

**Allcargo Logistics Limited**

Particulars	(Transferee Company 2/ Demerged Company)
Name of the company	<b>Allcargo Logistics Limited</b>
Date of Incorporation & details of name changes, if any	<p>Date of Incorporation: August 18, 1993</p> <ol style="list-style-type: none"> <li>Change of Name from All Cargo Movers (India) Private Limited to Allcargo Movers {India} Private Limited duly confirmed by ROC vide their certificate dated June 25, 2004.</li> <li>Change of Name from Allcargo Movers {India} Private Limited to Allcargo Global Logistics Private Limited duly confirmed by ROC vide their certificate dated December 08, 2005.</li> <li>Change of Name from Allcargo Global Logistics Private Limited to Allcargo Global Logistics Limited duly confirmed by ROC vide their certificate dated January 17, 2006 (pursuant to conversion from Private Company to Public Limited Company).</li> <li>Change of Name from Allcargo Global Logistics Limited to Allcargo Logistics Limited duly confirmed by ROC vide their certificate dated July 29, 2011.</li> </ol>
Registered Office	6 <sup>th</sup> Floor, Allcargo House, CST Road, Kalina, Santacruz (East), Mumbai - 400098.
Brief particulars of the scheme	<p>Composite Scheme of Arrangement (<b>'Scheme'</b>) between Allcargo Logistics Limited (<b>"Allcargo"</b> or <b>"Transferee Company 2"</b> or <b>"Demerged Company"</b>) and Allcargo Supply Chain Private Limited (the <b>'Transferor Company 1'</b> or <b>'ASCPL'</b>), a wholly owned subsidiary of the Company, Gati Express &amp; Supply Chain Private Limited (the <b>"Transferor Company 2"</b> or <b>"GESCPPL"</b>), Allcargo Gati Limited (the <b>"Transferee Company 1"</b> or <b>"Transferor Company 3"</b> or <b>"Gati"</b>) and Allcargo ECU Limited (the <b>'Resulting Company'</b> or <b>'AEL'</b>), a wholly owned subsidiary of the Company and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Act.</p> <p>To structure the business of Allcargo Logistics Limited (<b>"Demerged Company"</b> or <b>"Allcargo"</b> or <b>"Transferee Company 2"</b>) by way of a Composite Scheme of Arrangement (<b>"Scheme"</b>), whereby:</p> <ol style="list-style-type: none"> <li>the transfer by way of demerger of International Supply Chain Business of Allcargo to Allcargo ECU Limited (<b>"AEL"</b>), on a going concern basis. Consequently, the cancellation of equity shares of AEL held by Allcargo. Simultaneously, AEL will issue New Equity Shares to the shareholders of Allcargo. It will be a mirror shareholding and the same will be listed on the Stock Exchanges (<b>"Demerger"</b>), pursuant to Section 230 to 232 and other relevant provisions of the Companies Act, 2013.</li> </ol>



	<p>b. the transfer of contract logistics and express logistics business, by way of amalgamation of Allcargo Supply Chain Private Limited ("ASCPL") and GATI Express &amp; Supply Chain Private Limited ("GESCPL") with and into Allcargo Gati Limited ("Gati"). Consequently, the cancellation of equity shares of GESCPL held by Gati and cancellation of equity shares of ASCPL &amp; GESCPL held by Allcargo (hereinafter referred to as ("<b>Amalgamation 1</b>"), pursuant to Section 230 to 232 and other relevant provisions of the Companies Act, 2013. Subsequently, the issue and allotment of new equity shares by Gati to the members and shareholders of ASCPL and GESCPL; and</p> <p>c. The transfer by way of amalgamation of Gati with and into Allcargo. Consequently, the cancellation of equity shares of Gati held by Allcargo. Simultaneously, Allcargo will issue new equity shares to the shareholders of Gati and the same shall be listed on the Stock Exchanges (hereinafter referred to as ("<b>Amalgamation 2</b>"), pursuant to Section 230 to 232 and other relevant provisions of the Companies Act, 2013.</p>
<p>Rationale for the scheme</p>	<ol style="list-style-type: none"> <li>1. The Demerged Company is presently engaged, directly, &amp; indirectly through subsidiaries, in the International Supply Chain Business as well as Express Logistics and Contract Logistics businesses through the Transferee Company 1, Transferor Company 1 and Transferor Company 2. These businesses are distinct, with different business models, industry dynamics and have unique financial and management requirements. The purpose of this Scheme is to make these businesses achieve strategic independence and financial flexibility.</li> <li>2. Section B of the Scheme (relating to Demerger of the International Supply Chain Business) would enable creation of an independent company focusing on the International Supply Chain Business (in the Resulting Company).</li> <li>3. The businesses of Transferee Company 1, Transferor Company 1 and Transferor Company 2 are complementary in nature, with similar strategies, target markets, growth opportunities, industry dynamics, competition, risks, and challenges. Due to close synergies between these companies, these businesses would benefit from a unified management structure. Due to legacy reasons, these businesses are undertaken by different entities and have different ownership structure. Section C of the Scheme (relating to Amalgamation 1) would bring all these synergistic businesses under one entity focusing on Express Logistics and Contract Logistics businesses (in Transferee Company 1).</li> <li>4. This Scheme will result in simplification of the corporate structure and reducing the number of legal entities. The</li> </ol>



	<p>International Supply Chain Business will be undertaken by the Resulting Company, which will be directly owned by the shareholders. Pursuant to the Amalgamation 1 and Amalgamation 2, the Express Logistics and Contract Logistics Businesses will be undertaken by the Transferee Company 2, which will be directly owned by the shareholders.</p> <p>5. This will lead to focused and efficient management control, independent growth plans, financial independence, streamlining operations, and optimising costs.</p> <p>6. The Resulting Company and Transferee Company 2 will be able to attract investors with specific knowledge, expertise and risk appetite corresponding to the business in the respective entities. Thus, each entity will have like-minded investors, thereby providing the necessary funding impetus to long-term growth strategies of each of the businesses.</p> <p>7. The existing equity shares of the Transferor Company 3 and Transferee Company 2 are already listed on BSE and NSE. Pursuant to the Scheme, the New Equity Shares of the Resulting Company will be issued to shareholders of Demerged Company. The Scheme will also result in New Equity Shares of the Transferee Company 2 to be issued to shareholders of Transferor Company 3. These new equity shares will be listed on BSE and NSE. This Scheme will unlock value for shareholders.</p>
Date of resolution passed by the Board of Director of the company approving the scheme	December 21, 2023
Date of meeting of the Audit Committee in which the draft scheme has been approved	December 21, 2023
Appointed Date	Appointed date for Demerger and Amalgamation 1 shall be October 01, 2023 and Appointed date for Amalgamation 2 shall be Effective date i.e. the date on which all the conditions and matters in relation to the Scheme have been fulfilled.
Name of Exchanges where securities of the company are listed	<ul style="list-style-type: none"> <li>• BSE Limited</li> <li>• National Stock Exchange of India Limited</li> </ul>
Nature of Business	The brief object clause of the Company is available in the attached Memorandum of Association.
Capital before the scheme (No. of equity shares as well as capital in rupees)	Total Paid up Equity Share Capital of the Company is Rs. 1,96,55,64,192 comprising 982,782,096 Equity Shares of Rs. 2/- each
No. of shares to be issued	408,915,625



Cancellation of shares on account of cross holding, if any	NA			
Capital after the scheme (No. of equity shares as well as capital in rupees)	Total Paid up Equity Share Capital of the Company is Rs. 278,33,95,442 comprising 1,39,16,97,721 Equity Shares of Rs. 2/- each			
<b>Net Worth (Rs. in Lakhs)</b>				
<b>Pre -</b>	Rs. 2,64,830			
<b>Post -</b>	Rs. 1,04,081			
Valuation by independent Chartered Accountant – Name of the valuer/valuer firm and Regn no.	KPMG Valuation Services LLP (“KPMG”) and PWC Business Consulting Services LLP (“PWC”), Registered Valuer (IBBI Registration No: IBBI/RV-E/06/2020/115 and IBBI/RV-E/02/2022/158, respectively)			
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Discounted Cash Flow Method			
Fair value per shares	Rs. 2/- each			
Exchange ratio	63:10			
Name of Merchant Banker giving fairness opinion	ICICI Securities Limited			
Shareholding pattern	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	68,71,44,836	69.92%	68,71,44,836	49.40%
Public	29,56,37,260	30.08%	70,45,52,885	50.60%
Custodian	-	-	-	-
<b>TOTAL</b>	<b>98,27,82,096</b>	<b>100%</b>	<b>1,39,16,97,721</b>	<b>100%</b>
No of shareholders	1,29,103 as on January 5, 2024		2,26,803	
Names of the Promoters (with PAN nos.)	Refer Annexure IX			
Names of the Board of Directors (with DIN and PAN nos.)	Refer Annexure IX			
Please specify relation among the companies involved in the scheme, if any	Allcargo ECU Limited & Allcargo Supply Chain Private Limited are wholly Owned Subsidiaries of Allcargo Logistics Limited. Further Allcargo Gati Limited is a Listed subsidiary of Allcargo Logistics Limited and Gati Express & Supply Chian Private Limited, is a step down subsidiary of Allcargo Logistics Limited.			



Details regarding change in management control in listed or resulting company seeking listing if any	No change in management	Ingenuity In Motion
--	-------------------------	---------------------

**For Allcargo Logistics Limited**



**Devanand Mojidra**  
**Company Secretary & Compliance Officer**  
**Membership No. A14644**



**Place: Mumbai**

**Date: January 9, 2024**

**Allcargo Supply Chain Private Limited**

Particulars	(Transferor Company 1)
Name of the company	Allcargo Supply Chain Private Limited
Date of Incorporation & details of name changes, if any	<p>Dated of Incorporation: February 28, 2008</p> <ol style="list-style-type: none"> <li>Change of Name from AGL Projects Private Limited to South Asia Terminals Private Limited duly confirmed by ROG vide their certificate dated May 13, 2009.</li> <li>Change of Name from South Asia Terminals Private Limited to Avvashya Supply Chain Private Limited duly confirmed by ROC vide their certificate dated October 23, 2020.</li> <li>Change of Name from Avvashya Supply Chain Private Limited to Allcargo Supply Chain Private Limited duly confirmed by ROC vide their certificate dated March 30, 2023.</li> </ol>
Registered Office	6 <sup>th</sup> Floor, Allcargo House, CST Road, Kalina, Santacruz (East), Mumbai - 400098.
Brief particulars of the scheme	<p>Composite Scheme of Arrangement ('Scheme') between Allcargo Logistics Limited ("Allcargo" or "Transferee Company 2" or "Demerged Company") and Allcargo Supply Chain Private Limited (the 'Transferor Company 1' or 'ASCPL'), a wholly owned subsidiary of the Company, Gati Express &amp; Supply Chain Private Limited (the "Transferor Company 2" or "GESCPL"), Allcargo Gati Limited (the "Transferee Company 1" or "Transferor Company 3" or "Gati") and Allcargo ECU Limited (the 'Resulting Company' or 'AEL'), a wholly owned subsidiary of the Company and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Act.</p> <p>To structure the business of Allcargo Logistics Limited ("Demerged Company" or "Allcargo" or "Transferee Company 2") by way of a Composite Scheme of Arrangement ("Scheme"), whereby:</p> <ol style="list-style-type: none"> <li>the transfer by way of demerger of International Supply Chain Business of Allcargo to Allcargo ECU Limited ("AEL"), on a going concern basis. Consequently, the cancellation of equity shares of AEL held by Allcargo. Simultaneously, AEL will issue New Equity Shares to the shareholders of Allcargo. It will be a mirror shareholding and the same will be listed on the Stock Exchanges ("Demerger"), pursuant to Section 230 to 232 and other relevant provisions of the Companies Act, 2013;</li> <li>the transfer of contract logistics and express logistics business, by way of amalgamation of Allcargo Supply Chain Private Limited ("ASCPL") and GATI Express &amp;</li> </ol>



	<p>Supply Chain Private Limited ("GESCPL") with and into Allcargo Gati Limited ("Gati"). Consequently, the cancellation of equity shares of GESCPL held by Gati and cancellation of equity shares of ASCPL held by Allcargo (hereinafter referred to as ("<b>Amalgamation 1</b>"), pursuant to Section 230 to 232 and other relevant provisions of the Companies Act, 2013. Subsequently, the issue and allotment of new equity shares by Gati to the members and shareholders of ASCPL and GESCPL; and</p> <p>c. The transfer by way of amalgamation of Gati with and into Allcargo. Consequently, the cancellation of equity shares of Gati held by Allcargo. Simultaneously, Allcargo will issue new equity shares to the shareholders of Gati and the same shall be listed on the Stock Exchanges (hereinafter referred to as ("<b>Amalgamation 2</b>"), pursuant to Section 230 to 232 and other relevant provisions of the Companies Act, 2013.</p>
<p>Rationale for the scheme</p>	<ol style="list-style-type: none"> <li>1. The Demerged Company is presently engaged, directly, &amp; indirectly through subsidiaries, in the International Supply Chain Business as well as Express Logistics and Contract Logistics businesses through the Transferee Company 1, Transferor Company 1 and Transferor Company 2. These businesses are distinct, with different business models, industry dynamics and have unique financial and management requirements. The purpose of this Scheme is to make these businesses achieve strategic independence and financial flexibility.</li> <li>2. Section B of the Scheme (relating to Demerger of the International Supply Chain Business) would enable creation of an independent company focusing on the International Supply Chain Business (in the Resulting Company).</li> <li>3. The businesses of Transferee Company 1, Transferor Company 1 and Transferor Company 2 are complementary in nature, with similar strategies, target markets, growth opportunities, industry dynamics, competition, risks, and challenges. Due to close synergies between these companies, these businesses would benefit from a unified management structure. Due to legacy reasons, these businesses are undertaken by different entities and have different ownership structure. Section C of the Scheme (relating to Amalgamation 1) would bring all these synergistic businesses under one entity focusing on Express Logistics and Contract Logistics businesses (in Transferee Company 1).</li> <li>4. This Scheme will result in simplification of the corporate structure and reducing the number of legal entities. The International Supply Chain Business will be undertaken by the Resulting Company, which will be directly owned by the shareholders. Pursuant to the Amalgamation 1 and</li> </ol>



	<p>Amalgamation 2, the Express Logistics and Contract Logistics Businesses will be undertaken by the Transferee Company 2, which will be directly owned by the shareholders.</p> <p>5. This will lead to focused and efficient management control, independent growth plans, financial independence, streamlining operations, and optimising costs.</p> <p>6. The Resulting Company and Transferee Company 2 will be able to attract investors with specific knowledge, expertise and risk appetite corresponding to the business in the respective entities. Thus, each entity will have like-minded investors, thereby providing the necessary funding impetus to long-term growth strategies of each of the businesses.</p> <p>7. The existing equity shares of the Transferor Company 3 and Transferee Company 2 are already listed on BSE and NSE. Pursuant to the Scheme, the New Equity Shares of the Resulting Company will be issued to shareholders of Demerged Company. The Scheme will also result in New Equity Shares of the Transferee Company 2 to be issued to shareholders of Transferor Company 3. These new equity shares will be listed on BSE and NSE. This Scheme will unlock value for shareholders.</p>
Date of resolution passed by the Board of Director of the company approving the scheme	December 21, 2023
Date of meeting of the Audit Committee in which the draft scheme has been approved	NA
Appointed Date	October 01, 2023
Name of Exchanges where securities of the company are listed	NA
Nature of Business	The brief object clause of the Company is available in the attached Memorandum of Association.
Capital before the scheme (No. of equity shares as well as capital in rupees)	Total Paid up Share Capital of the Company is Rs. 2,291,571,130/- comprising 229,157,113 Equity Shares of Rs. 10/- each
No. of shares to be issued	NIL
Cancellation of shares on account of cross holding, if any	No. of Equity Shares - 22,91,57,113 Redeemable Preference Shares - 1,97,28,682
Capital after the scheme	NIL

*Ranjana*





(No. of equity shares as well as capital in rupees)				
Net Worth (Rs. in Lakhs)				
Pre -	Rs. 7,292			
Post -	NIL			
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	KPMG Valuation Services LLP ("KPMG") and PWC Business Consulting Services LLP ("PWC"), Registered Valuer (IBBI Registration No: IBBI/RV-E/06/2020/115 and IBBI/RV-E/02/2022/158, respectively)			
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Discounted Cash Flow Method			
Fair value per shares	Rs. 10/- each			
Exchange ratio	<p><b>2: 10 (For Equity Share)</b></p> <p><i>"2 Equity Shares of Rs 2/- each fully paid up of Transferee Company 1 for every 10 equity shares of Rs 10/- each fully paid up held in the Transferor Company 1."</i></p> <p><b>1:1 (For Preference Share)</b></p> <p><i>"1 Transferee Company 1 Redeemable Preference Share of Rs. 10/- each fully paid up for every 1 Transferor Company 1 Optionally Convertible Redeemable Preference Share of Rs 10/- each fully paid up held in the Transferor Company 1."</i></p> <p>Upon the coming into effect of the Amalgamation 2, all shares issued pursuant to Amalgamation 1 shall stand cancelled without any further action or deed.</p>			
Name of Merchant Banker giving fairness opinion	ICICI Securities Limited			
Shareholding pattern	Pre		Post	
	No. of Equity Shares	% of holding	No. of Equity Shares	% of holding
Promoter	22,91,57,113	100%	NIL	NIL
Public	-	-	NIL	NIL
Custodian	-	-	NIL	NIL
TOTAL	22,91,57,113	100%	NIL	NIL
No of shareholders	2		Nil	

Names of the Promoters (with PAN nos.)	Refer Annexure IX
Names of the Board of Directors (with DIN and PAN nos.)	Refer Annexure IX
Please specify relation among the companies involved in the scheme, if any	Allcargo Supply Chain Private Limited is Wholly Owned Subsidiaries of Allcargo Logistics Limited.
Details regarding change in management control in listed or resulting company seeking listing if any	NA

**For Allcargo Supply Chain Private Limited**



**Ravi Jakhar**  
**Director**  
**(DIN: 02188690)**

**Place: Mumbai**  
**Date: January 09, 2024**



# ALLCARGO ECU LIMITED

CIN: U52220MH2023PLC408966

## Allcargo ECU Limited

Particulars	(Resulting Company)
Name of the company	Allcargo ECU Limited
Date of Incorporation & details of name changes, if any	August 20, 2023
Registered Office	6th Floor, Allcargo House CST Road, Kalina, Vidyanagari, Mumbai, Mumbai, Maharashtra, India, 400098.
Brief particulars of the scheme	<p>Composite Scheme of Arrangement ("<b>Scheme</b>") between Allcargo Logistics Limited ("<b>Allcargo</b>" or "<b>Transferee Company 2</b>" or "<b>Demerged Company</b>") and Allcargo Supply Chain Private Limited (the "<b>Transferor Company 1</b>" or "<b>ASCPL</b>"), a wholly owned subsidiary of the Company, Gati Express &amp; Supply Chain Private Limited (the "<b>Transferor Company 2</b>" or "<b>GESCPL</b>"), Allcargo Gati Limited (the "<b>Transferee Company 1</b>" or "<b>Transferor Company 3</b>" or "<b>Gati</b>") and Allcargo ECU Limited (the "<b>Resulting Company</b>" or "<b>AEL</b>"), a wholly owned subsidiary of the Company and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Act.</p> <p>According to this Scheme, the International Supply Chain Business of Allcargo Logistics Limited will demerge into Allcargo ECU Limited, ("AEL") on a going concern basis. Consequently, the equity shares of AEL held by Allcargo will be cancelled. AEL will issue 1 (One) Equity Share to the shareholders of Allcargo for every 1 (One) Equity Share held in Allcargo. It will be a mirror shareholding and the same will be listed on the Stock Exchanges ("<b>Demerger</b>"), pursuant to Section 230 to 232 and other relevant provisions of the Companies Act, 2013.</p>
Rationale for the scheme	<ol style="list-style-type: none"><li>1. The Demerged Company is presently engaged, directly, &amp; indirectly through subsidiaries, in the International Supply Chain Business as well as Express Logistics and Contract Logistics businesses through the Transferee Company 1, Transferor Company 1 and Transferor Company 2. These businesses are distinct, with different business models, industry dynamics and have unique financial and management requirements. The purpose of this Scheme is to make these businesses achieve strategic independence and financial flexibility.</li><li>2. Section B of the Scheme (relating to Demerger of the International Supply Chain Business) would enable creation of an independent company focusing on the International Supply Chain Business (in the Resulting Company).</li></ol>



# ALLCARGO ECU LIMITED

CIN: U52220MH2023PLC408966

	<p>3. The businesses of Transferee Company 1, Transferor Company 1 and Transferor Company 2 are complementary in nature, with similar strategies, target markets, growth opportunities, industry dynamics, competition, risks, and challenges. Due to close synergies between these companies, these businesses would benefit from a unified management structure. Due to legacy reasons, these businesses are undertaken by different entities and have different ownership structure. Section C of the Scheme (relating to Amalgamation 1) would bring all these synergistic businesses under one entity focusing on Express Logistics and Contract Logistics businesses (in Transferee Company 1).</p> <p>4. This Scheme will result in simplification of the corporate structure and reducing the number of legal entities. The International Supply Chain Business will be undertaken by the Resulting Company, which will be directly owned by the shareholders. Pursuant to the Amalgamation 1 and Amalgamation 2, the Express Logistics and Contract Logistics Businesses will be undertaken by the Transferee Company 2, which will be directly owned by the shareholders.</p> <p>5. This will lead to focused and efficient management control, independent growth plans, financial independence, streamlining operations, and optimising costs.</p> <p>6. The Resulting Company and Transferee Company 2 will be able to attract investors with specific knowledge, expertise and risk appetite corresponding to the business in the respective entities. Thus, each entity will have like-minded investors, thereby providing the necessary funding impetus to long-term growth strategies of each of the businesses.</p> <p>7. The existing equity shares of the Transferor Company 3 and Transferee Company 2 are already listed on BSE and NSE. Pursuant to the Scheme, the New Equity Shares of the Resulting Company will be issued to shareholders of Demerged Company. The Scheme will also result in New Equity Shares of the Transferee Company 2 to be issued to shareholders of Transferor Company 3. These new equity shares will be listed on BSE and NSE. This Scheme will unlock value for shareholders.</p>
Date of resolution passed by the Board of Director of the company approving the scheme	December 21, 2023

*Ranjit*  


# ALLCARGO ECU LIMITED

CIN: U52220MH2023PLC408966

Date of meeting of the Audit Committee in which the draft scheme has been approved	NA			
Appointed Date	October 01, 2023			
Name of Exchanges where securities of the company are listed	Proposed to be listed pursuant to scheme			
Nature of Business	The brief object clause of the Company is available in the attached Memorandum of Association.			
Capital before the scheme (No. of equity shares as well as capital in rupees)	Total Paid up Equity Share Capital of the Company is Rs. 14 comprising 7 Equity Shares of Rs. 2/- each			
No. of shares to be issued	982,782,096 Equity Shares			
Cancellation of shares on account of cross holding, if any	7 shares will be cancelled pursuant to the Scheme			
Capital after the scheme (No. of equity shares as well as capital in rupees)	Total Paid up Equity Share Capital of the Company is Rs. 1,96,55,64,192 comprising 982,782,096 Equity Shares of Rs. 2/- each			
Net Worth (Rs. in Lakhs)	Pre Nil Post Rs. 1,73,129			
Valuation by independent Chartered Accountant – Name of the valuer/valuer firm and Regn no.	KPMG Valuation Services LLP (“KPMG”) and PWC Business Consulting Services LLP (“PWC”), Registered Valuer (IBBI Registration No: IBBI/RV-E/06/2020/115 and IBBI/RV-E/02/2022/158, respectively)			
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Discounted Cash Flow Method			
Fair value per shares	Rs. 2/- per equity share			
Exchange ratio	1:1			
Name of Merchant Banker giving fairness opinion	ICICI Securities Limited			
Shareholding pattern	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding



# ALLCARGO ECU LIMITED

CIN: U52220MH2023PLC408966

Promoter	7	100%	68,71,44,836	69.9%
Public	-	-	29,56,37,260	30.1%
Custodian	-	-	-	-
<b>TOTAL</b>	<b>7</b>	<b>100%</b>	<b>98,27,82,096</b>	<b>100%</b>
No of shareholders	7 shareholders as on January 5, 2024		1,29,103	
Names of the Promoters (with PAN nos.)	Refer Annexure IX			
Names of the Board of Directors (with DIN and PAN nos.)	Refer Annexure IX			
Please specify relation among the companies involved in the scheme, if any	Allcargo ECU Limited is Wholly Owned Subsidiary of Allcargo Logistics Limited i.e. Demerged Company			
Details regarding change in management control in listed or resulting company seeking listing if any	No change in management			

For Allcargo ECU Limited

*Ravjckh*

**Ravi Jakhar**  
Director  
(DIN: 02188690)



Place: Mumbai  
Date: January 09, 2024

**ANNEXURE VIII**

Brief particulars of the transferee/resulting and transferor/demerged companies


Particulars	Transferor Company	
Name of the company	Allcargo Gati Limited	Gati Express & Supply Chain Private Limited
Date of Incorporation & details of name changes, if any	1. 25/04/1995- Gati Corporation Limited 2. 24/10/2000-Gati Limited 3. 19/10/2023- Allcargo Gati Limited	1. 14/11/2007-Gati Skyways Limited 2. 08/03/2010- Redsun Supply Chain Solutions Limited 3. 21/02/2012- Gati- Kintetsu Express Limited 4. 02/03/2012- Gati-Kintetsu Express Private Limited 5. 27/07/2023- Gati Express & Supply Chain Private Limited
Registered Office	Western Pearl, 4 <sup>th</sup> Floor, Survey No. 13(p), Kondapur, Hyderabad, Hyderabad, Rangareddi-500084, Telangana, India.	4 <sup>th</sup> Floor, A Wing, Allcargo House, CST Road, Kalina, Santacruz (East), NA, Mumbai City- 400098, Maharashtra, India.
Brief particulars of the scheme	Composite Scheme of Arrangement between Allcargo Logistics Limited ("Allcargo" or "Demerged Company" or "Transferee Company 2") (Holding Company), Allcargo Supply Chain Private Limited (Formerly known as Avvashya Supply Chain Private Limited) ("Transferor Company 1" or "ASCPL") (a wholly owned subsidiary of Allcargo), Gati Express & Supply Chain Private Limited (Formerly known as Gati-Kintetsu Express Private Limited) ("Transferor Company 2" or "GESPL") (a wholly owned subsidiary of the Company), Allcargo Gati Limited (Formerly known as Gati Limited) ("Transferee Company 1" or "Transferor Company 3" or "Gati") and Allcargo ECU Limited ("Resulting Company" or "AEL") (a wholly owned subsidiary of the Company) and their respective shareholders (the "Scheme").	

For ALLCARGO GATI LTD

  
Company Secretary

Rationale for the scheme	<ul style="list-style-type: none"><li>- The Demerged Company is presently engaged, directly, &amp; indirectly through subsidiaries, in the International Supply Chain Business as well as Express Logistics and Contract Logistics businesses through the Transferee Company 1, Transferor Company 1 and Transferor Company 2. These businesses are distinct, with different business models, industry dynamics and have unique financial and management requirements. The purpose of this Scheme is to make these businesses achieve strategic independence and financial flexibility.</li><li>- Demerger of the International Supply Chain Business would enable creation of an independent company focusing on the International Supply Chain Business (in the Resulting Company).</li><li>- The businesses of Transferee Company 1, Transferor Company 1 and Transferor Company 2 are complementary in nature, with similar strategies, target markets, growth opportunities, industry dynamics, competition, risks, and challenges. Due to close synergies between these companies, it would benefit from unified management structure. Due to legacy reasons, these businesses are undertaken by different entities and have different ownership structure. Amalgamation 1 and Amalgamation 2 would bring all these synergistic businesses under one entity focusing on Express Logistics and Contract Logistics businesses (in Transferee Company 2).</li><li>- This Scheme will result in simplification of the corporate structure and reducing the number of legal entities.</li><li>- The International Supply Chain Business will be undertaken by the Resulting Company, and it will be directly owned by the shareholders. Pursuant to the Amalgamation 1 and Amalgamation 2, the Express Logistics and Contract Logistics Businesses will be undertaken by the Transferee Company 2, and it will be directly owned by the shareholders.</li><li>- This will lead to focused and efficient management control, independent growth plans, financial independence, streamlining operations, and optimising costs.</li><li>- The Resulting Company and Transferee Company 2 will be able to attract investors with specific knowledge, expertise and risk appetite corresponding to the business in the respective entities. Thus, each entity will have like-minded investors, thereby providing the necessary funding impetus to long-term growth strategies of each of the businesses.</li><li>- The existing equity shares of the Transferor Company 3 and Transferee Company 2 are already listed on BSE and NSE. Pursuant to the Scheme, the New Equity Shares of the Resulting Company will be issued to shareholders of Demerged Company. The Scheme will also result in New Equity Shares of the Transferee Company 2 to be issued to shareholders of Transferor Company 3. These New Equity Shares will be listed on BSE and NSE. This Scheme will unlock the value for the shareholders.</li></ul>
--------------------------	--

For ALLCARGO GATI LTD

  
Company Secretary




**CORPORATE & REGD. OFFICE:** ALLCARGO GATI LIMITED (Formerly known as "Gati Limited")  
Western Pearl, 4<sup>th</sup> Floor, Survey No. 13(p), Kondapur, Hyderabad, Rangareddi – 500084, Telangana, India  
**E-mail:** [investor.services@allcargologistics.com](mailto:investor.services@allcargologistics.com) **Tel:** 040 7120 4284  
**CIN:** L63011TG1995PLC020121 | **Toll Free No.:** 1800 123 4284 | **Website:** [www.gati.com](http://www.gati.com)



Date of resolution passed by the Board of Director of the company approving the scheme	December 21, 2023	December 21, 2023								
Date of meeting of the Audit Committee in which the draft scheme has been approved	December 21, 2023	December 21, 2023								
Appointed Date	Appointed date for Demerger and Amalgamation 1 shall be October 01, 2023 and Appointed date for Amalgamation 2 shall be Effective date i.e. the date on which all the conditions and matters in relation to the Scheme have been fulfilled.									
Name of Exchanges where securities of the company are listed	BSE NSE	Not Listed								
Nature of Business	Express Logistics	Express Distribution and Supply Chain								
Capital before the scheme (No. of equity shares as well as capital in rupees)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Share Capital (Rs.)</th> <th style="width: 50%;">No. of Shares (FV - Rs. 2/-)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">26,04,74,674</td> <td style="text-align: center;">13,02,37,337</td> </tr> </tbody> </table>	Share Capital (Rs.)	No. of Shares (FV - Rs. 2/-)	26,04,74,674	13,02,37,337	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Share Capital (Rs.)</th> <th style="width: 50%;">No. of Shares (FV - Rs. 10/-)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">50,00,000</td> <td style="text-align: center;">5,00,000</td> </tr> </tbody> </table>	Share Capital (Rs.)	No. of Shares (FV - Rs. 10/-)	50,00,000	5,00,000
Share Capital (Rs.)	No. of Shares (FV - Rs. 2/-)									
26,04,74,674	13,02,37,337									
Share Capital (Rs.)	No. of Shares (FV - Rs. 10/-)									
50,00,000	5,00,000									
No. of shares to be issued	Company shall cease to exist post Amalgamation 2.	Company shall cease to exist post Amalgamation 1.								
Cancellation of shares on account of cross holding, if any	6,53,30,095 Equity Shares of Rs. 2/- each held by Allcargo Logistics Limited in Amalgamation 2.	3,50,000 Equity Shares of Rs. 10/- each held by Allcargo Gati Limited in Amalgamation 1.								

For ALLCARGO GATI LTD

  
 Company Secretary



Capital after the scheme (No. of equity shares as well as capital in rupees)	<p><b>Allcargo Gati Limited post Amalgamation 1:</b> 22,81,93,760 Equity Shares of Rs. 2/- each aggregating to Rs. 45,63,87,520/-</p> <p><b>Allcargo Logistics Limited post Amalgamation 2:</b> 1,39,16,97,721 Equity Shares of Rs. 2/- each aggregating to Rs. 2,78,33,95,442/-</p>			
Net Worth Pre	(Rs. In crores) 674.19		(Rs. In crores) 244.8	
Post				
Valuation by independent Chartered Accountant – Name of the valuer/valuer firm and Regn no.	M/s KPMG Valuation Services LLP, Registered Valuer (Registration No.: IBBI/RV-E//06/2020/115) and M/s PWC Business Consulting Services LLP, Registered Valuer (Registration No.: IBBI/RV-E/02/2022/158).			
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	<ul style="list-style-type: none"> <li>• Market approach – Market Price Method; Comparable Companies Multiples (CoCo) Method;</li> <li>• Income approach – Discounted Cash Flow (DCF) Method</li> <li>• Asset approach – Net Asset Value (NAV) Method</li> </ul>			
Fair value per shares	Rs. 153.9/-		Rs. 53,485.7/-	
Exchange ratio	63 (Sixty-Three) Equity Shares of ₹2/- each of Transferee Company 2 against 10 (Ten) Equity Shares of ₹2/- each held in the Transferor Company 3).		3475 (Sixty-Three) Equity Shares of ₹2/- each of Transferor Company 3 against 10 (Ten) Equity Shares of ₹10/- each held in the Transferor Company 2).	
Name of Merchant Banker giving fairness opinion	Inga Ventures Private Limited			
Shareholding pattern	Pre		Pre	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	6,89,45,930	52.94	5,00,000	100

For ALLCARGO GATI LTD

*S. Maheshwar*  
Company Secretary



Public	6,12,91,407	47.06	0	0		
Custodian	0	0	0	0		
<b>TOTAL</b>	<b>13,02,37,337</b>	<b>100</b>	<b>5,00,000</b>	<b>100</b>		
<b>Post Amalgamation 2 the Companies will cease to exist.</b>						
No of shareholders	97,702			2		
Names of the Promoters (with PAN nos.)	Name	PAN	Name	PAN		
	1. Mahendra Kumar Agrawal & Sons HUF	AANH6384A	1. Allcargo Gati Limited	AABCG3709Q		
	3. Mahendra Kumar Agrawal	ABLPA4518K	2. Allcargo Logistics Limited	AACCA2894D		
	4. Neera And Children Trust	AAATN4755H				
	5. Manish Agarwal Benefit Trust	AABTM5293J				
	6. Dhruv Agarwal Benefit Trust	AAATD8295N				
	7. Allcargo Logistics Limited	AACCA2894D				
	8. TCI Finance Limited	AABCT7588A				
	9. Mahendra Investment Advisors Pvt Ltd	AADCM9787E				
	10. Jubilee Commercial & Trading Private Limited	AAACJ6318D				
Names of the Board of Directors	Name	DIN	PAN	Name	DIN	PAN
	1. Mr. Shashi Kiran Shetty	00012754	AMEPS5601B	1. Mr. Shashi Kiran Shetty	00012754	AMEPS5601B

For ALLCARGO GATI LTD

  
 Company Secretary



(with DIN and PAN nos.)	2. Mr. Nilesh Shivji Vikamsey	00031213	AABPV3680Q	2. Mr. Nilesh Shivji Vikamsey	00031213	AABPV3680Q
	3. Mr. Dinesh Kumar Lal	00037142	AAAPL9150A	3. Mr. Dinesh Kumar Lal	00037142	AAAPL9150A
	4. Mr. Kaiwan Dossabhy Kalyaniwalla	00060776	AABPK1148G	4. Ms. Vinita Dang Mohoni	01919140	ABYPV4268N
	5. Ms. Vinita Dang Mohoni	01919140	ABYPV4268N	5. Mr. Pirojshaw Aspi Sarkari	00820860	AAOPS8535Q
	6. Mr. Hetal Madhukant Gandhi	00106895	ACKPG0257D			
	7. Mr. Pirojshaw Aspi Sarkari	00820860	AAOPS8535Q			
	8. Mr. Ravi Jakhar	02188690	AFQJ0074A			
	Please specify relation among the companies involved in the scheme, if any	Allcargo Supply Chain Private Limited, Gati Express & Supply Chain Private Limited, Allcargo Gati Limited and Allcargo ECU Limited are subsidiaries of Allcargo Logistics Limited.				
Details regarding change in management control in listed or resulting company seeking listing if any	NA					

For ALLCARGO GATI LTD

  
 Company Secretary

