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Opp. Deonar Village Road, Govandi (E), Mumbai – 400088
Tel. No. 00 91 22 6622 0300, **Fax No.** 00 91 22 6622 0444,
Website: www.transworld.com/shreyas; **Email :** investorrelations.sll@transworld.com ;
CIN : L63000MH1988PLC048500

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014.

To,
The Members of
SHREYAS SHIPPING AND LOGISTICS LIMITED

NOTICE IS HEREBY GIVEN that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 (“the Act”) and with Rule 22 of the Companies (Management and Administration Rules), 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard-2 on General Meetings (SS-2) and any other applicable laws and regulations, the resolution appended below is proposed to be passed by the Members as Special Resolution by way of Postal Ballot for your consideration and voting.

The proposed resolutions along with Explanatory Statement setting out the material facts and the reasons thereof are appended along with the Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Dharmesh Zaveri, Company Secretary in Practice, to act as Scrutinizer for conducting the Postal Ballot (physical & e-voting) process in a fair and transparent manner.

The Members are requested to carefully read the instructions printed in this Notice and on the Postal Ballot Form (annexed hereto) and follow the same for voting. Members opting to vote through physical mode i.e., dispatching the Postal Ballot Form(s) duly signed by post, are requested to carefully read the instructions printed on the Form(s) enclosed herewith and return the same duly completed and signed in the enclosed self-addressed pre-paid business reply envelope, so as to reach the Scrutinizer before the close of the working hours, i.e. 5.00 p.m on 18th May, 2018, being the last date for receipt of Postal Ballot Form(s). Please note that any Postal Ballot Form(s) received thereafter will be treated as not received.

Further the Company, in accordance with the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 is pleased to provide the member with the facility to exercise to Right to Vote Electronically, i.e. through e-voting facilities provided by National Securities Depository Limited(NSDL). Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instruction in the Postal Ballot Form under the section 'Voting through Electronic means'. The voting period shall commence at 9.00 a.m. on 19th April, 2018 and ends on 18th May, 2018 at 5.00 p.m.

References to postal ballot in this Postal Ballot Notice include votes received electronically (e-voting).

The Scrutinizer will submit his report to the Chairman or any of the Director or the Company Secretary of the Company after the completion of the Scrutiny of the postal ballot and e-voting. The result of the Postal Ballot shall be announced on or before 19th May 2018, at the Registered Office of the Company. The result would be declared and displayed at the Registered Office of the Company, intimated to NSDL, and Stock Exchanges where the Company's securities are listed and displayed along with the Scrutinizer's report on the Company's website: www.transworld.com/shreyas and the resolution, if approved, will be taken as passed effectively on 18th May, 2018.

Members requiring any clarifications on e-voting may contact National Securities Depository Limited(NSDL) on toll free number 1800-222-9900 or by email evoting@nsdl.co.in

ITEM NO. 1: Approval for reclassification of Promoters under Regulation 31A of SEBI LODR Regulations, 2015

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

“**RESOLVED THAT** in terms of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws and subject to the necessary approvals from the Securities and Exchange Board of India (SEBI), Stock Exchanges, and other appropriate statutory authorities, the consent of the members of the Company be and is hereby accorded for the reclassification of the following existing “Promoters category” to “Public Category” of the Company

RESOLVED FURTHER that the status of the following persons forming part of the “Promoters Group” of the Company and from whom the Company has received the request for re-classification be and are hereby re-classified from “Promoters Category” to “Public Category” of the Company.

Name	No. of shares	% of capital
V. Ramnarayan	1,09,375	0.50
Rajan Ramnarayan	1,40,875	0.64
Rajiv Ramnarayan	1,36,375	0.62
Brinda Ramnarayan	1,08,375	0.49
Lakshmi Subramanian	2,00,000	0.91
Abhinav Kumar Subramanian	1,25,600	0.57
Shiv Kumar Subramanian	1,25,000	0.56
Total	9,45,600	4.30

RESOLVED FURTHER that the above mentioned promoters seeking re-classification do / will not:

- have any special rights through formal or informal agreements.
- hold more than 10% of the paid-up capital of the Company.
- act as a Key Managerial Person for a period of more than three years from the date of Shareholders approval on meeting of the above conditions

RESOLVED FURTHER THAT Capt. V. K. Singh, Managing Director or Ms. Namrata Malushte, Company Secretary be and is hereby authorized to give effect to the said resolution.

RESOLVED FURTHER THAT a copy of the said resolution duly certified by the Company Secretary be submitted to such authorities as and when deemed necessary.”

By order of the Board
For Shreyas Shipping and Logistics Limited

Namrata Malushte
 Company Secretary

Date :5th April, 2018
Place: Mumbai

Notes :-

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning the Special Resolution and the reasons thereof is annexed hereto.
2. Pursuant to the “**Green Initiative in the Corporate Governance**” taken by Ministry of Corporate Affairs, Govt. of India, in 2011, the Postal Ballot Notice is being sent to all the Members/ Beneficiaries, whose names appear in the Register of Members/ Statement of beneficial owners as received from the Depositories i.e. National Securities Depository Limited (“NSDL”) as on the close of business hours on 13th April, 2018 i.e. cut off date. Any person who is not a Member as on the said record date should treat this Notice for information purposes only.
3. The Postal Ballot Notice is being sent by e-mail to all those Members who have registered their e-mail address with the Company or with their Depository Participants (“DP”) unless any member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Notice of Postal Ballot along with the Postal Ballot Form through other permitted mode.
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e. www.transworld.com/shreyas/, and on the website of NSDL i.e. <https://www.evoting.nsdl.com/>.
5. Voting rights of the Members shall be in proportion to the equity shares held by them of the paid up equity share capital of the Company as on the record date.
6. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
7. The Scrutinizer’s decision on the validity of a Postal Ballot/E-voting will be final.
8. In compliance with the provisions of Section 108 of the Act read with relevant rules made thereunder and Regulation 44 of the Listing Regulations, the Company is pleased to provide Members, facility to exercise their right to vote on the matter included in this Notice of the Postal Ballot by electronic means i.e. through remote e-voting services provided by NSDL. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section “e-voting procedure”. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical ballot, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall be treated as invalid.

9. The Scrutinizer shall; after scrutinizing the Ballot Forms and after the conclusion of voting unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company; make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, on or before 19th May, 2018 before 5.00 P.M., to the Chairman or any other Director or the Company Secretary of the Company as authorized by the Board, who shall countersign the same. The results of the Postal Ballot will be announced by the Chairman of the Company or any other Director or Company Secretary authorized by the Chairman on or before 19th May, 2018 at the Registered of the Company and shall also be displayed on the Notice Board of the Company's Registered Office. The results declared along with the Scrutinizer's Report shall also be placed on the Company's website www.transworld.com/shreyas/ and on the website of NSDL <https://www.evoting.nsdl.com/>. and shall simultaneously be forwarded to the Stock Exchanges.

10. **E-Voting procedure :**

- (i) The voting period shall commence at 9.00 a.m. on 19th April, 2018 and ends on 18th May, 2018 at 5.00 p.m.; During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, 13th April, 2018 i.e. cut-off Date may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website <https://www.evoting.nsdl.com/>.
- (iii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- (iv) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- (v) Now Enter your User ID a. For CDSL: 16 digits beneficiary ID, b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID, c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- (vii) If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password:- (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password:- (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- (viii) Now, you will have to click on "Login" button.
- (ix) After you click on the "Login" button, Home page of e-Voting will open.
- (x) After successful login, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- (xi) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- (xii) Select "EVEN" of company for which you wish to cast your vote.
- (xiii) Now you are ready for e-Voting as the Voting page opens.
- (xiv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- (xv) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xvi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

- (xvii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) **Shareholders can also cast their vote using NSDL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 19th April, 2018. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Shareholders
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dmz@dmzaveri.com with a copy marked to evoting@nsdl.co.in.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 - In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evoting.nsdl.com, under help section or write an email to evoting@nsdl.co.in
11. **Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio / client ID irrespective of the number of joint members**
12. All the documents referred to in Resolution/Explanatory Statement will be available for inspection at the Registered and Corporate Office of the Company on all working days from 19th April, 2018 to 18th May, 2018 upto the date of declaration of result of Postal Ballot.
13. In case, the Members who have been sent this Notice electronically and who do not want to avail the e-voting facility organized through NSDL, such members may send a request to the Company at namrata.sll@transworld.com for obtaining the Notice and Postal Ballot Form in physical form. On receipt of such requests, the Company will dispatch the same in physical form to enable the Members to send back the Postal Ballot so as to reach by 18th May, 2018 before 5.00 p.m. Members, holding shares as on 13th April, 2018, who had not received postal ballot notice and form may apply to Registrar Share Transfer Agent of the Company and obtain duplicate copy thereof.
14. Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means are as under:-
Compliance Officer: namrata.sll@transworld.com
: evoting@nsdl.co.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013

The members may note that the promoters as specified in the Table of Item No 1 have requested to be classified as Non-Promoters and will not be promoters of the Company upon the passing of this resolution as duly agreed by them in their letters addressed to the company for reclassifying them as Non Promoters

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of this Notice already fulfills the minimum public shareholding requirement of at least 25% of the total share capital and the proposed re-classification will not result in any increase in the Public Shareholding.

The Board of Director has accorded their approval to the said re-classification subject to the approval of the Members of the Company and relevant regulatory authorities.

The Board recommends the Special Resolution as set out at Item no. 1 of the Notice for approval of the Members. None of the directors of the Company, key managerial person or their relatives are deemed to be concerned or interested, financially or otherwise, in the resolution as set out at Item no. 1 of the Notice.

By order of the Board

For Shreyas Shipping and Logistics Limited.

Namrata Malushte
Company Secretary

Date : 5th April, 2018
Place: Mumbai