



NOTICE



ALLCARGO GATI LIMITED
(Formerly known as "Gati Limited")

CIN: L63011TG1995PLC020121

CORPORATE & REGD. OFFICE: Western Pearl, 4th Floor, Survey No. 13(p), Kondapur. Hyderabad, Rangareddi - 500084, Telangana, India.

E-mail: investor.services@allcargologistics.com **Tel:** 040 7120 4284

Toll Free No.: 1800 123 4284 | **Website:** www.gati.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended]

Dear Members,

NOTICE is hereby given that pursuant to Sections 108, 110, and other applicable provisions, if any, of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "**Companies Act**"), and relevant circulars including General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as the "**MCA Circulars**"), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**"), and any other applicable laws, rules, guidelines, notifications, circulars and regulations (*including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force*), the following item of special business is proposed to be passed by the Members of Allcargo Gati Limited (formerly known as "Gati Limited") ("**Company**" or "**GATI**") through Postal Ballot, by way of remote electronic voting process ("**remote e-voting**" / "**e-voting**") only.

Special Business

Item No. 1:

To approve raising of funds through issuance of Securities of the Company.

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

"RESOLVED THAT pursuant to Sections 23, 41, 42, 62(1) (c) and other relevant provisions, if any, of the Companies Act, 2013 and the relevant rules notified thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share

Capital and Debentures) Rules, 2014 (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force) ("Act"), as amended from time to time, the rules, the regulations, guidelines, notifications and circulars, if any, prescribed by the GOI, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the Foreign Exchange Management Act, 1999 ("FEMA") and the rules and regulations framed thereunder as amended and subject to all other applicable laws and such other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India ("GOI"), the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), the relevant Registrar of Companies (the "RoC"), the Stock Exchanges where the Equity Shares of Allcargo Gati Limited (formerly known as "Gati Limited") ("Company") are listed ("Equity Shares") and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to receipt of requisite approvals, consents, permissions and/or sanctions, if any, from any other appropriate governmental/ statutory/ regulatory authorities and subject to such other conditions and modifications as may be prescribed, stipulated or imposed upon by any of the said governmental/ statutory/ regulatory authorities, while granting such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company ("Board", which term shall be deemed to include any Committee(s) of Directors constituted/ to be constituted by the Board, from time to time, to exercise its powers conferred herein ("Committee")), approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm allotment and/or on competitive basis, of such part of issue and for such categories of persons as may be prescribed and permitted by the law), in one or more tranches, Equity Shares or any other equity linked instruments or securities including convertible preference shares/ fully or partly convertible debentures or by way of a composite issue of non-convertible debentures and warrants entitling the warrant holder(s) to apply for equity shares, or any other eligible securities through inter alia, a private placement (including one or more qualified institutions placements) or further public issue of equity/ debt securities, preferential issue or a rights issue or through any other permissible mode under applicable laws and/ or combination thereof ("**Securities**"), in the course of domestic offering(s) in the domestic market, through one of more private offerings or Qualified Institutions Placement ("QIP") and / or any combination thereof, through issue of an offer document and / or preliminary placement document, placement document or other permissible / requisite offer document to any eligible person, including Qualified Institutional Buyers as defined under and in accordance with the SEBI ICDR Regulations or otherwise to any person including foreign / non-resident/ resident investors (whether institutions, Body Corporates, incorporated bodies, mutual funds, trusts, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors (other than individuals, corporate bodies and family offices), qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, non-resident Indians, stabilizing agents, pension funds, insurance companies and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "**Investors**") as may be decided by the Board, at its sole and absolute discretion and permitted under the applicable

laws and regulations, in one or more tranches, denominated in Rupee, for an aggregate amount not exceeding Rs. 500.00 crores (Rupees Five Hundred Crores only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) (“Offering”), for a period of next one (1) year from the date of passing of this resolution, by offering the Securities at such time or times, at such price or prices, at a discount or premium to market price or at prices as permitted under the applicable laws, in such manner and on such terms and conditions including security, rate of interest etc. as may be decided by and deemed appropriate by the Board at its sole and absolute discretion, including the discretion, to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment of such Securities of the Company, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s), or otherwise on all such terms and conditions, as the Board may at its sole and absolute discretion deem fit and appropriate.

RESOLVED FURTHER THAT in case of issuance of Securities by way of a Qualified Institutions Placements (“QIP”), under Chapter VI of SEBI ICDR Regulations (“Eligible Securities” within the meaning of SEBI ICDR Regulations):

- a. The allotment of Eligible Securities shall only be to successful eligible QIBs as defined in the SEBI ICDR Regulations;
- b. The Relevant Date for determination of the price of the Equity Shares shall be the date of the meeting at which the Board (which term shall be deemed to include any Committee thereof), decides to open the proposed QIP, in terms of the provisions of the Act, the SEBI ICDR Regulations and other applicable laws, rules, regulations, and such date shall be subsequent to the receipt of shareholders’ approval in terms of provisions of the Companies Act, 2013 and other applicable laws, rules, regulations;
- c. The price of the Eligible Securities shall not be less than the price as may be determined, in accordance with the pricing formula prescribed under Part IV of Chapter VI of the SEBI ICDR Regulations.
- d. The Board may at its sole and absolute discretion, issue Eligible Securities at a discount of not more than five per cent (5 %) on the price so calculated or such other discount as may be permitted to the ‘Floor Price’ as may be determined, in accordance with the pricing formula prescribed under Part IV of Chapter VI of the SEBI ICDR Regulations.

- e. The 'Issue Price' shall be subject to appropriate adjustments, if the Company:
- i. makes an issue of equity shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
 - ii. makes a rights issue of equity shares;
 - iii. consolidates its outstanding equity shares into a smaller number of shares;
 - iv. divides its outstanding equity shares including by way of stock split;
 - v. re-classifies any of its equity shares into other securities; or
 - vi. is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.
- f. The allotment of the Eligible Securities shall be completed within such period as provided under ICDR Regulations;
- g. No single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations;
- h. A minimum of 10% of the Eligible Securities to be issued and allotted pursuant to Chapter VI of ICDR Regulations shall be allotted to Mutual Fund(s) and if the Mutual Fund(s) do not subscribe to said minimum percentage or any part thereof, such minimum portion or part thereof may be allotted to other QIBs;
- i. The Equity Shares issued and allotted or allotted upon conversion of such Eligible Securities shall rank pari passu in all respects including entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company as may be provided under the terms of the QIP and in accordance with the placement document(s);

RESOLVED FURTHER THAT the Preferential issuance and allotment of Securities (other than as issued and allotted to QIBs by way of QIP) shall be subject to the requirements prescribed under the Act and Chapter V of the SEBI ICDR Regulations.

"RESOLVED FURTHER THAT the net proceeds from the issue of Securities would be utilised at various stages for the usage of one or more, or any combination of the following: (i) repayment or prepayment of debt availed by the Company and /or its Subsidiaries, (ii) working capital requirements of the Company and its Subsidiaries, (iii) margin money for additional working capital (iv) capital expenditure (v) expenditure for growth of business including investment in technology, network expansion, service optimisation, customer base expansion, working capital, etc (vi) any cost incurred towards the objects of the issue, (vii) meeting various expenditure of the Company including contingencies, (viii) inorganic growth through acquisition / strategic partnerships / alliances, (ix) general corporate purposes."



RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approvals, consents, permissions, if any, of any governmental/ statutory/ regulatory authority including any conditions as may be prescribed in granting such approvals or permissions by such governmental/ statutory/ regulatory authority, the aforesaid issue of Securities may have all or any terms or combination of terms, in accordance with prevalent market practices or as the Board may at its sole and absolute discretion deem fit.

RESOLVED FURTHER THAT the Board or the Committee duly authorised by the Board, in this regard, be and is hereby authorised to create, issue, offer and allot such number of equity shares as may be required to be issued and allotted, including other securities referred to above or as may be necessary in accordance with the terms of the offer **AND THAT** all such equity shares shall rank pari-passu inter-se and with the then existing equity shares of the Company in all respects, including dividend and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolutions described above, the Board or the Committee duly authorised by the Board, in this regard, be and is hereby authorised for and on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalisation and approval of the relevant offering documents, determining the form and manner of the issue, the nature and number of Securities to be allotted, timing of Offering, determination of person(s) to whom the Securities will be offered and allotted, in accordance with applicable laws, the issue price, face value, discounts permitted under applicable laws (now or hereafter), premium amount on issue/ conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, as it may at its sole and absolute discretion deem fit, necessary, proper or appropriate, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise with regard to the issue, offer or allotment of Securities (including in relation to issue of such Securities in one or more tranches from time to time) and utilisation of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the Registrar of Companies, the lead manager(s), or other authorities or agencies involved in or concerned with the issue of Securities and as the Board or the Committee duly authorised by the Board, in this regard, may at its sole and absolute discretion deem fit and appropriate in the best interest of the Company, without being required to seek any further consent or approval of the Members of the Company or otherwise **AND THAT** all or any of the powers conferred herein on the Company and the Board pursuant to this Special Resolution may be exercised by the Board or the Committee duly authorised by the Board, in this regard, to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Special Resolution, and all actions taken by the Board or the Committee duly authorised by the Board, in this regard, to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed, in all respects.



RESOLVED FURTHER THAT the Board or the Committee duly authorised by the Board, in this regard, be and is hereby authorised to engage/ appoint lead managers, underwriters, depositories, custodians, registrars, stabilising agents, trustees, lawyers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses and also to enter into and execute all such arrangements, agreements, memorandums, documents etc. with such agencies.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board or the Committee duly authorised by the Board, in this regard, be and is hereby authorised for and on behalf of the Company to negotiate, modify, sign, execute, register, deliver including sign any declarations or Notice required in connection with the private placement offer letter, information memorandum, the draft offer document, offer letter, offer document, offer circular or placement document for issue of the Securities, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking / indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the Regulatory Authorities, if any) (the "Transaction Documents") (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the "Ancillary Documents") as may be necessary or required for the aforesaid purpose including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds, matters and things, mentioned herein as they may deem necessary in connection with the issue of the Securities, in one or more tranches, from time to time and matters connected therewith.

RESOLVED FURTHER THAT in respect of the Offering, the Board or the Committee duly authorised by the Board, in this regard, be and is hereby severally authorised to do all such acts, deeds, matters and things as it may at its sole and absolute discretion consider necessary, desirable or appropriate, including submitting the relevant application to the Stock Exchange(s), for obtaining in-principle approval for listing of Securities, filing of requisite documents/making declarations with the MCA, RBI, SEBI and any other Statutory / Regulatory Authority(ies), including filing of form FC-GPR, and any other deed(s), document(s), declaration(s) as may be required under the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee thereof, inter alia, the power to determine the form, terms and timing of the issue(s)/ offering(s), issue price (including discount, if any), the quantum of Securities to be issued, including selection of Investors to whom Securities are proposed to be offered, issued and allotted and matters related thereto, as it may, at its sole and absolute discretion, deem fit and appropriate.



RESOLVED FURTHER THAT any of the Directors' or the Company Secretary or the Chief Financial Officer of the Company be and are hereby severally authorised do all such acts, deeds, matters and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchange(s), with any other governmental/ statutory/ regulatory authorities and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental/ statutory/ regulatory authorities, to give effect to this resolution.

By Order of the Board of Directors
For Allcargo Gati Limited
(formerly known as "Gati Limited")

Sd/-
T.S. Maharani
Company Secretary & Compliance Officer
Membership No.: F8069

Place: Hyderabad
Date: December 21, 2023

NOTES:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act and other provisions, if any, stating all material facts relating to the Resolutions at item nos. 1 to 3 contained in this Postal Ballot Notice ("**Notice**" or "**Postal Ballot Notice**"), is annexed herewith and the same should be considered as part of this Notice.
2. In accordance with the General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), this Postal Ballot Notice and the e-voting instructions along with user ID and Password are being sent only through electronic mode to those Members whose names appeared in the Register of Members / List of Beneficial Owners as on **Friday, December 29, 2023** ("**Cut-off Date**"), received from the National Securities Depository Limited ("**NSDL**") and the Central Depository Services (India) Limited ("**CDSL**") (collectively referred to as "**Depositories**") and whose e-mail address is registered with the Company / RTA / Depositories / Depository Participant ("**DP**"). For Members who have not registered their e-mail IDs, please follow the instructions given under **Note No. 5**.
3. A copy of this Postal Ballot Notice shall be available on the website of the Company at www.gati.com, the websites of the Stock Exchanges on which the Equity Shares of the Company are listed, i.e., BSE Limited ("**BSE**") at www.bseindia.com and National Stock Exchange of India Ltd ("**NSE**") at www.nseindia.com and the website of National Securities Depository Limited ("**NSDL**") at www.evoting.nsdl.com, who is the remote e-voting service providing agency for the Company.
4. In accordance with the MCA Circulars, the physical copies of this Postal Ballot Notice, along with postal ballot form and postage pre-paid business envelope, are not being sent to any Member. Accordingly, the communication of the assent or dissent of the Members eligible to vote is restricted only to remote e-voting ("**e-voting**") i.e. by casting their votes electronically instead of submitting postal ballot forms.
5. **Process of registration of e-mail addresses**

Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to update their e-mail addresses by writing to rnt.helpdesk@linkintime.co.in along with the copy of the signed Form ISR-1 mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/ update their e-mail addresses with relevant depository participant.



Members may follow the process detailed below for registration of e-mail ID, update of Company account details etc.

Type of holder	Process to be followed	Forms
Physical	For availing the following investor services, send a written request in the prescribed forms to Linkintime by e-mail to rnt.helpdesk@linkintime.co.in or by post to Link Intime India Pvt. Ltd, C -101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra - 400083.	
	Form to register/change/update PAN, Company details, signature, mobile number, e-mail ID and address.	Form ISR-1
	Form for nomination pursuant to Section 72 of the Companies Act.	Form SH-13
	Form for declaration to opt-out of nomination.	Form ISR-3
	Form for cancellation or variation of nomination.	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form.	Form ISR-4
	The forms for updating the above details are available at https://www.gati.com/investor-relations/investor-documents/ .	
Demat	Please contact your DP to register/update your e-mail address, Company account details, address etc. in your demat account, as per the process advised by your DP.	

6. Remote e-voting and results related matters

- a) In compliance with provisions of Sections 108 and 110 of the Companies Act, read with Rules 20 and 22 of the Rules, as amended, MCA Circulars, SS-2 and Regulation 44 of SEBI Listing Regulations, the Company is pleased to offer remote e-voting facility to its eligible Members, holding shares in physical or dematerialised form as on the cut-off date, being **Friday, December 29, 2023**, to exercise their rights to vote on the resolutions proposed in this Notice by electronic means. The Board has appointed **NSDL** for providing platform facilitating voting through electronic means to enable the shareholders to cast their votes electronically remotely from anywhere ("**remote e-voting**"). The instructions for remote e-voting forms part of this Notice.
- b) The remote e-voting period shall commence from **Saturday, January 06, 2024 (9.00 a.m. IST)** and end on **Monday, February 05, 2024 (5.00 p.m. IST)**. The remote e-voting module shall be disabled for voting thereafter. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being **Friday, December 29, 2023**, may cast their vote(s) by remote e-voting in



the manner and process set out here-in-below. Once the vote(s) on a resolution(s) is cast by the Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again. A person, who is not a Member as on the cut-off date, should treat this Notice for information purposes only.

- c) Voting rights of the Members/beneficial owners shall be reckoned in proportion to their share in the total paid-up voting equity share capital of the Company, as on **Friday, December 29, 2023** (cut-off date fixed for this purpose).
- d) Members holding shares either in physical form or dematerialized form, as on the Cut-off Date (including those Members who may not receive this Postal Ballot Notice due to non-registration of their e-mail address with RTA or the DP, as aforesaid) can cast their votes electronically, in respect of the resolutions as set out in this Postal Ballot Notice only through the remote e-voting.
- e) The Board of Directors of the Company has appointed **Mr. Navjyoth Puttaparthi, Partner – M/s. Puttaparthi Jagannatham & Co.,** Company Secretaries [Membership No. FCS: 9896 and CP: 16041], failing him, **Mr. Puttaparthi Jagannatham, Partner – M/s. Puttaparthi Jagannatham & Co.,** Company Secretaries [Membership No. FCS: 4500 and CP: 16041], as the Scrutinizer for conducting the Postal Ballot e-voting process in a fair and transparent manner and in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.
- f) The Scrutiniser, on completion of scrutiny of the votes cast through e-voting, shall submit his report to the Company, after which the remote e-voting results shall be submitted to the Stock Exchanges latest by **Wednesday, February 07, 2024**, in accordance with the applicable provisions of law.
- g) The results declared, along with the Scrutiniser's Report, shall be placed on the website of the Company at www.gati.com, on the website of NSDL at www.evoting.nsdl.com and shall also be simultaneously communicated to the BSE and the NSE. The e-voting results along with Scrutinizer's Report will also be displayed at the Registered Office and the Corporate Office of the Company.
- h) The resolutions, if approved by the requisite majority, shall be deemed to have been duly passed on the last date specified for remote e-voting, i.e., **Monday, February 05,**



2024. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members.

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">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the

	<p>system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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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***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
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 pjandcofirm@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Senior Manager - NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor.services@allcargologistics.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account



statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor.services@allcargologistics.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and other applicable laws, setting out all material facts and reasons:

Item No. 1:

To approve raising of funds through issuance of Securities of the Company.

The vision and mission of the Company is “Ingenuity in motion to serve stakeholders for market leadership, by far” and “Always be customer-centric and proactive. Create digitally-enabled, well-governed, logistics magic, worldwide”.

The Company has made significant progress in various aspects to achieve its growth vision. It has established essential foundations for growth, including a robust deposit franchise, effective risk management practices, strong asset quality, and a profitable business model.

The resolution contained in the agenda of the Notice is to enable the Company to create, offer, issue and allot fully paid-up Equity Shares or any other equity linked instruments or securities including convertible preference shares/ fully or partly convertible debentures or by way of a composite issue of non-convertible debentures and warrants entitling the warrant holder(s) to apply for equity shares, or any other eligible securities through inter alia, a private placement (including one or more qualified institutions placements) or further public issue of equity/ debt securities, preferential issue or a rights issue or through any other permissible mode under applicable laws and/ or combination thereof (“**Securities**”), up to Rs.500 Crores (including securities premium). The Special Resolution also seeks to empower the Board of Directors to undertake a qualified institutional placement with qualified institutional buyers as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), for raising the funds, without the need for fresh approval from the shareholders.

This enabling special resolution seeks to empower the Board (or a duly authorised committee thereof) to issue Equity Shares and / or other eligible securities as contemplated in the resolution set out above. Accordingly, the Board has at its meeting held on December 21, 2023, and subject to approval of the shareholders, approved the issuance of Securities at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions as may be deemed appropriate by the Board at its sole and absolute discretion, taking into consideration market conditions and other relevant factors and wherever necessary in consultation with book running lead manager(s) and/or other advisor(s) appointed in relation to the proposed issue, in accordance with applicable laws. The Company intends to issue Securities for an aggregate amount not exceeding Rs.500.00 crores (Rupees Five Hundred Crores), within a period of one (1) year from the date of passing of this resolution.

In case of qualified institutions placement, the price at which Securities shall be allotted to qualified institutional buyers shall not be less than the price determined in accordance with the pricing formula in terms of the SEBI ICDR Regulations. As the pricing of the offer can be



decided only at a later stage, it is not possible to state upfront the price of securities to be issued. However, the same would be in accordance with the provisions of the Companies Act, SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable laws / regulations / guidelines / consents as may be applicable or required. The Board in accordance with applicable law and in consultation with lead managers, and its sole discretion, may offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the SEBI ICDR Regulations

The Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and the Equity Shares that may be issued and allotted by the Company shall rank pari-passu inter-se and with the then existing Equity Shares of the Company, in all respects, including dividend. The Equity Shares issued pursuant to the offering(s) would be listed on the stock exchanges where the Equity Shares of the Company are listed. The issue, allotment and conversion would be subject to receipt of regulatory approvals, if any.

The proposed raising of funds may result in the issuance of Equity Shares to persons who may not be the shareholders of the Company. Therefore, consent of the shareholders is being sought by passing a special resolution as set out in the Notice, pursuant to applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations, the SEBI ICDR Regulations and any other law for the time being in force and being applicable.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act, 2013, only after receipt of prior approval of its Members by way of a Special Resolution. Consent of the Members would therefore be necessary pursuant to the provisions of Sections 42 and 62(1)(c) of the Act, read with applicable provisions of the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for issuance of Securities.

The allotment of Equity Shares shall be completed within 365 days from the date of resolution passed by the shareholders.

The Directors, the Promoters / Promoter Group Entities, the Key Managerial Personnel, Senior Management of the Company and any person related to the Promoters of the Company, would not subscribe to the Equity Shares, directly or indirectly, if made under Chapter VI of SEBI ICDR Regulations.

The net proceeds from the issue of Securities would be utilised at various stages for the usage of one or more, or any combination of the following: (i) repayment or prepayment of debt availed by the Company and /or its Subsidiaries, (ii) working capital requirements of the Company and its Subsidiaries, (iii) margin money for additional working capital (iv) capital expenditure (v) expenditure for growth of business including investment in technology, network expansion, service optimisation, customer base expansion, working capital, etc (vi) any cost incurred towards the objects of the issue, (vii) meeting various expenditure of the



Company including contingencies, (viii) inorganic growth through acquisition / strategic partnerships / alliances, (ix) general corporate purposes, which will be more particularly described in the relevant placement document, offer document, information memorandum or any other applicable document.

The Special Resolution seeks to confer upon the Board of Directors, or Committee thereof duly authorised by the Board in this regard, the sole and absolute power to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, bodies corporate and / or individuals or otherwise as the Board of Directors may in its absolute discretion deem fit, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers and such other authority or authorities as may be necessary and subject to, as applicable, the SEBI ICDR Regulations, and other applicable guidelines, notifications, rules and regulations, each as amended. The proposed issue of capital is subject to the approvals under applicable regulations issued by the stock exchanges and any other government / regulatory approvals as may be required in this regard.

The detailed terms and conditions for the offer will be determined in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

The consent of the shareholders is being sought pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder; Chapter VI of the SEBI ICDR Regulations and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended.

This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot equity shares to investors who may or may not be the existing shareholders of the Company.

The approval of the Members is being sought to enable the Board or the Committee duly authorised by the Board, in this regard, to decide on issuance of Securities, to the extent and in the manner stated in the Special Resolution, as set out in Item No. 1 of this Notice, without the need for any fresh approval from the Members of the Company, in this regard.

None of the Directors, Key Managerial Personnel of the Company and/ or their relatives are, in any way, financially or otherwise, concerned or interested, in the passing of this resolution.



The Board of Directors believe that the issue of Securities of the Company is in the interest of the Company and therefore recommend passing of the Special Resolution in the matter. In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.1 of the accompanying Notice.

By Order of the Board of Directors

For Allcargo Gati Limited
(formerly known as "Gati Limited")

Sd/-
T.S. Maharani
Company Secretary & Compliance Officer
Membership No.: F8069

Place: Hyderabad
Date: December 21, 2023