

NOTICE

NOTICE is hereby given that the Thirty-First Annual General Meeting of the Members of Shreyas Shipping and Logistics Limited will be held on Saturday, 20th day of July, 2019 at 11.00 a.m. at Sivaswamy Auditorium of Fine Arts Cultural Centre, 61/21 R. C. Marg, Opp. Vijaya Bank, Chembur, Mumbai - 400 071 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited Standalone Financial statements for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Statutory Auditors thereon.
2. To consider and adopt the audited Consolidated Financial statements for the year ended March 31, 2019, together with the Reports of Statutory Auditors thereon.
3. To declare Dividend of ₹ 1.20/- on Equity Shares of face value of ₹ 10 each for the year ended March 31, 2019.
4. To appoint a Director in place of Mr. Ritesh Ramakrishnan (Din No: 05174818), a Non-Executive, Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. APPROVAL OF CHARGES FOR SERVICE OF DOCUMENTS ON THE SHAREHOLDERS

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any shareholder by the Company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the shareholders be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

6. SHIFTING OF REGISTERED OFFICE OF THE COMPANY

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

“RESOLVED THAT subject to approval of the members and pursuant to provisions of section 12 and any other provisions of the Companies Act ,2013 and Companies (Incorporation) Rules, 2014 read with all amendments and enactments, if any and any other applicable provisions, if any, the Registered office of the company be and is hereby shifted outside the local limits of Mumbai to D Zone 301 to 304, Level 3, Tower-II, Seawoods, Grand Central, Plot No. R1, Sector-40, Nerul Node, Navi Mumbai-400706.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and is hereby authorized to sign, execute any deeds, documents and file with the Registrar of Companies, Mumbai, the required e-form, and any other statutory body or if required verification of the situation.”

Place: Mumbai

Date: May 28, 2019

By Order of the Board of Directors

Registered Office:

4th Floor, Himalayas,

Geetmala Complex

Near Shah Industrial Estate,

Govandi East, Mumbai 400 088

Email: investorrelations.sll@transworld.com

CIN:L63000MH1988PLC048500

Website: www.transworld.com/shreyas-shipping-and-logistics.html

Asha Prakash
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Proxies to be effective must be deposited at the Registered Office of the Company duly completed and signed not less than 48 hours before the time of the Meeting. Proxies submitted on behalf of the companies, societies etc. must be accompanied by an appropriate resolution, as applicable.

2. Profile of the Director being appointed and retiring by rotation, as required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 (“SEBI Regulations”) forms part of the Report on Corporate Governance. The Director has furnished requisite declaration for his re-appointment.
3. The Register of Members and Share Transfer Books of the Company will remain closed from July 13, 2019 to July 20, 2019 both days inclusive, for the purpose of payment of dividend, if declared at the Annual General Meeting.
4. The dividend on equity shares as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid at par on or after July 24, 2019 to those members whose name appears in the Register of Members of the Company as on the book closure date.
5. As per the directives of the Securities and Exchange Board of India (SEBI), in respect of the Shareholders holding Shares in electronic form, dividend shall be paid through Electronic Clearing Service (ECS), where such facility is available, directly to their bank account as furnished by their respective Depositories to the Company. Where such facility is not available, the bank details as furnished by their respective Depositories to the Company, will be mandatorily printed on their dividend warrants. Further, instructions if any, given by them in respect of Shares held in physical form will not be automatically applicable to the dividend payable on Shares held in electronic form. Members are, therefore, requested to give instructions regarding the bank accounts in which they wish to receive dividend, directly to their respective Depository Participants. The Company or its Registrar and Share Transfer Agent will not act on any direct request from these Members for change of such bank details.
6. Members may note that the Notice of the 31st Annual General Meeting and the Annual Report for the year 2018-19 will also be available on the Company’s website www.transworld.com/shreyas-shipping-and-logistics.html. The route map and prominent landmark for the venue of the meeting forms part of the annual report

7. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on their behalf at the Meeting.
8. Electronic copy of the Notice convening the 31st Annual General Meeting of the Company and the Annual Report along with the process of e-voting and the Attendance Slip and Proxy form is being sent to the members whose e-mail addresses are registered with the Company / Depository Participant(s) unless any member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the Notice convening the 31st Annual General Meeting of the Company and the Annual Report along with the process of e-voting and the Attendance Slip and Proxy form is being sent to the members. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars etc from the Company in electronic mode.
9. Voting through electronic means:
 - I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of SEBI Regulations, the Company is pleased to provide its members, facility to exercise their right to vote on resolutions proposed to be considered at the 31st Annual General Meeting (AGM) by electronic means and the businesses may be transacted through e-Voting services. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on 12th July 2019, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences at 09.00 am on 16th July 2019 and ends at 05.00 p.m. on 19th July 2019. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 12th July 2019, may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - V. The voting rights of a shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 12th July 2019.
 - VI. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 12th July, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to Issuer/RTA.
 - VII. Mr. Dharmesh Zaveri, Company Secretary in Practice (Membership No. 5418) Proprietor of D. M. Zaveri & Co, Company Secretaries, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - VIII. The Scrutinizer shall within a period of not exceeding two (2) working days from the conclusion of the e-voting make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith addressed to the Chairman of the Company. The result will be declared by the Chairman or by a person duly authorized.
 - IX. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.transworld.com/shreyas-shipping-and-logistics.html and shall be communicated to the Stock Exchange.

- X. The process and manner to vote electronically on NSDL e-voting system consist of Two steps as mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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, your 'initial password' is communicated to you on your postal address.

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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

Details on Step 2 is given below:

- How to cast your vote electronically on NSDL e-Voting system?
1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. 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.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. 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 dmz@dmzaveri.com. with a copy marked to evoting@nsdl.co.in.
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.

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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

10. Members are requested to:
- Notify any change in their address to the Registrar and Share Transfer Agent, M/s. Link Intime Private Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400083 in case of Members holding shares in physical form, and update such details with their respective Depository Participants, in case of Members holding shares in electronic form.
 - Bring their attendance slip along with their copy of Annual Report to the Meeting. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 - Write their folio number (in case shares are held in physical form) or DP ID and Client ID (in case shares are held in dematerialized form) in their attendance slip and hand it over at the entrance of the meeting hall.
11. In terms of the provisions of Sections 124 and 125 of the Companies Act 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund established by the Central Government (hereinafter referred to as the 'said Fund'). Accordingly, Interim and Final Unclaimed/ Unpaid dividends for the year 2010-2011, totaling to ₹4,23,880/- (₹1,95,766 towards interim dividend and ₹ 2,28,114 towards final dividend) were transferred during the financial year 2018-19 to the Investor Education and Protection Fund.
- The Members, who have not yet encashed the dividend warrants for the financial year ended March 31, 2012 and subsequent years are requested to send claims to the Company, if any, before the respective amounts become due for transfer to the said Fund. No claim shall lie against the Company or the said Fund after transfer as mentioned above.
- Shares due to transfer to IEPF: Equity shares in respect to which dividend has not been encashed for seven consecutive years or more will be required to transfer to Investors Education & Protection Fund (IEPF) pursuant to section 124(6) of the Companies Act 2013. Relevant details in this respect are posted on the Company's website www.transworld.com/shreyas-shipping-and-logistics.html in investors section.
- The Company sends communication in this respect to concerned shareholders from time to time as may be necessary. Shareholders are requested to contact Company or RTA to encash the unclaimed dividend and in case of any pending legal disputes, provide certified copy of order from Court / Authority restraining transfer, payment of dividend etc..
12. All documents referred to in the above Notice are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and holidays) between 10.00 a.m. and 12.30 p.m. up to the date of the Annual General Meeting.
13. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.
14. Members desirous of getting any information about the Accounts and / or Operations of the Company are requested to address their queries to the Company Secretary at least seven days in advance of the Meeting so that the information required can be made readily available at the Meeting.

Place: Mumbai
Date: May 28, 2019

By Order of the Board of Directors

Registered Office:

4th Floor, Himalayas,
Geetmala Complex
Near Shah Industrial Estate,
Govandi East, Mumbai 400 088
Email: investorrelations.ssl@transworld.com
CIN:L63000MH1988PLC048500
Website address: www.transworld.com/shreyas-shipping-and-logistics.html

Asha Prakash
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

As per the provisions of Section 20 of the Companies Act, 2013, a shareholder may request for any document through a particular mode, for which the shareholder shall pay such fees as may be determined by the Company in its annual general meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expense that may be borne by the Company for such dispatch will be paid in advance by the shareholder to the company.

The Board of Directors recommends passing of the Ordinary Resolution as set out at Item No. 5 of this Notice.

No Director of the Company, Key Managerial Personnel or their relatives respectively is in any way concerned or interested in the proposed resolution.

Item No.6

As per Provision of section 12 of the Companies Act, 2013 read with rule 22 of Chapter VII relating to the procedure to be followed for shifting of Registered office of Company outside the local limits of any city or town requires approval of the members by Special Resolution.

The Registered office of the Company is presently situated at 4th Floor, Himalayas, Geetmala Complex, Near Shah Industrial Estate, Govandi (East), Mumbai. With a view to improve operational efficiency and saving cost of operations, the Board of Directors subject to approval of members, approved the proposal of shifting registered office to D Zone 301 to 304, Level 3, Tower-II, Seawoods Grand Central, Plot No. R1, Sector-40, Nerul Node, Navi Mumbai-400706.

The Board of Directors recommends the said resolution for approval of members.

Except Mr. S. Ramakrishnan and Mr. Ritesh S. Ramakrishnan, none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

ANNEXURE TO THE NOTICE ITEM NO. 4
DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING.

(In pursuance to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings).

| | |
|---|---|
| Name of Director | Mr. Ritesh S. Ramakrishnan |
| Director Identification No. | 05174818 |
| Nationality | Indian |
| Date of Birth | 24/01/1987 |
| Qualifications | BSc Graduate in Logistics and Double minor (Finance and communication) from Purdue University, USA |
| Experience / expertise in functional field and brief resume | Wide experience in business strategy, planning, implementation, business development activities and overall business management |
| No. of Shares held in the Company | 168375 shares |
| Directorship in other companies | <ol style="list-style-type: none"> 1. Albatross Shipping Limited 2. Encore Pierian Logistics Business Services Limited 3. Transworld Bulk Carriers (India) Pvt. Ltd. 4. SRS Freight Management Ltd. 5. TLPL Shipping & Logistics Pvt. Limited 6. Transworld Management Consultancy Pvt. Ltd. 7. Sivaswamy Holdings Pvt. Ltd. 8. Transworld Shipping and Logistics Limited 9. Orient Express Ship Management Limited 10. Transworld GLS (India) Pvt. Ltd. 11. Relay Shipping Agency Ltd. 12. Transworld Integrated Logistek Pvt. Ltd. (Formerly known as BSL Freight Solutions Pvt. Ltd.) 13. Avana Logistek Ltd. (Formerly known as Shreyas Relay Systems Ltd.) 14. Shreyas-Suzue Logistics (India) Pvt. Ltd. |
| Chairman/member of the board committee of other companies. | Audit Committee Avana Logistek Limited-Member |
| Date of appointment, meetings attended and remuneration. | Appointed on 30 th May 2012 Details of the meeting attended are given in the Corporate Governance Report which is part of the Annual Report. The director does not draw any remuneration besides the sitting fees. |
| Relationship with other director, manager and KMP | Mr. Ritesh S. Ramakrishnan is the son of Mr. S. Ramakrishnan, Executive Chairman and Promoter. |