

SHREYAS SHIPPING AND LOGISTICS LIMITED**CIN: L63000MH1988PLC048500****Registered Office:** D 301-305, Level 3, Tower II, Seawoods Grand Central, Plot No. R1, Sector 40, Nerul Node, Navi Mumbai 400706.**Tel: No: +91 22 68110300****Email:** investor.sll@transworld.com; **Website:** www.transworld.com/shreyas**NOTICE OF POSTAL BALLOT**

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 each as amended and applicable circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.

Dear Members,

Notice is hereby given that pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (hereinafter referred to as “**the Act**”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as “**the Rules**”) and other applicable provisions of the Act, the Rules, Circulars and Notifications issued thereunder, as amended from time to time (including any statutory modifications or re-enactment thereof, for the time being in force), General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; No. 22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No. 39/2020 dated December 31, 2020; No. 02/2021 dated January 13, 2021; No. 10/2021 dated June 23, 2021; No.20/2021 dated December 8, 2021; No. 3/2022 dated May 5, 2022 and No.11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter referred to as “**MCA Circulars**”), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time); the resolutions set out below are proposed to be considered and passed by the Members of Shreyas Shipping and Logistics Limited (hereinafter referred to as “**the Company**”) by Postal Ballot through remote e-voting process.

In accordance with the MCA Circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and as per the guidelines issued by the MCA vide MCA Circulars, the Notice is being sent in electronic mode only to all those members whose names appear on the Register of Members / List of Beneficial Owners as on Thursday, June 01, 2023 (“**cut-off date**”) received from the Depositories and whose e-mail addresses are registered with the Company or Depository Participant / Depository / Link Intime India Private Limited, the Company’s Registrar & Transfer Agent (hereinafter referred to as “**RTA**”).

The Company has engaged Services of Link Intime India Private Limited (LINK INTIME) to provide remote e-voting facility to all its members to cast their votes electronically, pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the Listing Regulations and aforementioned MCA Circulars. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes to Postal Ballot Notice so as to cast their vote electronically not later than 5:00 PM IST on Monday, July 03, 2023 (the last day to cast vote electronically).

The physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors has appointed Mr. Vicky M. Kundaliya, Company Secretary in Practice (Membership No. FCS-7716/ C.P. No. 10989) Proprietor of M/s V. M. Kundaliya & Associates , as the Scrutinizer for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

The Scrutinizer will submit his report to the Executive Chairman of the Company, or any person authorised by him, after completion of the scrutiny of the votes cast electronically. The result of the Postal Ballot through remote e-voting process shall be announced on or before Wednesday, July 05, 2023 and the resolution will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of e-voting shall be final. The voting results along with Scrutinizer's report would be published on the website of the Company i.e., <https://www.transworld.com/shreyas-shipping-and-logistics.html> and will be communicated to the Stock Exchanges where the Company's shares are listed i.e., National Stock Exchange of India Limited and BSE Limited . The voting results along with the Scrutinizer's report will also be posted on the Website of LINK INTIME i.e., <https://instavote.linkintime.co.in> The Company shall also display the voting results of the Postal Ballot at its Registered office.

SPECIAL BUSINESS:

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

Approval for Voluntary Delisting of the Equity Shares of the Company from the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE").

“RESOLVED THAT pursuant to (i) the initial public announcement dated May 21, 2023 issued by NovaaOne Capital Private Limited acting as the manager to the offer on behalf of the promoter, Transworld Holdings Limited (**“Acquirer”**), conveying the intention of the Acquirer to: (a) acquire all the equity shares that are held by Public Shareholders, as defined under the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2021, as amended from time to time (**“Delisting Regulations”**) (**“Public Shareholders”**); and (b) consequently voluntarily delist the equity shares of the Company (**“Equity Shares”**) from the BSE Limited (**“BSE”**) and the National Stock Exchange of India Limited (**“NSE”**) (the NSE together with the BSE is referred to as the **“Stock Exchanges”**) in accordance with the Delisting Regulations, by making a delisting offer in accordance with the Delisting Regulations; and (ii) the approval of the Board of Directors of the Company accorded in its meeting held on May 24, 2023 for the voluntary delisting of the Equity Shares of the Company from the Stock Exchanges, read with the circular resolution passed by the Board of Directors of the Company on May 21, 2023, and subject to the applicable provisions of the Companies Act, 2013 and rules made thereunder, the Delisting Regulations , the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), as amended from time to time and other such applicable provisions of laws, and receipt of the necessary approvals from the Stock Exchanges and such other approvals as may be required under applicable law and subject to the terms of such approvals, and subject to such, conditions and modifications as may be prescribed or imposed by any authority or third party, the approval of the members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares of the Company from the Stock Exchanges

pursuant to the proposed acquisition by the Acquirer, of all the Equity Shares listed on the Stock Exchanges and held by the Public Shareholders of the Company (subject to any increase in the number of Equity Shares held by Public Shareholders of the Company pursuant to exercise of stock options granted by the Company, if applicable), in accordance with the provisions of the Delisting Regulations (“**Delisting Proposal**”).”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (“**the Board**”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board which the Board may have constituted or may hereinafter constitute, or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose and to make all necessary filings to facilitate the Delisting Proposal in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to the Stock Exchanges for seeking the in-principle and final approval for the Delisting Proposal, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit.”

“**RESOLVED FURTHER THAT** any one of the Directors of the Company or Capt. Milind Patankar, Managing Director or Mr. Rajesh Desai, Chief Financial Officer or Ms. Namrata Malushte, Company Secretary be and are hereby severally authorised to file all such deeds, applications, documents and other related correspondence as maybe required before any regulatory authority and to appear before, represent, negotiate, discuss and respond to all queries as may be requested for by any regulatory authority in connection with the aforesaid resolution, including in connection with any reporting that needs to be made to the Reserve Bank of India.”

“**RESOLVED FURTHER THAT** all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

“**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby authorized to issue a certified true copy of the aforesaid resolution wherever necessary.”

By order of the Board
For **Shreyas Shipping and Logistics
Limited**

SD/-

Place: Navi Mumbai
Dated: June 02, 2023

Namrata Malushte
Company Secretary & Compliance Officer

Registered Office: D 301-305, Level 3, Tower II, Seawoods Grand Central, Plot No. R1, Sector 40, Nerul Node, Navi Mumbai 400706 Email: investor.sll@transworld.com Website: www.transworld.com/shreyasTel: +91 22 68110300.

NOTES:

1. Explanatory Statement pursuant to Section 102 and 110 of the Act, and any other applicable provisions of the Act, the Rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2), setting out material facts and reasons thereof for the proposed resolutions, forming part of the Notice, is annexed herewith.
2. In accordance with MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on June 01, 2023 (the “Cut-off date”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Link Intime India Private Limited (“RTA”). Physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non- registration of their e-mail addresses with the Company/RTA/ Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at <https://www.transworld.com/shreyas-shipping-and-logistics.html> The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Postal Ballot Notice is also disseminated on the website of LINK INTIME (agency for providing the Remote e-voting facility) i.e., <https://instavote.linkintime.co.in>.
4. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with SEBI circular on e-voting, dated December 9, 2020; SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of Link Intime India Private Limited (LINK INTIME), the agency to provide e-voting facility. Members are requested to carefully read the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.
5. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them in the paid-up equity share capital of the Company on the Cut-off date i.e., June 01, 2023 . Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes only through remote e-voting. A person who is not a Member as on the Cut-off date should treat this notice for information purpose only.
6. The e-voting period commences on Sunday, June 04, 2023 (10:00 AM I.S.T) and ends on Monday, July 03, 2023 (5:00 PM I.S.T). During this period, Members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., June 01, 2023 may cast their vote electronically. The e-voting module shall be disabled by LINK INTIME for voting after 5:00 PM IST on July 03, 2023. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
7. In case of any query/grievance in connection with the Postal Ballot through remote e-voting

process, Members may contact Mr. Rajiv Ranjan, Assistant Vice President – e-voting, LINK INTIME by e-mail at enotices@linkintime.co.in, Tel: 022–4918 6000 or the Company at investor.sll@transworld.com

8. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., July 03, 2023.
9. The Scrutinizer will submit his report to the Executive Chairman of the Company, or any person authorised by him, after completion of the scrutiny of the votes cast electronically. The result of the Postal Ballot through remote e-voting process shall be announced on or before July 05, 2023 and the resolution will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution.
10. The voting results along with Scrutinizer’s report would be published on the website of the Company i.e., www.transworld.com and will be communicated to the Stock Exchanges where the Company’s shares are listed i.e., NSE and BSE. The voting results along with the Scrutinizer’s report will also be posted on the Website of LINK INTIME, <https://instavote.linkintime.co.in>.
11. In accordance with the MCA Circulars, Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants and Members who hold shares in physical form are requested to provide their email addresses to Link Intime by sending an e-mail at rnt.helpdesk@linkintime.co.in or to the Company at investor.sll@transworld.com
12. Members desirous of inspecting the documents referred in the Notice or Explanatory Statement may send their requests to investor.sll@transworld.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between the period from Sunday, June 04,2023 to Monday, July 03, 2023.

Procedure for Remote e-voting

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014; as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility to be provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by LINK INTIME, on the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

The remote e-voting facility is available at the following link: <https://instavote.linkintime.co.in>. The e-voting event number (EVEN) and period of remote e-voting are set out below:

EVEN	Commencement of e-voting	End of remote e-voting
230154	Sunday, June 04,2023 10.00 AM IST	Monday, July 03, 2023 5.00 PM IST

E-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by LINKINTIME upon the expiry of the aforesaid period.

The individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

The login method for shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> <li data-bbox="509 665 1411 898">□ If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. <li data-bbox="509 905 1411 1108">□ 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 name i.e., LINKINTIME, and you will be re-directed to ‘InstaVote’ website for casting your vote during the remote e-voting period. <li data-bbox="509 1115 1411 1247">□ If the user is 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.jsp <li data-bbox="509 1283 1411 1730">□ 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. 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page. Click on the company name or e-voting service provider name i.e., LINKINTIME and you will be redirected to the e-voting website of LINKINTIME for casting your vote during the remote e-voting period.

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-voting service provider i.e., LINKINTIME. Click on LINKINTIME you will be redirected to InstaVote website for casting the vote during remote e-voting period.</p> <ul style="list-style-type: none"> <input type="checkbox"/> If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration <input type="checkbox"/> Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e., LINKINTIME, click on LINKINTIME and you will be will be redirected to InstaVote website for casting the vote during remote e-voting period.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<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.</p> <p>Once login, you will be able to see e-voting option. Once you 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 name i.e., LINKINTIME and you will be redirected to e-voting service provider website i.e., InstaVote website for casting your vote during the remote e-Voting period.</p>

Individual Shareholders holding securities in Physical mode/Non Individual Shareholders holding shares in Demat mode & evoting service Provider is LINKINTIME.

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
 ► Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID: Enter your User ID details as given below

Manner of holding shares	User ID
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID
For Members who holds shares in physical form	Event No. + Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders holding shares in CDSL form, shall provide ‘C’ or ‘D’, above.
- Shareholders holding shares in NSDL form, shall provide ‘D’ above
- Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

	<ul style="list-style-type: none"> ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ▶ Click “confirm” (Your password is now generated). <p>2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</p> <p>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</p>
<p>Cast your vote electronically</p>	<ul style="list-style-type: none"> i. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. ii. E-voting page will appear. iii. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). iv. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of **LINKINTIME** at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney, etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: Tel. 022 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in or call at toll free no.: 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 1800 22 55 33
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Individual Shareholders holding securities in Physical mode have forgotten the password:

If an Individual Shareholder holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>.

- Click on ‘Login’ under ‘SHAREHOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

sProcess for those Members whose e-mail IDs are not registered with the Depositories /Company for procuring User ID and Password and registration of e-mail IDs for e-voting for the resolutions set out in this notice:

- a) In case shares are held in physical mode please provide folio no., name of Member, 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 e-mail to compliance.sll@transworld.com or mt.helpdesk@linkintime.co.in.
- b) In case shares are held in demat mode, please provide DP ID & Client ID (16-digit DP ID & Client ID 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 compliance.ssl@transworld.com. If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained above i.e., login method for e-voting for individual Member/shareholder holding securities in demat mode.

c) Alternatively, members may send a request to enotices@linkintime.co.in for procuring User ID and Password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility

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

1. The equity shares of Shreyas Shipping and Logistics Limited (“**Company**”), each having a face value of INR 10/- each (“**Equity Shares**”), are presently listed on the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (collectively, the “**Stock Exchanges**”).
2. The Board of Directors of the Company (“**Board**”) has received the initial public announcement dated May 21, 2023 (“**IPA**”) from NovaaOne Capital Private Limited (“**Manager**” or “**Manager to the Offer**”) for and on behalf of Transworld Holdings Limited (“**Acquirer**”) expressing the Acquirer’s intention to: (a) acquire all the Equity Shares that are held by Public Shareholders (as defined under the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2021 (“**Delisting Regulations**”)) and (b) consequently voluntarily delist the Equity Shares from the Stock Exchanges where Equity Shares are presently listed, by making a delisting offer in accordance with the Delisting Regulations (“**Delisting Proposal**”).
3. As on the date of this postal ballot notice, the Acquirer, along with the promoter and other members of the promoter group hold 1,54,66,650 Equity Shares aggregating to 70.44% of the paid-up equity share capital of the Company and the Public Shareholders hold 64,90,883 Equity Shares representing 29.56% of the total equity issued and paid-up share capital of the Company. The shareholders are requested to note Dipesh Vijjal Gala and Chandrika Dipesh Gala who are related to one of the Promoters do not form a part of the promoter group of the Company. The aggregate shareholding of Dipesh Vijjal Gala and Chandrika Dipesh Gala is insignificant i.e. 27,452 Equity Shares aggregating to 0.13% of the paid up equity share capital of the Company. Neither of the above-mentioned persons have any role in the management or operations of our Company nor are they associated with the Company in any way.
4. The Acquirer has specified the following as rational for the Delisting Proposal:
 - a. the proposed delisting would enable the members of the promoter group to obtain full ownership of the Company, which in turn will provide enhanced operational flexibility. As the Company will no longer remain listed in India, there will be reduction in dedicated management time to comply with the requirements associated with continued listing of Equity Shares, which can be refocused on its business;
 - b. the Delisting Proposal will enhance the Company’s operational, financial and strategic flexibility including but not limited to corporate restructurings, acquisitions, exploring new financing structures, including financial support from the promoter group.
 - c. the proposed delisting will result in reduction of the ongoing substantial compliance costs which includes the costs associated with listing of Equity Shares such as annual listing fee and fees payable to share transfer agents, expenses towards shareholders’ servicing and such other expenses required to be incurred as per the applicable securities law; and
 - d. the Delisting Proposal will provide the public shareholders an opportunity to realise immediate and certain value for their Equity Shares.

5. Pursuant to the receipt of the Delisting Proposal, the Board, by way of resolution dated May 21, 2023, took on record the Delisting Proposal and appointed N.L. Bhatia & Associates, (“**Peer Review Company Secretary**”) as the peer review company secretary under Regulation 10(2) of the Delisting Regulations, for the purposes of carrying out due diligence in terms of Regulation 10(3) and other applicable provisions of the Delisting Regulations. The Peer Review Company Secretary issued its due diligence report on May 24, 2023.
6. Further, the Board, in its meeting held on May 24, 2023, took on record the due diligence report dated May 24, 2023 submitted by the Peer Review Company Secretary, and as per the requirement of Regulation 10(3) and 10(4) of the Delisting Regulations, relying on information available with the Company, the due diligence report dated May 24, 2023 submitted by N.L. Bhatia & Associates, share capital audit report dated May 24, 2023 submitted by N.L. Bhatia & Associates, prepared in accordance with Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 read with the applicable provisions of the Delisting Regulations, in respect to the Equity Shares proposed to be delisted, covering a period of 6 months prior to the date of the meeting of the Board, the confirmations received by the Company, the Board certified that: (i) the Company is in compliance with the applicable provisions of securities laws; (ii) the Acquirer and members of the promoter and the promoter group, and their related entities are in compliance with the applicable provisions of securities laws in terms of the report of the Peer Review Company Secretary including compliance with sub-regulation (5) of Regulation 4 of the Delisting Regulations; and (iii) the Delisting Proposal is in the interests of the shareholders. Thereafter, the Board approved the Delisting Proposal in terms of Regulation 10(4) of the Delisting Regulations subject to approval of the shareholders of the Company through a Postal Ballot in accordance with the Delisting Regulations and subject to any other requirement under applicable laws, including any conditions as may be prescribed or imposed by any authority while granting any approvals.
7. Further, the Board accepted and took on record the certificate provided by M/S N B T and Co, Chartered Accountants (FRN 140489W), independent chartered accountant during the Board meeting held on May 24, 2023 informing that: (a) the “reference date” with respect to the proposed delisting is May 24, 2023 i.e., the date on which the meeting of the Board is being convened to *inter alia* consider and approve/ reject the Delisting Proposal, and which set out the floor price of the Delisting Proposal (“**Floor Price**”) to be INR 292.00 per Equity Share, which is arrived at in accordance with Regulation 20(2) of the Delisting Regulations read with Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
8. The Public Shareholders of the Company may tender their Equity Shares during the reverse book building process at such price as they deem fit. The members are requested to note that the Floor Price is not the ceiling or the maximum price. If the Equity Shares are delisted in accordance with the Delisting Regulations, the remaining Public Shareholders, who either do not tender their Equity Shares or whose Equity Shares are not accepted because the price quoted by them was higher than the final exit offer price, are permitted to tender their Equity Shares up to a period of 1 (one) year from the date of delisting of Equity Shares of the Company and, in such a case, the Acquirer shall accept such Equity Shares at the same final price at which the earlier acceptance of Equity Shares was made.
9. The exit offer price will determined in accordance with the reverse book building process as set out in the Delisting Regulations (“**Discovered Price**”). The final price for the proposed delisting will be the price at which shares accepted through eligible bids during the reverse

book building process will take the shareholding of the Acquirer along with other members of the promoter group to 90% of the issued and outstanding Equity Shares in accordance with the Delisting Regulations. However, the Acquirer has the sole discretion to accept or reject the Discovered Price, or provide a counter offer to the Public Shareholders in accordance with the provisions of Regulation 22 of Delisting Regulations.

10. In terms of Regulation 11 of the Delisting Regulations, the Delisting Proposal requires approval of the members of the Company by way of a special resolution passed through a Postal Ballot in accordance with the Companies Act, 2013 and the rules thereunder. In addition, as per Regulation 11(4) of the Delisting Regulations, the special resolution passed by the members of the Company shall be acted upon if the votes cast by the Public Shareholders in favour of the Delisting Proposal amount to at least two times the number of votes cast by Public Shareholders against it.
11. In the event that this special resolution is passed by the members as set out above, subject to receipt of in-principle approval of the Stock Exchanges, and other applicable statutory approval as may be deemed necessary from time to time, a detailed public announcement of the Delisting Proposal will be made by the Acquirer in accordance with the Delisting Regulations followed by dispatch of the letter of offer to all the Public Shareholders. Thereafter, the Delisting Proposal will be conducted in accordance with the Delisting Regulations.
12. The acquisition by the Acquirer of all Equity Shares held by the Public Shareholders shall be conditional upon the following: (i) approval of the shareholders of the Company by way of a special resolution through Postal Ballot in accordance with Regulation 11(4) of the Delisting Regulations and other applicable laws; (ii) the Acquirer accepting the Discovered Price or providing a counter – offer, in accordance with Regulation 22(4) of the Delisting Regulations; (iii) the number of Equity Shares validly tendered in the Delisting Proposal is sufficient enough to result in the Delisting Proposal being successful as per the Delisting Regulations; (iv) the Acquirer /Company having obtained all the necessary regulatory and statutory approvals, including from the Stock Exchanges, as may be required under applicable laws including the Delisting Regulations; (v) receipt of the approvals of relevant third parties, including any lenders, government authorities as may be applicable and (vi) such other terms and conditions as may be set out in the public announcement or the letter of offer to be dispatched to Public Shareholders.
13. The approval of the members is sought for the aforesaid special resolution to make the Delisting Proposal to the members of the Company in accordance with the provisions of the Delisting Regulations. The Board, therefore, places the proposed resolution for your consideration and recommends that it be passed as a special resolution, particularly noting the requirements of Regulation 11(4) of the Delisting Regulation.
14. The Acquirer, Mr. S. Ramakrishnan, Executive Chairman, Ms. Anisha Ramakrishnan, Non Executive Director are concerned and interested in the above-mentioned resolution. None of the other directors or key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested in this resolution except to the extent of their shareholding in the Company.
