors (Clause 66)</i></b>	
(i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.	(i) Subject to the provisions of section 161, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
(ii) Such person shall hold office only up to the earlier of the date of the next Annual General	

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<p>Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.</p>	<p>(ii) Such person shall hold office only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act</p>
<p align="center"><b><i>Share Capital and variation of Rights (Article II- Clause 1)</i></b></p>	
<p>Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.</p>	<p>i) The Company, as the case may be, may, in accordance with the Act and the rules or regulations prescribed by SEBI, issue further shares to:</p> <ul style="list-style-type: none"> <li>a] Persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or</li> <li>b] Employees under any scheme of employees' stock option, subject to approval by the shareholders of the company by way of a special resolution; or</li> <li>c] Any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above, subject to approval by the shareholders of the company by way of a special resolution.</li> </ul> <p>ii) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.</p> <p>iii) Subject to the provisions of the Act and other applicable provisions of law, the Company may with the approval of the shareholders by a special resolution in general meeting issue sweat equity shares in accordance with such rules and guidelines issued by the Securities and Exchange Board of India and/or other competent authorities for the time being and further subject to such conditions as may be prescribed in that behalf.</p>

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**Deletion Clause:**

Common Seal (Article 1 Clause 1(b) and Article 2 Clause 81)

(b) "the seal" means the common seal of the company

(i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board, and the seal shall be affixed in the presence of atleast one Director or the Manager or the Secretary or such other person as the Board may appoint for the purpose, who shall sign every instrument to which the Seal is so affixed in his presence.

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**2. Increase in Authorized Share Capital and Alteration of the Capital Clause of the Memorandum of Association ("MOA") of the Company.**

Existing Clause	Proposed Clause
<b><u>Clause 5 of the Memorandum of Association of the Company</u></b>	
The Authorized Share Capital of the Company is ₹55,00,00,000 (Rupees Fifty-Five Crores Only) divided into 27,50,00,000 (Twenty-Seven Crores Fifty Lakhs) Equity Shares of ₹ 2/- (Rupees Two Only) each.	The Authorized Share Capital of the Company is ₹70,00,00,000 (Rupees Seventy Crores Only) divided into 35,00,00,000 (Thirty Five Crores) Equity Shares of ₹ 2/- (Rupees Two Only) each with rights, privileges and conditions attached thereto as are provided by the Regulations of the Company for the time being with power to increase or reduce the capital of the Company or to divide the shares of the Capital for the time being into several classes and to attach thereto respectively such preferential , deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Regulations of the Company .

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**3. Issuance of up to 1,32,00,000 (One Crore Thirty-Two Lakhs) Fully Convertible Warrants on Preferential Basis to the Promoters/Promoter Group.**

No.	Particulars	Details
1	Type of securities proposed to be issued	Fully Convertible Warrants
2	Type of Issuance	Preferential Allotment
3	Total Number of Securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 1,32,00,000 (One Crore Thirty-Two Lakhs) Fully Convertible Warrants convertible into equivalent Equity Shares of the Company having a face value of Rs.2/- (Rupees Two Only) for cash at an issue price of Rs. 29/- (Rupees Twenty-Nine Only) per warrant at a premium of Rs.27/- (Rupees Twenty-Seven Only) per warrant aggregating amounting Rs.38,28,00,000/- (Rupees Thirty-Eight Crore Twenty-Eight Lakhs Only).
4	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):  i.Names of the investors;  ii.Post allotment of securities– outcome of the subscription, issue price /allotted price (in case of convertibles), number of investors;  iii.in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument; <b>Not applicable*</b>	Details are mentioned in “ <b>Table - A</b> ”

*\*The Company will intimate regarding the conversion of securities as and when they are converted into equity shares.*

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**“Table – A”**

**Details of Allotment**

No.	Name of the Proposed Allottee(s)	No. of Warrants to be Allotted	Category of Investor	Issue Price/Allotment Price
1.	Shashi Kiran Janardhan Shetty	1,16,44,921	Promoter	Up to 1,32,00,000 (One Crore Thirty-Two Lakhs) Fully Convertible Warrants convertible into equivalent Equity Shares of the Company having a face value of Rs.2/- (Rupees Two Only) for cash at an issue price of Rs. 29/- (Rupees Twenty-Nine Only) per warrant at a premium of Rs.27/- (Rupees Twenty-Seven Only) per warrant aggregating amounting Rs.38,28,00,000/- (Rupees Thirty-Eight Crore Twenty-Eight Lakhs Only).
2.	Arathi Shetty	5,84,907	Promoter	
3.	Adarsh Sudhakar Hegde	3,61,661	Promoter	
4.	Priya Adarsh Hegde	15,276	Promoter Group	
5.	The Shloka Shetty Trust (Shashi Kiran Shetty as Trustee)	5,93,235	Promoter Group	
<b>Total</b>		<b>1,32,00,000</b>		

• **Post allotment of Securities – Outcome of the Subscription**

No.	Name of the Proposed Allottee(s)	Category	Pre – Issue		Post-Issue	
			No of Shares	%	No of Shares	%
1.	Shashi Kiran Janardhan Shetty	Promoter	14,63,58,071	58.06	15,80,02,992	59.57
2.	Arathi Shetty	Promoter	73,51,353	2.92	79,36,260	2.99
3.	Adarsh Sudhakar Hegde	Promoter	45,45,500	1.80	49,07,161	1.85
4.	Priya Adarsh Hegde	Promoter Group	1,92,000	0.08	2,07,276	0.08
5.	The Shloka Shetty Trust (Shashi Kiran Shetty as Trustee)	Promoter Group	74,56,015	2.96	80,49,250	3.03

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