

NOTICE

NOTICE is hereby given that the **THIRTY-FOURTH ANNUAL GENERAL MEETING** of the Members of Shreyas Shipping and Logistics Limited will be held through Video Conferencing / Other Audio-Visual Means on Wednesday, 21st September 2022 at 11:00 a.m. (I.S.T) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. Audited Standalone Financial statements for the Financial Year ended 31st March 2022, together with the Reports of the Board of Directors and the Statutory Auditors thereon and
 - b. Audited Consolidated Financial statements for the Financial Year ended 31st March 2022, together with the Report of Statutory Auditors thereon.
2. To re-appoint Mr. Satish Pillania (DIN: 03233212) a Non-Executive, Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare Dividend of Rs. 2.50/- (25%) on Equity Shares for the year ended 31st March 2022.
4. **To appoint M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants (Firm Registration No. 003990S/S200018) as statutory auditors of the Company and to fix their remuneration**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants (Firm Registration No. 003990S/S200018) be and are hereby appointed as the Statutory Auditors of the Company for term of five consecutive years, who shall hold office from the conclusion of this 34th Annual General Meeting till the conclusion of the 39th Annual General Meeting to be held in the year 2027 on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

SPECIAL BUSINESS:

5. **To approve reappointment of Mr. Deepak Shetty (DIN: 07089315) as an Independent Director of the Company**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Deepak Shetty (DIN: 07089315), who holds office of Independent Director up to 19th July 2023 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Deepak Shetty's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 20th July 2023 upto 19th July 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Place: Navi Mumbai

Date: 10th August 2022

By Order of the Board of Directors

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

CIN: L63000MH1988PLC048500

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

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Company Secretary

NOTES:

1. In view of the outbreak of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs has vide its General Circulars dated 8th April 2020, 13th April 2020, 05th May 2020, 13th January 2021, 14th December 2021 and 05th May 2022, (collectively referred to as '**MCA Circulars**') permitted the holding of Annual General Meeting ('**AGM**') through video conferencing ('**VC**') or other audio-visual means ('**OAVM**'), without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Since the AGM will be held through VC / OAVM, the Route Map is also not annexed to this Notice.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business as per Item Nos.4 and 5 of the Notice is annexed hereto and forms part of this Notice. Further, the relevant details with respect to Item Nos.4 and 5 pursuant to Regulation 36(3) and (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM are also annexed. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to investor.sll@transworld.com
4. Payment of dividend as recommended by the Board of Directors, if approved at the meeting, will be made to those members whose names are on the Company's Register of Members as on cutoff date i.e. 14th September 2022 and those whose names appear as Beneficial Owners as at the close of the business hours on 14th September 2022 as per the details to be furnished by the Depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
5. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from 1st April 2020, dividend declared and paid by the Company is taxable in the hands of its members and the Company is required to deduct tax at source (TDS) from dividend paid to the members at the applicable rates. A separate e-mail will be sent at the registered e-mail ID of the members describing the detailed process to submit the documents/declarations along with the formats in respect of deduction of tax at source on the dividend payout. The intimation will also be uploaded on the website of the Company at <https://www.transworld.com/shreyas-shipping-and-logistics.html>.
6. Members holding shares in electronic form are advised to keep the bank details updated with the respective Depositories, viz. NSDL and CDSL. Member holding shares in certificate form are requested to update bank details with the Company's Registrar and Transfer Agents, Link Intime India Private Limited (referred as 'RTA') at rnt.helpdesk@linkintime.co.in.

7. Pursuant to Section 113 of the Act, corporate members are requested to send a duly certified copy of the Board Resolution authorising their representative to attend and vote at the AGM atleast forty-eight hours before the e-voting commences to investor.sll@transworld.com
8. The Register of Members and Share Transfer Books of the Company will remain closed from 15th September 2022 to 21st September 2022 (both days inclusive).
9. In compliance with the MCA Circulars and SEBI Circulars dated 12th May 2020, 15th January 2021 and 13th May 2022, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website: <https://www.transworld.com/shreyas-shipping-and-logistics.html> 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, and on the website of RTA at <https://instavote.linkintime.co.in>.
10. The Board of Directors of the Company has appointed Mr. Vicky M. Kundaliya, Company Secretary in Practice (Membership No. F7716) Proprietor of M/s. V.M. Kundaliya & Associates, as the Scrutinizer for conducting the remote e-voting and e-voting process in a fair and transparent manner.
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 'IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF authority. Accordingly, Final Unclaimed/ Unpaid dividends for the year 2013-2014 amounting to INR 2,73,447/- has been transferred during the financial year 2021-22 to the Investor Education and Protection Fund. The Company has also transferred 9120 nos. of Equity shares to IEPF in accordance with the above provisions. Relevant details in this respect are posted on the Company's website www.transworld.com/shreyas-shipping-and-logistics.html.

The Members, who have not yet encashed the dividend warrants for the financial year ended 31st March 2016 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.**

The Company sends communication in this respect to the concerned shareholders as may be necessary. Shareholders are requested to send their requests to investor.sll@transworld.com or to RTA at rnt.helpdesk@linkintime.co.in to encash the unclaimed dividend and in case any pending legal disputes, provide certified copy of order from Court / Authority restraining transfer, payment of dividend etc.

12. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio and subsequently dematerialise the same. Further, as per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from, 01st April 2019. In terms of the said Regulations with effect from 24th January 2022, request for transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company by way of an email to investor.sll@transworld.com or RTA for assistance in this regard at rnt.helpdesk@linkintime.co.in
13. As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14. These forms can be downloaded from the Company's website www.transworld.com/shreyas-shipping-and-logistics.html. Members are requested to submit the said form to their Depository Participant in case the shares are held in electronic form and to RTA in case the shares are held in physical form.
14. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies

Act, 2013 are available for inspection electronically. Members seeking to inspect such documents can send an e-mail to investor ssl@transworld.com

15. Voting through electronic means:

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with MCA Circulars, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the 34th AGM and facility for those members participating in the 34th AGM to cast vote through e-Voting system during the 34th AGM. For this purpose, Link Intime India Private Limited (referred as "Link Intime") will be providing facility for voting through remote e-Voting, for participation in the 34th AGM through VC / OAVM facility and e-Voting during the 34th AGM.
- II. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting.
- III. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on cut-off date i.e. Wednesday, 14th September 2022, are entitled to vote on the Resolutions set forth in this Notice.
- IV. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- V. 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.
- VI. The remote e-voting period commences at 10.00 A.M. (I.S.T) on, Sunday, 18th September 2022 and ends at 5.00 P.M. (I.S.T) on Tuesday, 20th September 2022. The remote e-voting module shall be disabled by Link Intime for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VII. Members who are holding shares in physical form or who have not registered their email address with the Company / Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e. Wednesday, 14th September 2022, may obtain the User ID and password by sending a request at enotices@linkintime.co.in. However, if a Member is already registered with Link Intime for Remote e-voting and E-voting then existing User ID and password can be used for casting vote.
- VIII. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members / Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Wednesday, 14th September 2022.
- IX. The Scrutinizer shall, after the conclusion of the AGM, electronically submit the Consolidated Scrutinizer's Report (i.e. votes cast through Remote e-voting and E-voting during AGM) of the total votes cast in favour or against the resolution and invalid votes, to the Chairman of the AGM or to any other person authorised by the Chairman of the Company. The results of the voting will be announced on or before Friday, 23rd September 2022. The voting results shall be submitted to the Stock Exchanges. The same shall be placed on the website of the Company at www.transworld.com/shreyas-shipping-and-logistics.html and on the website of Link Intime at <https://instavote.linkintime.co.in>

INSTRUCTIONS FOR E-VOTING AND JOINING THE ANNUAL GENERAL MEETING ARE AS FOLLOWS:

A. REMOTE E-VOTING INSTRUCTIONS:

As per the SEBI circular dated 9th December 2020 on 'e-Voting Facility Provided by Listed Entities', e-voting process has been enabled for all individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access e-voting facility.

1. 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	<ul 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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website 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.jsp • Visit the e-Voting 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-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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Existing users who have opted for Easi / Easiest, 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. • After successful login of Easi/Easiest the user will be able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat account number and PAN 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 redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</p>

2. 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.: 1800 1020 990 and 1800 22 44 30
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 022 2305 8738 or 022 2305 8542/43.

3. 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”.

4. Individual Shareholders of the Company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

Type of shareholders	Login Method								
Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode and e-voting service Provider is LINKINTIME.	1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in								
	➤ Click on “Sign Up” under ‘SHAREHOLDER’ tab and register with your following details:								
	A. User ID: Enter your User ID details as given below:								
	<table border="1"> <thead> <tr> <th>Manner of holding shares</th> <th>User ID</th> </tr> </thead> <tbody> <tr> <td>For Members who hold shares in demat account with CDSL</td> <td>16 Digit Beneficiary ID</td> </tr> <tr> <td>For Members who hold shares in demat account with NSDL</td> <td>8 Character DP ID followed by 8 Digit Client ID</td> </tr> <tr> <td>For Members who holds shares in physical form</td> <td>Event No. + Folio Number registered with the Company</td> </tr> </tbody> </table>	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
Manner of holding shares	User ID								
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID								
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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).								

Type of shareholders	Login Method
	<p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.</p> <ul style="list-style-type: none"> • Members holding shares in CDSL demat account shall provide either '(c)' or '(d)', above • Members holding shares in NSDL demat account shall provide '(d)', above • Members holding shares in physical form but have not recorded '(c)' and '(d)', shall provide their Folio number in '(d)' above <p>➤ 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).</p> <p>➤ Click "confirm" (Your password is now generated).</p> <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>4. Cast your vote electronically:</p> <ul style="list-style-type: none"> • After successful login, you will be able to see the notification for e-voting. Select 'View' icon. • E-voting page will appear. • 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). • 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.

6. 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 Link Intime India Private Limited 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.

7. 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.

8. 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 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder has a 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.

B. PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING (“AGM”) THROUGH INSTAMEET:

- I. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
- II. Select the “Company” and ‘Event Date’ and register with your following details: -

(a) **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No.

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	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) **Mobile No.:** Enter your mobile number.

(d) **Email ID:** Enter your email id, as recorded with your DP/Company.

- III. Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).
- IV. The Members can join the AGM in the VC / OAVM mode 15 minutes before the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available to members on first come first served basis.

This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- V. Please refer the instructions for the software requirements given in point ‘E’ below and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

C. INSTRUCTIONS FOR MEMBERS TO SPEAK DURING THE AGM THROUGH INSTAMEET:

The Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their email address mentioning their name, DP ID and Client ID/Folio Number, PAN and Mobile Number at investor.ssl@transworld.com up to 15th September 2022 (IST 5.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

- I. Members will get confirmation on first cum first basis depending upon the provision made by the Company.
- II. Members will receive “speaking serial number” once they mark attendance for the meeting.
- III. Please remember your speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
- IV. Members are requested to speak only when moderator of the meeting/ management will announce the name and your speaking serial number .

D. INSTRUCTIONS FOR MEMBERS TO VOTE DURING THE AGM THROUGH INSTAMEET:

- I. Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, members who have not exercised their vote through the Remote e-voting can cast the vote as under:
 - (a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
 - (b) Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
 - (c) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
 - (d) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
 - (e) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
 - (f) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Members, who will be present in the AGM through InstaMeet facility and have not casted their vote on the Resolutions through Remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Members who have voted through Remote e-voting prior to the AGM will be eligible to attend/ participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

- II. Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- III. Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- IV. Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: 022-49186175.

E. INSTRUCTIONS FOR THE SOFTWARE REQUIREMENTS AND OTHER GENERAL INSTRUCTIONS

For a smooth experience of viewing the AGM proceedings of Link Intime India Private Limited InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html>

OR

- a) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:
 - Enter your First Name, Last Name and Email ID and click on Join Now
 - If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
 - If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.
 - Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now.

- F.** All grievances connected with the facility for voting by electronic means may be addressed to Mr. Nihar Kudaskar, Associate - Technology Group, LIPL, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400083; Helpdesk: 022 49186000/ 49186175; E-mail to enotices@linkintime.co.in.

Place: Navi Mumbai

Date: 10th August 2022

By Order of the Board of Directors

Registered Office:

D 301-305, Level 3, Tower II,

Seawoods Grand Central,

Plot no. R1, Sector 40,

Nerul Node, Navi Mumbai-400706.

Email: investor.sssl@transworld.com

CIN: L63000MH1988PLC048500

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

Namrata Malushte

Company Secretary

Instructions at a glance:

AGM	11:00 a.m. on Wednesday, 21 st September 2022
For attending AGM	Log on to: https://instameet.linkintime.co.in
Cut-off date	14 th September 2022
Register of Members and Share Transfer Books	Will remain close from 15 th September 2022 to 21 st September 2022
Remote e-voting period	Starts at 10.00 A.M. (I.S.T) on 18 th September 2022 and ends at 5.00 P.M. (I.S.T) on 20 th September 2022
For remote e-voting	https://instavote.linkintime.co.in
Speaker Registration	Upto 15 th September 2022
For e-voting during AGM	https://instavote.linkintime.co.in
Link Intime contact details	In case members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: 022-49186175

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 4:

To appoint M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants (Firm Registration No. 003990S/S200018) as statutory auditors of the Company and to fix their remuneration

The members of the Company had approved the appointment of M/s. Deloitte Haskins and Sells LLP (Firm Membership No. 117366W/W100018) Chartered Accountants (referred as Deloitte), as Statutory Auditors of the Company for a term of five consecutive years from the conclusion of 29th Annual General Meeting held on 21st July 2017 till the conclusion of 34th ensuing Annual General Meeting (AGM). Accordingly, the present term of Deloitte gets completed on conclusion of the ensuing 34th AGM of the Company.

Pursuant to the recommendation of the Audit Committee, Board of Directors have shortlisted and proposed the appointment of M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants (Firm Registration No. 003990S/S200018) as Statutory Auditors of the Company for a period of five consecutive years starting conclusion of this 34th AGM till the conclusion of 39th AGM to be held in year 2027.

M/s. PKF Sridhar & Santhanam LLP have given their consent for their appointment as Statutory Auditors of the Company and has issued certificate confirming that their appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder.

Further, M/s. PKF Sridhar & Santhanam LLP have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. The firm holds the 'Peer Review' certificate as issued by The Institute of Chartered Accountants of India ('ICAI').

Pursuant to the provisions of Sections 139 & other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, the Audit Committee and the Board of Directors of the Company had at its meeting held on 24th May 2022 and 25th May 2022 respectively, recommended the appointment of M/s. PKF Sridhar & Santhanam LLP as Statutory Auditors of the Company for a period of five consecutive years starting from conclusion of this 34th AGM till the conclusion of 39th AGM to be held in year 2027.

Additional information about Statutory Auditors pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided below:

Terms of Appointment	M/s. PKF Sridhar & Santhanam LLP, is being appointed as Statutory Auditors of the Company for a period of five consecutive years starting conclusion of this 34 th AGM till the conclusion of 39 th AGM to be held in year 2027.
Proposed Audit fees payable to Auditor and material change in fee payable	Rs.23,00,000/- (Indian Rupees Twenty Three Lakhs only) from conclusion of 34 th AGM till the conclusion of 39 th AGM in addition to applicable taxes and reimbursement of out of pocket expenses, if any and applicable taxes. For the subsequent years, the Board of Directors will decide the remuneration based on recommendations of Audit Committee. Further, M/s. Deloitte Haskins and Sells LLP, the existing Statutory Auditors have been paid the fee of Rs. 51,00,000/- (Indian Rupees Fifty One Lakhs only) in addition to other services, applicable taxes and reimbursement of out of pocket expenses, if any during the 2021-22.
Basis of recommendation and Auditor credentials	M/s. PKF Sridhar & Santhanam LLP firm of Chartered Accountants was established in 1978 with multi-industry and multidisciplinary experience such as Statutory audit of Financial statements, Tax audits, Management audits, Assurance services, Consultancies - M&A, SOX, Information technology, ISO to other Quality initiatives. PKF Sridhar & Santhanam LLP is registered with ICAI and peer reviewed by ICAI. The Firm has PAN India presence with offices across 5 metros. The Firm is acting as a statutory auditor of various companies listed on Stock Exchanges.

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

The Board recommends the resolution set out at Item No. 4 of the Notice for approval by the Members by way of an Ordinary Resolution.

Item No. 5

To approve reappointment of Mr. Deepak Shetty (DIN: 07089315) as an Independent Director of the Company

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term of upto five years on the Board of the Company, but shall be eligible for reappointment on passing of a special resolution by the Company and disclosure of such re-appointment in the Boards' Report.

Mr. Deepak Shetty (DIN: 07089315) was appointed as Non-Executive Independent Director of the Company with the approval of shareholders at the Annual General Meeting ('AGM') of the Company held on 20th July 2018, for a tenure of 5 years. Accordingly, Mr. Deepak Shetty shall hold office until 19th July 2023.

The Nomination & Remuneration Committee met on 17th May 2022 and after taking into consideration his performance evaluation, knowledge, acumen, expertise and experience and his immense contribution during his tenure as an Independent Director since his appointment, has recommended to the Board that his continued association as an Independent Director would be in the best interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board of Directors of the Company have recommended the re-appointment of Mr. Deepak Shetty as Independent Director of the Company, to hold office for a second term of five consecutive years commencing from 20th July 2023 to 19th July 2028 and shall not be liable to retire by rotation.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying the intention to propose candidature of Mr. Deepak Shetty (DIN: 07089315) as Non-Executive Independent Director, to be re-appointed under the provisions of Section 149(10) of the Act.

The Company has received requisite consent/declarations for appointment of Mr. Deepak Shetty as Non- Executive Independent Director as required under the Act and rules made thereunder.

Based on its evaluation, the Board of Directors is of the opinion that, Mr. Deepak Shetty fulfils the conditions specified in the SEBI Listing Regulations, the Act and the Rules framed thereunder for his re-appointment as an Independent Director of the Company and he is independent of the Management.

Details as required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') as applicable are provided. Copy of the draft Letter of Appointment of the Independent Director setting out the terms and conditions of appointment is available on the Company's website www.transworld.com/shreyas-shipping-and-logistics.html.

Except Mr. Deepak Shetty, none of the Directors/ Key Managerial Personnel and their relatives are in any way, interested or concerned, financially or otherwise in the Resolution set out at Item No.5.

The Board considers that his continued association would be of immense benefit to the Company and therefore, the Board recommends the resolution set forth in Item No. 5 relating to the re-appointment of Mr. Deepak Shetty as Non-Executive Independent Director of the Company, by way of Special Resolution.

Details of Directors retiring by rotation/seeking re-appointment at this Annual General Meeting, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (‘ICSI’)

Name of the Director	Mr. Satish Pillania	Mr. Deepak Shetty
DIN	03233212	07089315
Date of Birth	02/02/1963	02/11/1956
Nationality	Indian	Indian
Date of Appointment	25/05/2018	20/07/2018
Qualification	Marine Engineer with a cumulative maritime experience of over 34 years	Bachelor of Arts degree in Economics, Political Science & History, Post Graduate Diploma in Cyber Laws, Executive Education ‘Senior Managers in Government’ Program, from the John F. Kennedy School of Government, Harvard University, Cambridge-- Boston, U.S.A., Advanced Management Program from the Indian Institute of Management, Ahmedabad, Program on Investigation, Diploma in Computer Forensics of Financial Crimes in the Capital Markets, Certificate Program on Capital Markets.
Brief resume, experience and nature of expertise in specific functional areas	<p>He has served abroad for many years on various types of cargo vessels as an Engineer, including four years as Chief Engineer. He also possesses over 22 years extensive shore experience in Ship Management, Sale and Purchase, Marine Hull & Machinery Insurance and P&I. He started his shore professional journey with Transworld group in 1997 as a Technical Superintendent. He gained experience performing diverse roles across various departments including Technical, Manning, Insurance, Sale & purchase. During his tenure as Vice President, he was also involved in Ship building projects from Technical specification stage till delivery of the vessels.</p>	<p>He was a direct recruit member of the 1980 batch of the Indian Revenue Service (Customs and Central Excise). He had served in the civil service for 36 ¼ years and eventually retired in the highest rank of Secretary to the Government of India.</p> <p>He was the Director General of Shipping, Ministry of Shipping, Government of India for 2 years in 2015-2016. Immediately prior to that he was assigned as Joint Director General of Shipping for 4 years – cumulating to 6 consecutive years of service in the Directorate General of Shipping (Indian Maritime Administration).</p> <p>He has had numerous and varied postings in his career. In his parent department, he started as an Assistant Commissioner, eventually rising to the grade of Principal Chief Commissioner of Customs, Central Excise and Service Tax. Further, he was previously Additional Textile Commissioner, Ministry of Textiles, Government of India for 5 ¼ years.</p> <p>He is the recipient of 25 national and international awards / commendations.</p> <p>He is widely acknowledged as having been primarily instrumental, through his pro-active and relentless pursuit in various global fora, from 2012 to 2015, in the redrawing of the high risk area in the western Indian Ocean region, as sought by India, in 2015. This has led to an average annual savings to Indian EXIM consumers of about Rs.800-4,000/ crore of additional war risk premium on seaborne trade.</p> <p>He currently serves as;</p> <ul style="list-style-type: none"> - Maritime Transportation and Crime Expert on the ‘Global Experts Roster’ of the Security Council of the United Nations, New York. -Senior Adviser (India) to the Maritime Anti-Corruption Network (MACN), Copenhagen. - Global Director-cum-Trustee of the International Seafarers Welfare and Assistance Network (ISWAN), London. - Certified Independent Director on the Board of Directors of several Indian companies.

Terms and conditions of appointment	<p>Terms and conditions of appointment or re-appointment as per the Policy on Appointment of Directors and Nomination and Remuneration Policy of the company and applicable laws.</p> <p>To retire by rotation.</p>	<p>Terms and conditions of appointment or re-appointment as per the Policy on Appointment of Directors and Nomination and Remuneration Policy of the company and applicable laws.</p> <p>Term of appointment: Mr. Deepak Shetty appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from 20th July 2023 to 19th July 2028.</p>						
No. of Board Meetings attended during the tenure of director for financial year ended 31st March 2022	10 out of 10	10 out of 10						
Directorships held in other companies (excluding foreign companies and Section 8 companies)	<ul style="list-style-type: none"> • Transworld Shipping and Logistics Limited • TW Ship Management Private Limited • Sivaswamy Holdings Private Limited • Transworld Logistics Private Limited • Shreyas-Suzue Logistics (India) Private Limited • Orient Express Ship Management Limited 	<ul style="list-style-type: none"> • Seamec Limited • Polygenta Technologies Limited <p>Container Corporation of India Limited – Resigned as Directors with effect from 13th July 2021.</p>						
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil	<table border="1"> <thead> <tr> <th>Name of Company</th> <th>Name of Committee</th> </tr> </thead> <tbody> <tr> <td>Seamec Limited</td> <td>Audit Committee- Chairman</td> </tr> <tr> <td></td> <td>Stakeholders Relationship Committee- Chairman</td> </tr> </tbody> </table>	Name of Company	Name of Committee	Seamec Limited	Audit Committee- Chairman		Stakeholders Relationship Committee- Chairman
Name of Company	Name of Committee							
Seamec Limited	Audit Committee- Chairman							
	Stakeholders Relationship Committee- Chairman							
Number of Shares held in the Company	Nil	Nil						
Inter-se relationship with other Directors and Key Managerial Personnel	None	None						
Details of Remuneration sought to be paid	Sitting fees as may be decided by the Board of Directors from time to time in accordance with the provisions of the Companies Act, 2013	Sitting fees as may be decided by the Board of Directors from time to time in accordance with the provisions of the Companies Act, 2013						
Remuneration last drawn by the Director	NA	NA						