



Shreyas
Shipping and Logistics LTD

Registered Office : 4th Floor, Himalayas, Geetmala Complex, Near Shah Industrial Estate, Govandi (E), Mumbai - 400 088.

Tel. No. 00 91 22 6622 0300, **Fax No.** 00 91 22 6622 0444,

Webiste: www.transworld.com/shreyas; **Email:** info@shreyas.co.in; **CIN :** L63000MH1988PLC048500

NOTICE OF POSTAL BALLOT

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

To the Members,

Notice is hereby given, pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (**'the Act'**), if any, read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereto for the time being in force) (hereinafter referred to as **"the Rules"**), that the resolution appended below is proposed to be passed by the members of Shreyas Shipping & Logistics Limited (hereinafter referred to as **"the Company"**) as Special resolution by way of Postal Ballot / e-voting. The Explanatory Statement pertaining to the said Resolution setting out the material facts concerning the item and the reasons thereof is annexed hereto alongwith a Postal Ballot Form (hereinafter referred to as **"the Form"**) for your consideration.

The Board of Directors of the Company has appointed Mr. Dharmesh M. Zaveri, Practicing Company Secretary, Mumbai as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and in accordance with the provisions of the Act and the Rules framed thereunder. You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed, in the enclosed self addressed, postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer not later than the close of working hours i.e. at 5.00 p.m. on **Thursday, 13th November, 2014**. Any Forms received thereafter will be strictly treated as if reply from such Member/s has not been received.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice and instructions overleaf the Form. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Executive Director and the results of the voting of Postal Ballot will be announced by the Executive Director of the Company on **Monday, 17th November, 2014** at 5.00 p.m. at the Registered Office of the Company. The said result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's equity shares are listed, and displayed alongwith the Scrutinizer's report on the Company's website viz. <http://www.transworld.com/shreyas> and website of NSDL i.e. www.evoting.nsdl.com.

The said date of declaration of result of the Postal Ballot (i.e. **Monday, 17th November, 2014**) shall be the date on which the Resolution would be deemed to have been passed, if approved by requisite majority. The Special Resolution shall be declared as passed if the number of votes cast in their favour are not less than three times the number of votes cast, if any, against the said Resolution.

Special Business:

Transaction with related party under section 188 of the Companies Act, 2013 i.e. Buy a Container Vessel M. V. OEL GUJARAT from M/s Orient Express Lines Inc. Panama:

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, and Memorandum and Articles of Association of the Company and subject to other approvals, consents, permissions and sanctions as may be required from the concerned statutory / regulatory authorities and subject to such terms and conditions as may be imposed by them, if any, consent of the Company, be and is, hereby accorded to the Board of Directors of the Company (the "Board", which expression shall include any committee thereof) to purchase of one container vessel M. V. OEL GUJARAT from M/s Orient Express Lines Inc, Panama (hereinafter referred to as "the Seller") for a price not exceeding USD 5.70 million (United State Dollars Five Million Seven Hundred Thousand Only) as per the current market valuation of the vessel.

RESOLVED FURTHER THAT Capt. V. K. Singh, Chief Executive Officer or Mr. Rajesh Desai, Chief Financial Officer or Ms. Namrata Malushte, Company Secretary be and are hereby authorised on behalf of the Board to negotiate and finalise the deal with the aforesaid party and to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof, determining the exact effective date, if needed to be changed and finalizing and executing necessary documents, including contracts, schemes, agreements, deeds of assignment / conveyance and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard, and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution"

RESOLVED FURTHER THAT the Board, be and is, hereby authorised to delegate all or any of the powers herein conferred, to any Director or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects"

Registered Office:

4th Floor, Himalayas, Geetmala Complex,
Near Shah Industrial Estate, Opp. Deonar Village Road,
Govandi (E), Mumbai - 400 088

By, Order of the Board

For Shreyas Shipping and Logistics Limited

Namrata Malushte
Company Secretary

22nd September, 2014

NOTES:-

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts in respect of all the businesses specified above is appended hereto.
2. The Board of Directors has appointed Mr. D. M. Zaveri & Co. Practicing Company Secretary, Mumbai as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. As per Companies (Management and Administration) Rules, 2014, Notice along with the Statement setting out Material Facts and the Postal Ballot Form is being sent to members;
 - a) whose names appeared as Beneficial Owners as at the end of business hours on 30th September, 2014 in the list of Beneficial Owners furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of shares held in dematerialized form; and
 - b) whose names appeared as Members in the Register of Members of the Company on 30th September, 2014.
4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members, inter-alia, through electronic means. Members who have registered their e-mail IDs with depositories or with the Company, are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot alongwith Postal Ballot Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may download the Form attached in the email or from the link www.evoting.nsdl.com or from the Company's website <http://www.transworld.com/shreyas/> and send the duly completed and signed form to the Scrutinizer.
5. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days between 11.30 a.m. and 1.30 p.m. up to the date of declaration of closing of the Postal Ballot.

6. Members have option to vote either through e-voting or physical mode and the voting period commences on 14th October, 2014 till 13th November, 2014. If a Member has opted for e-voting, then he/she should not vote by Physical Ballot and vice-versa. However, in case Members cast their vote, both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated invalid.
7. You are requested to read carefully the instructions printed overleaf of the Postal Ballot Form and return the said form duly completed in all respects, in the enclosed self addressed, postage pre-paid envelope, so as to reach the Scrutinizer on or before the close of working hours on Thursday, 13th November, 2014.
8. The Scrutinizer will submit his report to the Executive Director after completion of the scrutiny and the results of the voting by Postal Ballot will be announced by the Executive Director / Company Secretary or by any such other person as may be authorized by the Chairman on Monday, 17th day of November, 2014 at 5:00 p.m. at the Registered Office of the Company.
9. The Result of the Postal Ballot will be posted on the Company's website: <http://www.transworld.com/shreyas/> besides communicating to the Stock Exchanges where the Equity Shares of the Company are listed. The result of the Postal Ballot will also be informed in the ensuing Corporate Governance Report of the Company.

EXPLANATORY STATEMENT

(Pursuant to Section 102 and 110 of the Companies Act, 2013)

Shreyas proposes to buy one container vessel M. V. OEL GUJARAT (1613 teus) from M/s Orient Express Lines Inc. Panama for a price not exceeding USD 5.70 million.

Shreyas is in the process of replacing its older tonnage with younger and higher tonnage since last year. Accordingly Shreyas has sold two of its vessels M. V. Unity and M. V. OEL Shreyas. It has acquired one vessel of larger tonnage M.V. SSL Mumbai. Therefore now, Shreyas proposes to buy M. V. OEL Gujarat. With this acquisition, the existing tonnage shall increase by 23%.

M. V. OEL GUJARAT is a sister vessel of M. V. OEL Mumbai (means similar in all aspects). This gives an operational advantage to the Company. Further this vessel is a geared vessel which will allow the Company to call any Indian port irrespective of the crane facilities thereof. Another advantage of this vessel is that it can load bulk cargo e.g steel coils, in addition to containerised cargo.

The above purchase shall be done from M/s Orient Express Lines Inc which is a related party in terms of Section 2(76) of the Companies Act, 2013 and Rules read therewith. In accordance with section 188 (1)(a) of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014 and any amendments thereto, an approval of the shareholders vide special resolution is required for effecting the said Purchase. The Company is accordingly proposing this resolution for the consideration of the Members except M/s. Transworld Holdings Ltd., Mr. S. Ramakrishnan, Mr. S. Mahesh, Mr. L. B. Culas, Mr. Ritesh S. Ramakrishnan and their relatives being related parties and thereby are prohibited to vote as per the provisions of Section 188 of the Act, through Postal Ballot for passing the Special Resolution as set out in the above Notice.

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and its shareholders and hence, recommends the Resolution for your approval.

Except Mr. S. Ramakrishnan, Mr. S. Mahesh, Mr. L. B. Culas, Mr. Ritesh S. Ramakrishnan and their relatives, none of the other Directors and/or any Key Managerial Personnel of the Company and/or their relatives are concerned or interested in this Resolution.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:-

a) Name of the Related Party: ORIENT EXPRESS LINES INC., PANAMA

b) Name of the Director or Key Managerial Personnel who is related, if any: Mr. S. Ramakrishnan, Mr. S. Mahesh (brother of Mr. S. Ramakrishnan), Mr. L. B. Culas, Mr. Ritesh S. Ramakrishnan

c) Nature of Relationship:

- i) Mr. S. Ramakrishnan, Mr. L. B. Culas, Mr. Ritesh S. Ramakrishnan are Directors in Orient Express Lines Inc., Panama.
- ii) Transworld Holdings Limited, Holding Company of Shreyas Shipping and Logistics Limited is also the Holding Company of Orient Express Lines Inc., Panama.

d) Nature, Material Terms, Monetary Value and Particulars of the contract or arrangement:

Nature and Particulars of Contract: Purchase of one vessel M. V. OEL Gujarat from M/s Orient Express Lines Inc., Panama

Moentary Value: Not exceeding USD 5.70 mio

Material Terms: M. V. OEL GUJARAT is a sister vessel of M. V. OEL Mumbai (means similar in all aspects). This gives an operational advantage to the Company. Further this vessel is a geared vessel which will allow the Company to calling any Indian port irrespective of the crane facilities at the port. Another advantage of this vessel is that it can load bulk cargo e.g steel coils, in addition to containerised cargo.

e) Any other information relevant or important for the members to take a decision on the proposed resolution:- All important information forms part of the Statement setting out Material Facts pursuant to Section 102(1) of the Companies Act, 2013 which have been mentioned in the foregoing paragraphs.

Registered Office:

4th Floor, Himalayas, Geetmala Complex,
Near Shah Industrial Estate, Opp. Deonar Village Road,
Govandi (E), Mumbai - 400 088

22nd September, 2014

By Order of the Board

For Shreyas Shipping and Logistics Limited

Namrata Malushte

Company Secretary



Shreyas

Shipping and Logistics

Registered Office: 4th Floor, Himalayas, Geetmala Complex, Near Shah Industrial Estate, 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 : Info@shreyas.co.in; CIN : L63000MH1988PLC048500

POSTAL BALLOT FORM

(To be returned to the Company)

Sr. No.:

1. Name and Address of Sole/ :
First name
of Shareholder
2. Name of the Joint holder(s) :
if any
3. Registered Folio No./DP ID No./ :
Client ID*
(*Applicable to investors holding
shares in dematerialised form)
4. Number of Equity Shares held :
5. I / We hereby exercise my/our vote in respect of the following Special Resolution to be passed through Postal Ballot / e-voting, for the business stated in the Postal Ballot Notice dated 30th September, 2014 of the Company conveying my / our Assent or Dissent to the said special resolution by placing (✓) mark in the appropriate box below:

(Ticks in both the boxes will render your Ballot Form invalid)

Item No.	Description	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Buy a Container Vessel M. V. OEL GUJARAT from M/s Orient Express Lines Inc, Panama pursuant to provision of Section 188 of the Companies Act, 2013 and the Rules framed thereunder			

Place : _____

Signature of the Shareholder

Date : _____

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

Note: Please read carefully the instructions printed overleaf before exercising your vote.

INSTRUCTIONS

GENERAL INFORMATION

1. There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
2. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. If a member has opted for e-voting, then he/she should not vote by Physical Postal Ballot and also vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.
3. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.
4. A Member need not use all his votes nor he needs to cast all his votes in the same way.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

(A) In case of members receiving E-mail from NSDL:

- a) For Members whose e-mail addresses have been registered: open the attached PDF file "SLL info e-voting.pdf" giving your DP ID / Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password which contains your "User ID" and "Password for e-voting". For Members who have not registered their email ids: please refer to the user id and password printed on the Postal Ballot Form.
- b) Open internet browser by typing the URL :<http://www.evoting.nsdl.com>.
- c) Click on "Shareholder - Login".
- d) Insert your User ID and password as initial password as mentioned in step (i) above and Login. In case you are already registered with NSDL, you can use your existing User ID and password for casting your vote.
- e) "Password Change" menu appears. Change the password with the new password of your choice with minimum 8 digits/ characters or combination thereof. Please note your new password. We strongly recommend that you do not share your new password and take utmost care to keep your password confidential.
- f) Home page of "e-voting" opens. Click on "e-voting-Active Voting Cycles".
- g) Select "EVEN" (E-Voting Event Number) of Shreyas Shipping and Logistics Limited for casting your votes in favour of or against the resolution. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end of voting period i.e. upto close of working hours on 13th November, 2014, whichever is earlier.
- h) Now you are ready for "e-voting" as "Cast Vote" page opens.
- i) Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Upon confirmation, the message, "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
- j) Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer through email at dmz@dmzaveri.com with a copy marked to evoting@nsdl.co.in.

(B) In case of members receiving the physical copy:

- a) User ID and initial password is provided on the Postal Ballot Form (see overleaf).
- b) Please follow all steps from Sl. No. II A b) to II (A) j) above, to cast vote.

(C) 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 "Downloads" section of www.evoting.nsdl.com or call NSDL on 022-24994600.

(D) The e-voting period commences on 14th October, 2014 and ends on 13th November, 2014 (5.00 p.m.). The e-voting module will thereafter be disabled by NSDL for voting.

(E) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

1. The signature of the Members on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or as per the specimen signature registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
2. Duly completed Postal Ballot Forms in original (no other form or photo copy thereof is permitted) in the enclosed self-addressed, postage pre-paid envelope (if posted in India), should reach the Scrutinizer, Mr. Dharmesh Zaveri, Practicing Company Secretary, at Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup West, Mumbai 400078 not later than the close of working hours i.e. at 5.00 p.m. on **Thursday, 13th November, 2014**. Any Postal Ballot Forms received thereafter will be strictly treated as if reply from such Member/s has not been received. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
3. This Postal Ballot Form should be completed and signed by the Member. In case of joint holding, this Form shall be completed and signed (as per the specimen signature registered with the Company/furnished by the Depositories) by the first Member and in his absence by the next named Member.
4. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the duly completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
5. Please convey your assent in Column "FOR" and dissent in the column "AGAINST" by placing a tick (ü) mark in the appropriate column in this Postal Ballot Form only. The assent/dissent received in any other form/manner will not be considered.
6. A Member may request duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the scrutinizer not later than the close of working hours on 13th November, 2014.
7. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
8. In cases where the Postal Ballot Form has been signed by an Authorised Representative of Companies, Trusts, Societies etc., a certified copy of the relevant authorisation to vote on the Postal Ballot should accompany the Postal Ballot Form.
9. Voting rights shall be reckoned on the paid up value of Shares registered in the name of the Members as on 30th September, 2014.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope as all the envelopes would be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.