



**TERMINALS**  
**ALLCARGO TERMINALS LIMITED**

**CIN:** L60300MH2019PLC320697

**Registered Office Address:** 4<sup>th</sup> Floor, A Wing, Allcargo House, CST Road, Kalina, Santacruz  
(East), Vidyanagari, Mumbai - 400098, Maharashtra, India

**Tel. No.:** +91 22 6679 8110, **Email id:-** [investor.relations@allcargoterminals.com](mailto:investor.relations@allcargoterminals.com)

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

**NOTICE OF POSTAL BALLOT**

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

Dear Member(s),

Notice is hereby given pursuant to Section 108 read with Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (“MCA”) read with its General Circulars dated April 8, 2020, April 13, 2020, along with subsequent circulars issued in this regard and the latest dated September 22, 2025 (collectively referred to as ‘MCA Circulars’), to transact special business as a set out hereunder by passing the Special Resolutions as set out in this Notice is proposed for approval by the Members of the Company through Postal Ballot by voting through electronic means only (“remote e-voting”).

In terms of the requirements specified in General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and pursuant to relevant SEBI Circulars, the Notice is being sent in electronic mode only to those Members whose e-mail address are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialized form as on **Monday, March 09, 2026 (“cut-off date”)** and whose email addresses are registered with the Company/ Depositories/ Depositories participant.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelopes are not being sent to the members.

The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act read with Rules framed thereunder, setting out all material facts concerning the resolutions mentioned in this Postal Ballot Notice (“**Notice**”) is annexed hereto for your consideration. The Postal Ballot Notice is also available on the website of the Company at Notice of Postal Ballot at [Postal Ballot Notice--March 09, 2026](#)

The Board of Directors, through circular resolution dated **March 09, 2026**, has appointed Mr Vaibhav Dandawate (ACS 51538) and in his absence Ms. Deepti Kulkarni (ACS 34733), Partners of M/s Makarand M. Joshi & Co., Practicing Company Secretaries, to act as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-voting facility to its Members. In accordance with the Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is providing a remote e-voting facility for all its members to vote electronically. Members are requested to read the instructions in the notes in this Postal Ballot Notice to cast their vote electronically not later than **5:00 p.m. IST on Friday, April 10, 2026**, (the last day to cast vote electronically) to be eligible for being considered. The instructions for remote e-voting are appended to this Notice.

After the completion of scrutiny, the Scrutinizer will submit his report to Mr Kaiwan Kalyaniwalla, Chairman of the Company or Mr Suresh Kumar Ramiah, Managing Director or Mr Malav Talati, Company Secretary & Compliance Officer of the Company. The results of e-voting will be announced on or before **Tuesday, April 14, 2026**, and will be displayed on the Company’s website [www.allcargoterminals.com](http://www.allcargoterminals.com) and will also be communicated to BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”).

The schedule of remote e-voting is as under:-

<b>Commencement of remote e-voting</b>	<b>Conclusion of remote e-voting</b>
<b>Thursday, March 12, 2026</b> , at 09:00 a.m. (IST)	<b>Friday, April 10, 2026</b> , at 05:00 p.m. (IST)

The remote e-voting will be disabled by NSDL immediately thereafter.

**ITEM OF BUSINESSES REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT/E-VOTING:**

**SPECIAL BUSINESS: -**

**1. Re-appointment of Mr. Mahendrakumar Chouhan (DIN: 00187253) as a Non-Executive, Independent Director for the second term of 3 (three) consecutive years.**

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

**“RESOLVED THAT** in accordance with the provisions of sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr Mahendrakumar Chouhan (DIN: 00187253), who was appointed by the Members of the Company at the Extra Ordinary General Meeting held on April 17, 2023 as a Non-Executive Independent Director of the Company for a term of 3 (three) consecutive years effective from April 15, 2023 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for re-appointment as a Non-Executive Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for the second term of 3 (three) consecutive years commencing from April 15, 2026 to April 14, 2029.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things, and to take all such steps as may be necessary, expedient or desirable to give effect to this resolution.”

**2. Re-appointment of Mrs. Radha Ahluwalia (DIN: 00936412) as a Non-Executive, Independent Director for the second term of 3 (three) consecutive years**

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

**“RESOLVED THAT** in accordance with the provisions of sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs Radha Ahluwalia (DIN: 00936412), who was appointed by the Members of the Company at the Extra Ordinary General Meeting held on April 17, 2023 as a Non-Executive Independent Director of the Company for a term of 3 (three) consecutive years effective from April 15, 2023 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for re-appointment as a Non-Executive Independent Director, be and is

hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for the second term of 3 (three) consecutive years commencing from April 15, 2026 to April 14, 2029.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things, and to take all such steps as may be necessary, expedient or desirable to give effect to this resolution.”

**3. Re-appointment of Mr Prafulla Chhajed (DIN: 03544734) as a Non-Executive Independent, Director for the second term of 3 (three) consecutive years**

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

**“RESOLVED THAT** in accordance with the provisions of sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr Prafulla Chhajed (DIN: 03544734), who was appointed by the Members of the Company at the Extra Ordinary General Meeting held on April 17, 2023 as a Non-Executive Independent Director of the Company for a term of 3 (three) consecutive years effective from April 15, 2023 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for re-appointment as a Non-Executive Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for the second term of 3 (three) consecutive years commencing from April 15, 2026 to April 14, 2029.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things, and to take all such steps as may be necessary, expedient or desirable to give effect to this resolution.”

**4. Approve remuneration payable to Mr Suresh Kumar Ramiah (DIN: 07019419), Managing Director of the Company from April 01, 2026 to March 31, 2028**

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

**“RESOLVED THAT** in partial modification to the Special Resolution passed at the Extra Ordinary General Meeting of the Company held on April 17, 2023, approving the appointment of Mr Suresh Kumar Ramiah (“Mr Ramiah”) as the Managing Director of the Company for a period of 5 (five) years with effect from April 01, 2023, the terms of remuneration approved for a period of 3 (three) years, in accordance with the Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) along with Rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (the “Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company or any other applicable laws, rules and regulations, on recommendation by the Nomination and Remuneration Committee (“NRC”) and the

Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), the approval of the Members be and is hereby accorded to approve maximum remuneration upto Rs. 40,00,000/- (Rupees Forty Lakhs Only) per month, consisting of gross compensation including basics, House Rent Allowance, Conveyance Allowance, Education Allowance, Personal Allowance, Gratuity [payable as per Gratuity Act, 1972], Employer’s Contribution of Provident Fund and other components to Mr Suresh Kumar Ramiah, Managing Director of the Company for the period commencing from April 01, 2026 to March 31, 2028, as set out in the Explanatory statement of this Notice

**RESOLVED FURTHER THAT** Mr Suresh Kumar Ramiah, Managing Director is eligible to receive variable pay covered under the aforementioned limits, on prescribed terms and conditions and actual pay-out will be based on individual performance ratings/scores, functions/divisions performance and company’s performance and shall be paid as per the Company policy as well as he is on the payroll of the Company during disbursement and not on notice period, below mentioned are indicative amount of variable pay:

Performance Rating	Amount Per Annum (In Rs.)
5	75,00,000
3	52,17,000

**RESOLVED FURTHER THAT** Mr Suresh Kumar Ramiah, Managing Director is also eligible to receive long term incentive covered under the aforementioned limit, as mentioned below:

Long term retention incentive	Rating 3	Rating 4	Rating 5
On successful completion of Year 4	40,00,000	45,00,000	50,00,000
On successful completion of Year 5	40,00,000	45,00,000	50,00,000
<b>Total</b>	<b>80,00,000</b>	<b>90,00,000</b>	<b>1,00,00,000</b>

**RESOLVED FURTHER THAT** all other terms and conditions of appointment of Mr Suresh Kumar Ramiah, as approved earlier by the Members vide their resolution dated April 17, 2023, shall remain unchanged unless specifically modified herein.

**RESOLVED FURTHER THAT** even in the event of loss or inadequacy of profits in any financial year(s), during the period commencing from April 01, 2026 to March 31, 2028, Mr Suresh Kumar Ramiah, may receive the above remuneration (inclusive of allowances, perquisites and commission, if any, subject to approval of Nomination and Remuneration Committee and the Board, in compliance with the applicable laws.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to determine the annual increment, annual performance incentive, grant of stock options, and vary the components of remuneration payable to Mr Suresh Kumar Ramiah, subject to provisions of the Schedule V of the Act.

**RESOLVED FURTHER THAT** pursuant to Section 197 of the Companies Act, 2013, the consent of the Members be and is hereby accorded for payment of aggregate annual remuneration to Mr Suresh Kumar Ramiah, Executive Directors of the Company, exceeding 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Act.

**RESOLVED FURTHER THAT** the Board of Directors be and is 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.”

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

**Sd/-  
Malav Talati  
Company Secretary & Compliance Officer  
(Membership Number: A59947)**

**Place:** Mumbai

**Date:** March 09, 2026

**Registered Office:**

4<sup>th</sup> Floor, A Wing, Allcargo House, CST Road,  
Kalina, Santacruz (East), Vidyanagari, Mumbai - 400098

Email ID: [investor.relations@allcargoterminals.com](mailto:investor.relations@allcargoterminals.com)

Website: [www.allcargoterminals.com](http://www.allcargoterminals.com)

Tel: +91 22 66798110

CIN: L60300MH2019PLC320697

**Notes:**

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (the ‘Act’) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘SEBI Listing Regulations’) and Secretarial Standard on General Meetings (‘SS-2’) setting-out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (‘Notice’).
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and guidelines prescribed by the Ministry of Corporate Affairs (‘MCA’) for holding general meetings/ conducting postal ballot, vide General Circular No. 14/2020 dated 8 April 2020, No. 17/2020 dated 13 April 2020, No. 22/2020 dated 15 June 2020, No. 33/2020 dated 28 September 2020, No. 39/2020 dated 31 December 2020, No. 10/2021 dated 23 June 2021, No. 20/2021 dated 8 December 2021, No. 03/2022 dated 5 May 2022, No. 11/2022 dated 28 December 2022, No. 09/2023 dated 25 September 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (hereinafter collectively referred to as ‘MCA Circulars’), and relevant SEBI circulars, this Notice is being sent only by e-mail to the members, whose e-mail ID is registered with the Company or with the National Securities Depository Limited (‘NSDL’)/ Central Depository Services (India) Limited (‘CDSL’) (hereinafter collectively referred to as ‘Depositories’) and whose names appear in the Register of Members maintained by the Company/ list of Beneficial Owners as received from the Depositories as **Monday, March 09, 2026** (‘Cut-off Date’).
3. It is clarified that all members of the Company as on the Cut-off Date (including those members who may not have received this Notice due to non-registration of their e-mail ID with the Company or the Depositories) shall be entitled to vote on the Resolutions in accordance with the process specified in this Notice.
4. The members may note that this Notice will also be available on the Company’s website at [Postal Ballot Notice--March 09, 2026](#), at websites of the Stock Exchanges i.e. BSE Limited (‘BSE’) and National Stock Exchange of India Limited (‘NSE’) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and NSDL at <http://www.evoting.nsdl.com> being the agency providing the remote e-voting facility.
5. The Company’s Registrar and Share Transfer Agent is M/s MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) (‘Link Intime’/‘RTA’), C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400083.

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@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) 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.

6. 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 Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024.
  - c) Institutional members (i.e. other than Individuals, Hindu Undivided Family, Non-Resident Indians) are required to send a scanned copy (PDF/ JPG Format) of their board resolution/ authority letter/ power of attorney etc., authorizing their representative to participate through remote e-voting. The said resolution/ authority letter/ power of attorney etc. shall be sent to the Scrutinizer(s) by e-mail through their registered e-mail ID at [scrutinizer@mmjc.in](mailto:scrutinizer@mmjc.in) with a copy to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - d) Voting rights will be reckoned on the paid-up value of equity shares registered in the name(s) of the members as on the Cut-off Date. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners received from the Depositories as on the Cut-off Date will be entitled to cast their vote by remote e-voting. A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.
  - e) There will be one e-vote for every Folio/Client ID irrespective of the number of joint holders
  - f) Remote e-voting will commence on Thursday, March 12, 2026, at 09:00 a.m. (IST) and end on Friday, April 10, 2026, at 05:00 p.m. (IST). The 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.
  - g) A Member cannot exercise his/her vote by proxy on Postal Ballot.
  - h) The date of completion of sending of the Notice and the Explanatory Statement will be announced through advertisement in the following newspapers: The Free Press Journal (English) and Navshakti (Marathi).
  - i) The Company has appointed Mr Vaibhav Dandawate (ACS 51538) and failing him Ms. Deepti Kulkarni (ACS 34733) partners of M/s Makarand M. Joshi & Co., Practicing Company Secretaries Firm as scrutinizer to scrutinize the e-voting process in a fair and transparent manner. They have given their consent for such appointment.
  - j) The Scrutinizer(s) shall submit their Report within two working days of the conclusion of the remote e-voting to the Chairman/ Managing Director/ Company Secretary, who shall

countersign and declare the result of the voting forthwith. The Resolution, if passed by the requisite majority, shall be deemed to have been passed at a duly convened general meeting.

- k) The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. Friday, April 10, 2026. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
- l) The result of the Postal Ballot along with the Scrutinizers' Report will also be placed on the Company's website at <https://www.allcargoterminals.com/investor-announcements/> and on the website of NSDL at <http://www.evoting.nsdl.com>. The Company shall simultaneously forward the result to NSE and BSE, where the equity shares of the Company are listed.
- m) Electronic copies of all the documents referred to in the Notice and the Statement shall be made available for inspection. Members will be able to inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this Notice till the period of the conclusion of the remote e-voting. Members seeking inspection of such documents can send an e-mail to [investor.relations@allcargoterminals.com](mailto:investor.relations@allcargoterminals.com).
- n) Any query in relation to the Resolution proposed to be passed by this Postal Ballot may be addressed at Email: [investor.relations@allcargoterminals.com](mailto:investor.relations@allcargoterminals.com) or for any query/grievance with respect to e-Voting, Members may refer to the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or send a request to NSDL at email id: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting User ID and password will be sent to the registered e-mail address, upon request received from the Member.
- o) The details in terms of SEBI Listing Regulations and other applicable provisions of the Act (including SS-2) are annexed hereto and form part of this Notice.
- p) SEBI 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.
- q) 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.
- r) 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).
- s) SEBI vide its Master Circular SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated August 11, 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform.

## **INSTRUCTIONS FOR REMOTE E-VOTING**

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations read with Master Circular January 30, 2026, issued by SEBI on e-voting facility provided by Listed Entities and SS-2, members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL on the Resolutions set-forth in this Notice of Postal Ballot, through remote e-voting only.

### **Information relating to remote e-voting**

- i. Day, date and time of commencement of voting through electronic means Thursday, March 12, 2026, at 09:00 a.m. (IST).
- ii. Day, date and time of end of voting through electronic means beyond which voting will not be allowed: Friday, April 10, 2026, at 05:00 p.m. (IST).

### **How do I vote electronically using NSDL e-Voting system?**

*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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="555 409 1466 813">1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.</li> <li data-bbox="555 824 1466 1272">2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “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.</li> <li data-bbox="555 1283 1466 1440">3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="555 1451 1466 1935">4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or 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.</li> </ol>

5. 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**



Individual Shareholders holding securities in demat mode with CDSL

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](http://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. 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](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. 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](http://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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company

For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto: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.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy marked to [evoting@nsdl.com](mailto: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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Veena Suvarna at [evoting@nsdl.com](mailto: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. Members who have not registered their email address with the Company or the Depositories and wish to receive the notice and/or cast their vote through remote e-voting are required to register their email address with the Company on [investor.relations@allcargoterminals.com](mailto:investor.relations@allcargoterminals.com) Alternatively, a letter of request for registration of their email address, mentioning their name and DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID)/ folio number to [investor.relations@allcargoterminals.com](mailto: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.

2. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
3. 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.

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No: 01**

**Re-appointment of Mr. Mahendrakumar Chouhan (DIN: 00187253) as a Non-Executive Independent Director for the second term of 3 (three) consecutive years.**

The Board of Directors of the Company approved the appointment of Mr Mahendrakumar Chouhan (DIN: 00187253) (“Mr Chouhan”), as an Additional Non-Executive Independent Director of the Company for a term of 3 (three) consecutive years with effect from April 15, 2023 under sections 149, 150, 152, 161, other applicable provisions of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company. Further, Members of the Company through Special Resolution passed at their Extra Ordinary General Meeting held on April 17, 2023, approved the appointment of Mr Chouhan to hold office as a Non-Executive Independent Director, not liable to retire by rotation, for a term of 3 (three) consecutive years effective from April 15, 2023.

In terms of Section 149(10) read with Section 152 of the Act, an Independent Director shall hold office for a term of five consecutive years on the Board of a company and shall be eligible for re-appointment on passing of a special resolution by the Members of the Company. In compliance thereof, the approval of the Members is being sought for re-appointment of Mr Chouhan as an Independent Director of the Company through Special resolution for the second term of 3 (three) consecutive years commencing from April 15, 2026, to April 14, 2029.

During his first tenure as an Independent Director of the Company Mr. Chouhan has contributed immensely to the Board and Committee deliberations. Pursuant to the performance evaluation of Mr. Chouhan carried out by the Nomination and Remuneration Committee (“NRC”), the Board is of the opinion that Mr. Chouhan possesses the requisite skills, experience and expertise relevant to the Company’s business. The Board is further of the view that his continued association would be in the best interest of the Company and, accordingly, has recommended the re-appointment of Mr. Chouhan as an Independent Director of the Company at its meeting held on February 10, 2026.

Mr. Chouhan has submitted the declaration of independence, as required pursuant to Section 149(6) of the Companies Act, 2013 stating that he meets the criteria of independence as provided in Section 149(6) and Regulation 16 of the Listing Regulation and has given his consent to be re-appointed as the Independent Director of the Company , subject to approval of the Members. Mr. Chouhan has also informed that he is not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. Further, he has also given a declaration that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

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

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

In the opinion of the Board, Mr. Chouhan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and Listing Regulation and Mr. Chouhan is independent of the management.

Mr Chouhan is qualified to be re-appointed as a director in terms of Section 164 of the Act and also received declaration from Mr Chouhan that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Listing Regulation. He is also registered with the Independent Directors Databank of the Indian Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs.

Mr Chouhan is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge, experience as well as his educational background, re-appointment of Mr Chouhan as an Independent Director would be in the interest of the Company. The terms and conditions of appointment of Mr Chouhan will remain the same.

Further, pursuant to Regulation 17(1C) of Listing Regulations, the re-appointment of a Director on the Board of Directors shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of reappointment whichever is earlier. Therefore, this resolution is being proposed to be passed by special resolution by way of Postal Ballot.

In accordance with the provisions of Regulation 25 (2A) of the Listing Regulation, re-appointment of an Independent Director requires approval of members by way of a special resolution.

Details of Mr Chouhan are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

None of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, Save and except, Mr Chouhan being an appointee and his relative, to the extent of their shareholding interest, if any, in the Company in the resolution as set out in Item No. 1 of the Notice.

Considering the illustrious background, enormous professional experience and expertise the Board recommends the special resolution set out in Item No. 1 of the Notice for approval by the Members.

**Item No: 02**

**Re-appointment of Mrs Radha Ahluwalia (DIN: 00936412) as a Non-Executive Independent Director for the second term of 3 (three) consecutive years.**

The Board of Directors of the Company approved the appointment of Mrs Radha Ahluwalia (DIN: 00936412) (“Mrs Ahluwalia”), as an Additional Non-Executive Independent Director of the Company for a term of 3 (three) consecutive years with effect from April 15, 2023 under Sections 149, 150, 152, 161, other applicable provisions of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company. Further, Members of the Company through Special Resolution passed at their Extra Ordinary General Meeting held on April 17, 2023, approved the appointment of Mrs Ahluwalia to hold office as a Non-Executive Independent Director, not liable to retire by rotation, for a term of 3 (three) consecutive years effective from April 15, 2023.

In terms of Section 149(10) read with Section 152 of the Act, an Independent Director shall hold office for a term of five consecutive years on the Board of a company and shall be eligible for re-appointment on passing of a special resolution by the Members of the Company. In compliance thereof, the approval of the Members is being sought for re-appointment of Mrs Ahluwalia as an Independent Director of the Company through Special resolution for the second term of 3 (three) consecutive years commencing from April 15, 2026 to April 14, 2029.

During her first tenure as an Independent Director of the Company Mrs Ahluwalia has contributed immensely to the Board and Committee deliberations. Pursuant to the performance evaluation of Mrs Ahluwalia carried out by the Nomination and Remuneration Committee (“NRC”), the Board is of the opinion that Mrs Ahluwalia possesses the requisite skills, experience and expertise relevant to the Company’s business. The Board is further of the view that her continued association would be in the best interest of the Company and accordingly, has recommended the re-appointment of Mrs Ahluwalia as an Independent Director of the Company at its meeting held on February 10, 2026.

Mrs Ahluwalia has submitted the declaration of independence, as required pursuant to Section 149(6) of the Companies Act, 2013 stating that she meets the criteria of independence as provided in Section 149(6) and Regulation 16 of the Listing Regulation and has given her consent to be re-appointed as the Independent Director of the Company, subject to approval of the Members. Mrs Ahluwalia has also informed that she is not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence. Further, she has also given a declaration that she is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The NRC has evaluated the balance of her skills, knowledge and experience on the Board. On the basis of such evaluation and description of the roles and capabilities required to be an Independent Director of the Company, the NRC recommended the re-appointment of Mrs Ahluwalia as an Independent Director. In the opinion of the Board, Mrs Ahluwalia fulfills all the conditions specified in the Act and the rules made thereunder and she is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such regulatory authority.

In the opinion of the Board, Mrs Ahluwalia fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and Listing Regulation and Mrs Ahluwalia is independent of the management.

Mrs Ahluwalia is qualified to be re-appointed as a director in terms of Section 164 of the Act and also received declaration from Mrs Ahluwalia that she meets the criteria of independence as prescribed under Section 149(6) of the Act and S Listing Regulation. She is also registered with the Independent Directors Databank of the Indian Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs.

Mrs Ahluwalia is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge, experience as well as her educational background, re-appointment of Mrs Ahluwalia as an Independent Director would be in the interest of the Company. The terms and conditions of appointment of Mrs Ahluwalia will remain the same.

Further, pursuant to Regulation 17(1C) of Listing Regulations, the re-appointment of a Director on the Board of Directors shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of reappointment whichever is earlier. Therefore, this resolution is being proposed to be passed by special resolution by way of Postal Ballot.

In accordance with the provisions of Regulation 25 (2A) of the Listing Regulation, re-appointment of an Independent Director requires approval of members by way of a special resolution.

Details of Mrs Ahluwalia are provided in the “Annexure” to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.

None of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, Save and except, Mrs Ahluwalia being an appointee and her relative, to the extent of their shareholding interest, if any, in the Company in the resolution as set out in Item No. 2 of the Notice.

Considering the illustrious background, enormous professional experience and expertise, the Board recommends the special resolution set out in Item No. 2 of the Notice for approval by the Members.

**Item No: 03**

**Re-appointment of Mr Prafulla Chhajed (DIN: 03544734) as a Non-Executive Independent Director for the second term of 3 (three) consecutive years**

The Board of Directors of the Company approved the appointment of Mr Prafulla Chhajed (DIN: 03544734) ("Mr Chhajed"), as an Additional Non-Executive Independent Director of the Company for a term of 3 (three) consecutive years with effect from April 15, 2023 under Sections 149, 150, 152, 161, other applicable provisions of the Companies Act, 2013 ("Act") and the Articles of Association of the Company. Further, Members of the Company through Special Resolution passed at their Extra Ordinary General Meeting held on April 17, 2023, approved the appointment of Mr Chhajed to hold office as a Non-Executive Independent Director, not liable to retire by rotation, for a term of 3 (three) consecutive years effective from April 15, 2023.

In terms of Section 149(10) read with Section 152 of the Act, an Independent Director shall hold office for a term of five consecutive years on the Board of a company and shall be eligible for re-appointment on passing of a special resolution by the Members of the Company. In compliance thereof, the approval of the Members is being sought for re-appointment of Mr Chhajed as an Independent Director of the Company through Special resolution for the second term of 3 (three) consecutive years commencing from April 15, 2026, to April 14, 2029.

During his first tenure as an Independent Director of the Company Mr Chhajed has contributed immensely to the Board and Committee deliberations. Pursuant to the performance evaluation of Mr Chhajed carried out by the Nomination and Remuneration Committee ("NRC"), the Board is of the opinion that Mr Chhajed possesses the requisite skills, experience and expertise relevant to the Company's business. The Board is further of the view that his continued association would be in the best interest of the Company and, accordingly, has recommended the re-appointment of Mr Chhajed as an Independent Director of the Company through circular resolution dated **March 09, 2026**.

Mr Chhajed has submitted the declaration of independence, as required pursuant to Section 149(6) of the Companies Act, 2013 stating that he meets the criteria of independence as provided in Section 149(6) and Regulation 16 of the Listing Regulation and has given his consent to be re-appointed as the Independent Director of the Company, subject to approval of the Members. Mr Chhajed has also informed that he is not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. Further, he has also given a declaration that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The NRC has evaluated the balance of his skills, knowledge and experience on the Board. On the basis of such evaluation and description of the roles and capabilities required to be an Independent Director of the Company, the NRC recommended the re-appointment of Mr Chhajed as an Independent Director. In the opinion of the Board, Mr Chhajed fulfills all the conditions specified in the Act and the rules made thereunder and he is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such regulatory authority.

In the opinion of the Board, Mr Chhajed fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and Listing Regulation and Mr Chhajed is independent of the management.

Mr Chhajed is qualified to be re-appointed as a director in terms of Section 164 of the Act and also received declaration from Mr Chhajed that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Listing Regulations. He is also registered with the Independent Directors Databank of the Indian Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs.

Mr Chhajed is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge, experience as well as his educational background, re-appointment of Mr Chhajed as an Independent Director would be in the interest of the Company. The terms and conditions of appointment of Mr Chhajed will remain the same.

Further, pursuant to Regulation 17(1C) of Listing Regulations, the re-appointment of a Director on the Board of Directors shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of reappointment whichever is earlier. Therefore, this resolution is being proposed to be passed by special resolution by way of Postal Ballot.

In accordance with the provisions of Regulation 25 (2A) of the Listing Regulation, re-appointment of an Independent Director requires approval of members by way of a special resolution

Details of Mr Chhajed are provided in the “Annexure” to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.

None of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, Save and except, Mr Chhajed being an appointee and his relative, to the extent of their shareholding interest, if any, in the Company in the resolution as set out in Item No. 3 of the Notice.

Considering the illustrious background, enormous professional experience and expertise the Board recommends the special resolution set out in Item No. 3 of the Notice for approval by the Members.

**Item No: 04**

**Approval of remuneration payable to Mr Suresh Kumar Ramiah (DIN: 07019419), Managing Director of the Company for the period commencing from April 01, 2026 to March 31, 2028**

The Members of the Company at their Extra Ordinary General Meeting held on April 17, 2023 had approved the appointment of Mr Suresh Kumar Ramiah, Managing Director of the company for a period of 5 (five) years with effect from April 01, 2023 on the terms and conditions including remuneration payable to him. The members of the Company had approved Basic Salary scale of Rs 18,00,001/- per month with an authority to the Board to increase the salary payable to Mr Ramiah upto maximum limit of Rs 30,00,000/- per month from time to time.

Thereafter, pursuant to annual increments as approved by the Nomination and Remuneration Committee and the Board respectively, Suresh Kumar Ramiah is entitled to remuneration amounting to Rs. 22,25,687/- (Rupees Twenty Two Lakhs Twenty Five Thousand Six Hundred and Eighty-Seven Only) effective from April 01, 2025.

On recommendation by the Nomination & Remuneration Committee (“NRC”) and the Board of Directors (the “Board”) of the Company, it is proposed to revise the maximum limit of remuneration from 30,00,000/- (Rupees Thirty Lakhs Only) per month to Rs. 40,00,000/- (Rupees Forty Lakhs Only) per month (inclusive of fixed and other components) for the period commencing from April 01, 2026 to March 31, 2028. The other terms and conditions of the appointment shall remain unchanged except as mentioned in explanatory statement.

The variable pay proposed for Mr Suresh Kumar Ramiah along with long term retention, based on his performance, are as follows:

<b>Performance Rating</b>	<b>Amount Per Annum (In Rs.)</b>
5	75,00,000
3	52,17,000

<b>Long term retention incentive</b>	<b>Rating 3</b>	<b>Rating 4</b>	<b>Rating 5</b>
On successful completion of Year 4	40,00,000	45,00,000	50,00,000
On successful completion of Year 5	40,00,000	45,00,000	50,00,000
<b>Total</b>	<b>80,00,000</b>	<b>90,00,000</b>	<b>1,00,00,000</b>

In the event of inadequacy of profits in any financial year, Mr Ramiah shall be entitled to a minimum remuneration as mentioned above comprising salary, perquisites, benefits and variable pay (including commission payable, if any) for the period commencing from April 01, 2026 to March 31, 2028, subject to approval of Nomination and Remuneration Committee and the Board, in compliance with the applicable laws.

Provided that Mr Ramiah may draw remuneration from one or more companies subject to the ceiling provided in Section 197 read with Part II of Schedule V of the Act.

The statement as required under Section II, Part II of the Schedule V of the Act with reference to Special Resolution at Item No. 4 is annexed hereto as Annexure 2.

Save and except, Mr. Suresh Kumar Ramiah and his relative, to the extent of their shareholding interest, if any, in the Company, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in Item No. 4 of the Notice.

The Board recommends the special resolution set out in Item No. 4 of the Notice for approval by the Members.

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

**Sd/-  
Malav Talati  
Company Secretary & Compliance Officer  
(Membership Number: A59947)**

**Place:** Mumbai

**Date:** March 09, 2026

**Registered Office:**

4<sup>th</sup> Floor, A Wing, Allcargo House, CST Road,  
Kalina, Santacruz (East), Vidyanagari, Mumbai - 400098

Email ID: [investor.relations@allcargoterminals.com](mailto:investor.relations@allcargoterminals.com)

Website: [www.allcargoterminals.com](http://www.allcargoterminals.com)

Tel: +91 22 66798110

CIN: L60300MH2019PLC320697

**ANNEXURE:**

**Details of Directors as required under Secretarial Standards-2 and the Listing Regulations**

Name Of Director	Mahendrakumar Chouhan	Radha Ahluwalia
Age	70 years	53 years
Qualification	MBA with Finance specialization, a Science graduate B.Sc. A course on 'Governing the Corporation: Global perspectives in the Indian context' from Wharton Business School, University of Pennsylvania, USA.	Master's Diploma in German from Goethe Institute and Honours Degree, Lady Shriram College for Women, Delhi University.
Brief resume including, profile, experience and expertise in specific functional areas	<p>Prof. Mahendra Kumar Chouhan is a distinguished board advisor, thought leader, and institution builder with decades of leadership experience spanning corporate governance, business ethics, leadership, and sustainability. He is widely respected for his contribution to long-term value creation and sustainable development, particularly in India and the Asia region.</p> <p>He brings a rare and powerful blend of experience across Business &amp; Industry, Academia, and International Consulting, making him a trusted advisor to boards, regulators, and academic institutions.</p> <p>In the corporate domain, Prof. Chouhan is the Founding Chairman of Fino Payments Bank and currently serves as an Independent Director on the boards of several listed and unlisted companies across financial services, housing and education finance, pharmaceuticals, manufacturing, B2B marketplaces, and exhibitions.</p> <p>In academia, he has held prestigious teaching and research roles. He served as Distinguished Professor – Executive Education at IIM Mumbai and currently teaches Business Ethics, Corporate Governance, and Sustainability at the Jamnalal Bajaj Institute of Management Studies. He has also been visiting faculty at IIT</p>	<p>Radha Ahluwalia is the General Partner of Work Capital, a fund and research institute that invests in early-stage startups with a direct linkage to employment generation and employability outcomes. Her work sits at the intersection of capital, research, and ecosystem-building, with a strong focus on enabling sustainable and inclusive economic growth.</p> <p>Prior to her transition into venture capital, Mrs. Ahluwalia spent over 25 years building and leading industry leadership networks across India, centred on the creation of independent economic, business, and policy insight. Her career includes more than two decades at IMA India, formerly the Indian franchisee of the Economist Intelligence Unit (EIU), where she served as Managing Director. Under her leadership, IMA India emerged as a market leader in both content excellence and peer-led executive networks.</p> <p>Today, Mrs. Ahluwalia lends her time selectively to guide early-stage startups, advising founders across strategy, market positioning, leadership development, and scaling with purpose. She is also a trusted mentor to entrepreneurs and leaders building resilient, values-driven businesses.</p>

Bombay (SJMSOM) and Tilburg University, Netherlands, and is a regular guest faculty at the Indian Institute of Corporate Affairs (Ministry of Corporate Affairs).

Internationally, Prof. Chouhan worked for over six years with the International Finance Corporation (IFC), World Bank Group. He currently leads Mahendra & Ardneham Consulting (P) Ltd, a specialized board advisory firm focused on embedding sustainability and governance into corporate strategy.

He is deeply committed to institution building and social impact, serving as Chairman of the Mahendra & Young Knowledge Foundation, Vice Chairman of the Global Advisory Board of the Asian Centre for Corporate Governance & Sustainability, and Vice President (2025–26) of the IMC Chamber of Commerce & Industry. He is also a former President of the Bombay Management Association.

Globally, he serves on the Global Council and Integrated Reporting & Connectivity Council (IFRS Foundation), the Council for Inclusive Capitalism (USA), and the Global Board of the International Institute of Governance and Leadership (Amsterdam).

He has contributed to national policy and regulation as a member of the SEBI Committee on Corporate Governance and the Ministry of Corporate Affairs Committee for the National Policy on Corporate Governance.

Prof. Chouhan holds a Science degree and an MBA (Finance), is a certified board trainer with the Global Corporate Governance Forum (IFC–World Bank Group), and has completed an Executive Program on

	<p>Corporate Governance at Wharton School, University of Pennsylvania.</p> <p>A sought-after speaker at national and international forums, he also values holistic well-being through yoga, tennis, and golf.</p>	
Shareholding in the Company as on March 05, 2026	NIL	NIL
Date of first appointment on the Board of the Company	April 15, 2023	April 15, 2023
Directorship held in other companies as on March 05, 2026 (including the Company and listed entities which the person has resigned in the past three years)	<p><b><u>Current Directorship.</u></b></p> <ul style="list-style-type: none"> <li>• MIMS Consultant Private Limited</li> <li>• Mahendra and Ardneham Consulting Private Limited</li> <li>• IMC Chamber of Commerce</li> <li>• Allcargo Terminals Limited</li> </ul> <p><b><u>Past Directorship</u></b></p> <ul style="list-style-type: none"> <li>• NESCO Limited</li> <li>• Allcargo Logistics Limited</li> </ul>	<p><b><u>Current Directorship</u></b></p> <ul style="list-style-type: none"> <li>• Allcargo Terminals Limited</li> <li>• Speedy Multimodes Limited</li> <li>• Allcargo Logistics Limited</li> <li>• Allcargo Global Limited</li> </ul> <p><b><u>Past Directorship</u></b></p> <ul style="list-style-type: none"> <li>• Integrated Learning Solution Private Limited</li> <li>• Axslogic On Demand Services Private Limited</li> </ul>
No of committees in which director is member as on March 05, 2026	<p><b><u>2</u></b></p> <p><b><u>Allcargo Terminals Limited:</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> </ul>	<p><b><u>4</u></b></p> <p><b><u>Allcargo Terminals Limited:</u></b></p> <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee</li> </ul> <p><b><u>Allcargo Logistics Limited:</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> </ul> <p><b><u>Allcargo Global Limited:</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> </ul>
No of committees in which director is chairman as on March 05, 2026	<p><b><u>2</u></b></p> <p><b><u>Allcargo Terminals Limited:</u></b></p> <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee.</li> <li>• Corporate Social Responsibility Committee.</li> </ul>	<p><b><u>3</u></b></p> <p><b><u>Allcargo Terminals Limited:</u></b></p> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee</li> <li>• Risk Management Committee</li> </ul>

		<p><b><u>Allcargo Logistics Limited:</u></b></p> <ul style="list-style-type: none"> <li>Stakeholders Relationship Committee</li> </ul>
Terms and Conditions of appointment/ re-appointment along with details of remuneration sought to be paid and remuneration last drawn	<p>The Director shall be paid remuneration in the capacity of Non-Executive Independent Director, by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings and commission, if any.</p> <p>For the detailed terms and conditions of appointment of an Independent Director, please refer Company's website: <a href="#">Allcargo Terminals Limited - Corporate Policies</a></p>	
Relationship between Directors, Managers And the other Key Managerial Personnel Inter se	Mahendrakumar Chouhan is not related to any other Director, Manager and Key Managerial Personnel	Radha Ahluwalia is not related to any other Director, Manager and Key Managerial Personnel
No. of meetings of the Board upto February 10, 2026	6	6
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<ol style="list-style-type: none"> <li>Leadership</li> <li>Risk Management &amp; Financial Planning</li> <li>Mergers and acquisition</li> <li>Industry experience, Global Business &amp; Business acumen</li> <li>Board services, corporate governance and sustainable development</li> </ol> <p>Please refer point 3 and 4 as mentioned above for Director's qualification and profile.</p>	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not Applicable	Not Applicable

Name Of Director	Prafulla Chhajed	Suresh Kumar Ramiah
Age	59 years	59 years
Qualification	Fellow and practicing member of the Institute of Chartered Accountants of India (ICAI) and Member of CPA, Australia	Alumni of the prestigious Indian Institute of Management (IIM) Bangalore, with a B.Tech in Mechanical Engineering from the College of Engineering Trivandrum. He has also completed leadership programs from IIM Ahmedabad, ISB Hyderabad, and Vodafone's Global Talent Academy (UK). He holds a certification in Coaching Skills from the Neuro Leadership Institute
Brief resume including, profile, experience and expertise in specific functional areas	<p>Prafulla Chhajed is a Fellow and practicing member of the Institute of Chartered Accountants of India (ICAI) and a member of CPA Australia. He is also a law graduate (LLB – General) and holds ICAI certifications in Forensic Accounting &amp; Fraud Detection and Business Responsibility and Sustainability Reporting (BRSR).</p> <p>He served as the President of the Institute of Chartered Accountants of India (2019–20) and earlier as Chairman of the Western India Regional Council (WIRC) of ICAI (2007–08). At the international level, he is the President of the Confederation of Asia &amp; Pacific Accountants (CAPA), Malaysia (2023–2025) and has served as a member of the Professional Accountancy Organisation Development Group of the International Federation of Accountants (IFAC), New York.</p> <p>Mr. Chhajed has held significant leadership and governance roles across regulatory, financial, and professional institutions. He has served as an Independent Director with the Insurance Regulatory and Development Authority (IRDA) and State Bank of India, and as a member of the Primary Market Advisory Committee of SEBI. He has also been an Independent Director on the boards of SBI Mutual Fund Trustee Company (P) Ltd and GIC Housing Finance Limited.</p>	<p>With 35 years of executive experience across Vodafone, BPL Mobile, Hutch, Allcargo, Wipro and The Times of India, Mr Ramiah has led organisations through transformation, scale, disruption and regulatory complexity. His leadership rooted in strategic clarity, commercial discipline, people empowerment, operational rigour, digital innovation and governance has enabled sustainable growth across listed, promoter-led, multinational and early-stage ventures. An engineer and IIM Bangalore PGDM and the Managing Director of Allcargo Terminals Ltd., leading an asset-light, profitability-focused business and overseeing ESG, enterprise business and communications for the Allcargo Group.</p>

	<p>His institution-building contributions include serving as Director at the ICAI Accounting Research Foundation, Indian Institute of Insolvency Professionals of ICAI, ICAI Registered Valuers Organisation, and XBRL India. He was the Chairman of the Executive Committee of the World Congress of Accountants 2022, constituted by IFAC.</p> <p>Currently, he is a Governing Council Member and Chairman of the Banking and Finance Committee of the Maharashtra Chamber of Commerce, Industry and Agriculture, and has earlier served on the Board of Management of the Mumbai School of Economics &amp; Public Policy (University of Mumbai).</p> <p>Mr. Chhajed has contributed to several national and international bodies, including SAFA, IFAC SMP Committee, CA Worldwide, and the Integrated Reporting Council. A widely travelled professional, he is a frequent speaker at seminars and conferences in India and globally, sharing insights on accounting, governance, financial regulation, and sustainability.</p>	
Shareholding in the Company as on March 05, 2026	NIL	NIL
Directorship held in other companies as on March 05, 2026 (including the Company and listed entities which the person has resigned in the past three years)	<p><b><u>Current Directorship</u></b></p> <ul style="list-style-type: none"> <li>● Oberoi Realty Limited</li> <li>● Intercontinental forum Of Entrepreneur and Professionals</li> <li>● Yashodha Healthcare Services Limited</li> <li>● Multi commodity Exchange Clearing Corporation Limited</li> <li>● Allcargo Terminals Limited</li> <li>● Jammu &amp; Kashmir Bank Limited</li> </ul> <p><b><u>Past Directorship</u></b></p> <ul style="list-style-type: none"> <li>● Speedy Multimodes Limited</li> <li>● State Bank of India</li> </ul>	<p><b><u>Current Directorship</u></b></p> <ul style="list-style-type: none"> <li>● Allcargo Terminals Limited</li> <li>● Speedy Multimodes Limited</li> <li>● ECU Worldwide India Private Limited</li> <li>● Bhiwandi Multimodal Private Limited</li> <li>● ALX Shipping Agencies Private Limited</li> <li>● Allcargo Logistics Park Private Limited</li> <li>● Container Freight Station Association of India (Renewal old AN 165281)</li> <li>● Comptech Solutions Private Limited</li> <li>● Haryana Orbital Rail Corporation Limited</li> <li>● ATL FTWZ Private Limited</li> <li>● TransNepal Freight Services Private Limited</li> </ul>

		<p><b>Past Directorship</b></p> <ul style="list-style-type: none"> <li>• Hoskote Warehousing Private Limited</li> <li>• Dankuni Industrial Parks Private Limited</li> <li>• CCI Worldwide Logistics Private Limited</li> </ul>
No of committees in which director is member as on March 05, 2026	<p><b>13</b></p> <p><b><u>Allcargo Terminals Limited:</u></b></p> <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee</li> <li>• Risk Management Committee.</li> </ul> <p><b><u>Multi Commodity Exchange Clearing Corporation Limited:</u></b></p> <ul style="list-style-type: none"> <li>• Member and Core settlement Guarantee Fund Committee</li> <li>• Nomination and Remuneration Committee.</li> <li>• Audit Committee</li> <li>• Corporate Social Responsibility Committee</li> </ul> <p><b><u>Obero Realty Limited:</u></b></p> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee</li> <li>• Investment Committee</li> </ul> <p><b><u>Jammu &amp; Kashmir Bank Limited</u></b></p> <ul style="list-style-type: none"> <li>• Customer Service Committee</li> <li>• Special Committee of the Board for Monitoring and Follow-up of Cases of Frauds</li> <li>• Legal and Impaired Assets Resolution Committee</li> <li>• Information Technology Strategy Committee</li> <li>• CSR and ESG Committee</li> </ul>	<p><b>4</b></p> <p><b><u>Allcargo Terminals Limited:</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Stakeholders Relationship Committee</li> <li>• Corporate Social Responsibility Committee</li> <li>• Executive Committee</li> </ul>
No of committees in which director is chairman as on March 05, 2026	<p><b>8</b></p> <p><b><u>Allcargo Terminals Limited</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> </ul> <p><b><u>Multi Commodity Exchange Clearing Corporation Limited</u></b></p> <ul style="list-style-type: none"> <li>• Risk Management Committee</li> <li>• Investment Committee</li> <li>• Public Interest Director Committee</li> </ul>	<p>Nil</p>

	<ul style="list-style-type: none"> <li>• Advisory Committee</li> </ul> <p><b><u>Oberoi Realty Limited</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> </ul> <p><b><u>Yashoda Healthcare Services Limited</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> </ul> <p><b><u>Jammu &amp; Kashmir Bank Limited</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> </ul>	
Terms and Conditions of appointment/ re-appointment along with details of remuneration sought to be paid and remuneration last drawn	<p>The Director shall be paid remuneration in the capacity of Non-Executive Independent Director, by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings and commission, if any.</p> <p>For the detailed terms and conditions of appointment of an Independent Director, please refer Company's website: <a href="#">Allcargo Terminals Limited - Corporate Policies</a></p>	Please refer remuneration summarised in the Explanatory statement of the notice.
Relationship between Directors, Managers And the other Key Managerial Personnel Inter se	Prafulla Chhajed is not related to any other Director, Manager and Key Managerial Personnel	Suresh Kumar Ramiah is not related to any other Director, Manager and Key Managerial Personnel
No. of meetings of the Board upto February 10, 2026	6	6
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<ol style="list-style-type: none"> <li>1. Leadership</li> <li>2. Risk Management &amp; Financial Planning</li> <li>3. Mergers and acquisition</li> <li>4. Industry experience, Global Business &amp; Business acumen</li> <li>5. Board services, corporate governance and sustainable development</li> </ol> <p>Please refer point 3 and 4 as mentioned above for Director's qualification and profile.</p>	Not Applicable

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not Applicable	Not Applicable
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**ANNEXURE 2:**

**STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:**

**Mr Suresh Kumar Ramiah (“Mr Ramiah”)**

**A- GENERAL INFORMATION**

1.Nature of Industry	<p>Allcargo Terminals Limited (“ATL”) operates Container Freight Stations (“CFS”) and Inland Container Depots (“ICD”) across the country, offering one of India’s widest CFS networks.</p> <p>With over two decades of excellence in Container Freight Station (CFS) operations, ATL draws its strength from the trusted foundation of the Allcargo Group. This heritage gives us the stability, reliability, and commitment to drive our customers’ success.</p> <p>As a leading private service provider with a pan-India network, we are uniquely positioned to contribute to India’s evolving logistics landscape. Aligned with national initiatives such as the National Logistics Policy (NLP), Sagarmala, and PM Gati Shakti, we accelerate trade flows by enhancing port connectivity, optimising logistics infrastructure, and enabling businesses to capture new growth opportunities—both domestically and globally.</p>									
2.Date of commencement of Commercial production	The Company was incorporated on February 05, 2019 and is in operation since March 19, 2019									
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable									
4. Financial performance based on given indicators (consolidated basis):	In Crore									
	<table border="1" style="width: 100%;"><thead><tr><th>Particulars</th><th>FY 24-25</th><th>FY 23-24</th></tr></thead><tbody><tr><td>Turnover</td><td>757.81</td><td>732.98</td></tr><tr><td>PAT</td><td>30.23</td><td>44.70</td></tr></tbody></table>	Particulars	FY 24-25	FY 23-24	Turnover	757.81	732.98	PAT	30.23	44.70
Particulars	FY 24-25	FY 23-24								
Turnover	757.81	732.98								
PAT	30.23	44.70								
5. Foreign investments or collaborations, if any	Allcargo Terminals Limited has invested in a foreign company, TransNepal Freight Services Private Limited and is currently a Joint Venture of the Company									

**B- MR RAMIAH’S DETAILS**

1. Background Details	<p>Mr Ramiah is an alumnus of the prestigious Indian Institute of Management (IIM) Bangalore, with a B.Tech in Mechanical Engineering from the College of Engineering Trivandrum. He has also completed leadership programs from IIM Ahmedabad, ISB Hyderabad, and Vodafone’s Global Talent Academy (UK). He holds a certification in Coaching Skills from the Neuro Leadership Institute.</p> <p>With 35 years of executive experience across Vodafone, BPL Mobile, Hutch, Allcargo, Wipro and The Times of India, Mr Ramiah has led organisations through transformation, scale, disruption and regulatory complexity. His leadership rooted</p>
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in strategic clarity, commercial discipline, people empowerment, operational rigour, digital innovation and governance has enabled sustainable growth across listed, promoter-led, multinational and early-stage ventures. An engineer and IIM Bangalore PGDM and the Managing Director of Allcargo Terminals Ltd., leading an asset-light, profitability-focused business and overseeing ESG, enterprise business and communications for the Allcargo Group.

2.Past Remuneration

In Crore

Year	Amount
2024-2025	3.14
2023-2024	3.12

Job Profile and suitability

Mr. Ramiah serves as the Managing Director of the Company and has overall responsibility for its management and operations. His role is underpinned by his strong academic background and extensive experience in the logistics sector. As a driving force behind Allcargo Terminals Limited since its listing and expanding its business on a larger scale, Mr. Ramiah has been instrumental in shaping the Company’s strategic vision and steering its remarkable growth trajectory. His continued leadership is vital for the sustained performance and strategic direction of the Company. His continued leadership is critical to the Company’s long-term strategic direction and operational effectiveness. In view of his qualifications, expertise, and experience in relevant fields, he has and continues to be well suited to discharge the responsibilities entrusted to him by the Board of Directors.

3. Salary, perquisites, commission and ESAR

Salary:

Upto Rs. 40,00,000/- (Rupees Forty Lakhs Only) per month inclusive of various components.

Variable pay covered under the aforementioned limit:

Performance Rating	Amount Per Annum (In Rs.)
5	75,00,000
3	52,17,000

Long term retention incentive:

Long term retention incentive	Rating 3	Rating 4	Rating 5
On successful completion of Year 4	40,00,000	45,00,000	50,00,000
On successful completion of Year 5	40,00,000	45,00,000	50,00,000
Total	80,00,000	90,00,000	1,00,00,000

Employee Stock Appreciation Rights (ESAR): 5,00,000 rights granted over a period of four years in a vesting ratio of 0% : 30% : 30% : 40%; with a power to the NRC/Board to increase the salary payable to the Managing Director, from time to time

	<p>Commission:</p> <p>Based on the Net profits of the Company computed in the manner laid down in Section 198 of the Act, and subject to the overall ceiling limits as prescribed under Sections 197 &amp; 198 and other applicable provisions of the Act read with Schedule V of the Act, Mr. Suresh Kumar Ramiah may draw commission from the Company.</p>
5. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	<p>The remuneration payable to Mr. Ramiah reflects his unique contributions and the immense value he brings to the organisation. Since joining the Company, he has demonstrated exceptional leadership, strategic vision, and a deep understanding of the Company's operations. His role and responsibilities are integral to the Company's growth and success, and thus, his remuneration is benchmarked not only against industry standards but also considers the specific context of his role. The Nomination and Remuneration Committee and the Board at its meeting held on February 10, 2026, evaluated his profile, the complexity of the business operations, and the Company's size to determine that his remuneration is commensurate with the packages offered to similar counterparts in the industry. Given the size, complexity, and nature of the Company's business, the proposed remuneration for Mr. Ramiah is in line with industry standards and appropriately reflects his significant responsibilities and contribution</p>
6. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	<p>Besides the remuneration proposed, Mr Suresh Kumar Ramiah does not have any pecuniary relationship directly or indirectly with the Company or relationship with other Directors and or KMP of the Company except the below: Mr Ramiah is granted 5,00,000 ESARs under the <b>ATL – Employees Stock Appreciation Rights Plan – 2024'</b></p>
<b>C. OTHER INFORMATION</b>	
1.Reasons of loss or inadequate profits	<p>The Company is passing Special Resolution pursuant to the provisions of Section 197 of the Act and as a matter of abundant precaution.</p>
2. Steps taken or proposed to be taken for improvement	<p>The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium service provider, powerful brands, deep Pan-India network and foreign outreach are also expected to enable the Company to position itself to achieve better economies of scale. The Company has also strategically planned for transformation projection leading to increase in profits and has put in place measures to reduce cost and improve the bottom-line.</p>
3. Expected increase in productivity and profits in measurable terms	<p>The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.</p>