

SHREYAS SHIPPING AND LOGISTICS LIMITED**CIN: L63000MH1988PLC048500****Registered Office:** D 301-305, Level 3, Tower II, Seawoods Grand Central, Plot No. R1, Sector 40, Nerul Node, Navi Mumbai 400706.

Tel: No: +91 22 68110300

Email: investor.sll@transworld.com; Website: <https://www.transworld.com/shreyas-shipping-and-logistics/>

NOTICE OF POSTAL BALLOT**Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014**

Dear Members,

Notice is hereby given that pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (hereinafter referred to as “**the Act**”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as “**the Rules**”) and other applicable provisions of the Act, the Rules, Circulars and Notifications issued thereunder, as amended from time to time (including any statutory modifications or re-enactment thereof, for the time being in force), General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; No. 22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No. 39/2020 dated December 31, 2020; No. 02/2021 dated January 13, 2021; No. 10/2021 dated June 23, 2021; No.20/2021 dated December 8, 2021; No. 3/2022 dated May 5, 2022; No.11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter referred to as “**MCA Circulars**”), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time); the resolutions set out below is proposed to be considered and passed by the Members of Shreyas Shipping and Logistics Limited (hereinafter referred to as “**the Company**”) by Postal Ballot through remote e-voting process.

In accordance with the MCA Circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and as per the guidelines issued by the MCA vide MCA Circulars, the Notice is being sent in electronic mode only to all those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 19th April 2024 (“**cut-off date**”) received from the Depositories and whose e-mail addresses are registered with the Company or Depository Participant / Depository / M/s. Link Intime India Private Limited, the Company’s Registrar & Transfer Agent (hereinafter referred to as “**RTA**”/ **Link Intime**).

The Company has engaged Services of Link Intime to provide remote e-voting facility to all its members to cast their votes electronically, pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the Listing Regulations and aforementioned MCA Circulars. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes to Postal Ballot Notice so as to cast their vote electronically not later than 5:00 PM IST on Tuesday, 28th May 2024 (the last day to cast vote electronically).

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

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

The Scrutinizer will submit his report to the Executive Chairman of the Company, or any person authorised by him, after completion of the scrutiny of the votes cast electronically. The result of the Postal Ballot through remote e-voting process shall be announced on or before Thursday, 30th May 2024 and the resolution will be taken as passed; if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of e-voting shall be final. The voting results along with Scrutinizer's report would be published on the website of the Company i.e., <https://www.transworld.com/shreyas-shipping-and-logistics.html> and will be communicated to the Stock Exchanges where the Company's shares are listed i.e., National Stock Exchange of India Limited and BSE Limited. The voting results along with the Scrutinizer's report will also be posted on the Website of Link Intime i.e., <https://instavote.linkintime.co.in> The Company shall also display the voting results of the Postal Ballot at its Registered office.

SPECIAL BUSINESS:

Item No. 1.

To consider and approve the appointment of Mr. Anil Kumar Gupta (DIN: 00066328) as a Non-Executive Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Regulations”) (including any statutory modification(s) or re-enactment

thereof, for the time being in force) and pursuant to recommendation made by the Nomination and Remuneration Committee and the provisions of the Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded for the appointment of Mr. Anil Kumar Gupta (DIN: 00066328), who was appointed as an Additional Non-Executive Independent Director of the Company, with effect from 19th March 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Non-Executive Independent Director of the Company for a period of five years till 18th March 2029 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company be and are hereby authorized or empowered to intimate to the Registrar of Companies, Mumbai, Maharashtra, Central Government and all other Regulatory Authorities and to take all necessary steps including but not limited to issuing appointment letter, filing of necessary E-forms with the Registrar of Companies, Mumbai, Maharashtra and to settle any doubts, clarifications which may arise in this regard on behalf of the Company and to do all such acts, deeds and things, in his absolute discretion as he deem necessary, proper or desirable in order to give effect to the aforesaid resolution.”

Item No. 2.

To consider and approve the appointment of Ms. Sangeeta Singh (DIN: 06920906) as a Non- Executive Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation made by the Nomination and Remuneration Committee and the provisions of the Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded for the appointment of Ms. Sangeeta Singh (DIN: 06920906), who was appointed as an Additional Non-Executive Independent Director of the Company, with effect from 19th March 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Non-Executive Independent Director of the Company for a period of five years till 18th March 2029 and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company be and are hereby authorized or empowered to intimate to the Registrar of Companies, Mumbai, Maharashtra, Central Government and all other Regulatory Authorities and to take all necessary steps including but not limited to issuing appointment letter, filing of necessary E-forms with the Registrar of Companies, Mumbai,

Maharashtra and to settle any doubts, clarifications which may arise in this regard on behalf of the Company and to do all such acts, deeds and things, in his absolute discretion as he deem necessary, proper or desirable in order to give effect to the aforesaid resolution.”

Item No. 3

To approve material related party transaction with M/s. Transworld Fleet Management India Private Limited

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time read with the Company’s Related Party Transaction Policy, basis the approval of the Audit Committee the approval of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise), with the M/s. Transworld Fleet Management India Private Limited, a related party of the Company for an aggregate value up to INR 150 Crores for purchase and sale of goods, rendering and receiving of services, including vessel management and reimbursement of technical expenses or through subscription in equity shares and other transactions for business from 1st June 2024 till 31st March 2025 provided that the said transactions are entered into/ carried out on arm’s length basis and on such terms and conditions may be considered appropriate by the Board of Directors (including any Committee thereof).”

RESOLVED FURTHER THAT the Board, be and is hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, 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(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”



Place: Navi Mumbai
Dated: 26th April 2024

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



Namrata Malushte
Company Secretary & Compliance Officer

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

NOTES:

1. Explanatory Statement pursuant to Section 102 and 110 of the Act, and any other applicable provisions of the Act, the Rules made thereunder, Listing Regulations and Secretarial Standards on General meetings (SS2), setting out material facts and reasons thereof for the proposed resolutions, forming part of the Notice, is annexed herewith.
2. Members may note that the afore said Postal Ballot Notice has been uploaded on the web site of the Company at <https://www.transworld.com/shreyas-shipping-and-logistics.html>. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Postal Ballot Notice is also disseminated on the web site of Link Intime (agency for providing the Remote e-voting facility) i.e., <https://instavote.linkintime.co.in>.
3. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them in the paid-up equity share capital of the Company on the Cut-off date i.e., Friday, 19th April 2024. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes only through remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.
4. The e-voting period commences on Monday, 29th April 2024 (10:00 AM I.S.T) and ends on Tuesday, 28th May 2024 (5:00 PM I.S.T). During this period, Members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 19th April 2024 may cast their vote electronically. The e-voting module shall be disabled by Link Intime for voting after 5:00 PM IST on Tuesday, 28th May 2024. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
5. In case of any query/grievance in connection with the Postal Ballot through remote e voting process, Members may contact Mr. Rajiv Ranjan, Assistant Vice President – e-voting, Link Intime by e-mail at enotices@linkintime.co.in, Tel:022 49186000 or the Company at investor.sll@transworld.com
6. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., Tuesday, 28th May 2024
7. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) with the Company, if the shares are held in physical mode by submitting Form ISR-1 (available on the website of the Company at <https://www.transworld.com/shreyas-shipping-and-logistics.html>) duly filled and signed along with requisite supporting documents to Link Intime India Private Limited at C 101, Embassy 247, L. B. S. Marg, Vikhroli (West), Mumbai - 400083.

8. Members desirous of inspecting the documents referred in the Notice or Explanatory Statement may send their requests to investor.sll@transworld.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between the period from Monday, 29th April 2024 to Tuesday, 28th May 2024.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasinew/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

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:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

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

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

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

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. 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).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name’ - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

;**[[OR**

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

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

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form 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>

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

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 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

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat 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>

o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’

o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address.

Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has 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”.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 1 & 2

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have at its meeting held on 18th March 2024 approved the appointment of Mr. Anil Kumar Gupta (DIN: 00066328) and Ms. Sangeeta Singh (DIN: 06920906) as an “Additional Director (Non-Executive, Independent Director)” on the Board of Directors of the Company with effect from 19th March 2024 for a period of five years, not liable to retire by rotation subject to the approval of the shareholders of the Company.

As per the provisions of Section 149 of the Companies Act, 2013 (“Act”), read with Schedule IV to the Act and Regulation 17 (1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, an Independent Director shall hold office up to two consecutive terms, each of five years on the Board of a Company and shall not be liable to retire by rotation. The appointment of Independent Director shall be subject to the approval of the shareholders through a special resolution which is required to be obtained at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In view of the same, it is proposed to obtain approval of the shareholders by way of Postal Ballot.

The Company has received notice from a member under Section 160 of the Companies Act, 2013, proposing the candidature of the aforesaid Additional Director to the office of directorship. The proposed appointment of Mr. Anil Kumar Gupta (DIN: 00066328) and Ms. Sangeeta Singh (DIN: 06920906) as Directors is in the category of ‘Independent and Non-Executive’. The Company has received necessary declaration(s) from Mr. Anil Kumar Gupta (DIN: 00066328) and Ms. Sangeeta Singh (DIN: 06920906) confirming that they meet the criteria as prescribed under the Companies Act, 2013 (‘the Act’) and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. Mr. Anil Kumar Gupta (DIN: 00066328) and Ms. Sangeeta Singh (DIN: 06920906) are not disqualified from being appointed as Directors under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given their consent to act as Director(s) of the Company.

Brief resume of Mr. Anil Kumar Gupta and Ms. Sangeeta Singh, nature of their expertise in specific functional areas and other details as stipulated under the Listing Regulations is annexed to the Notice.

In the opinion of the Board, Mr. Anil Kumar Gupta (DIN: 00066328) and Ms. Sangeeta Singh (DIN: 06920906) fulfils the conditions specified in the Act, and has necessary knowledge, experience, and expertise for being appointed as a Non-Executive-Independent Directors of the Company which would be in the interest of the Company.

No 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.1 and Item No.2.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 1 and Item No.2 in the Notice for the approval of the Members.

Brief Profile of Mr. Anil Kumar Gupta

Mr. Anil K. Gupta headed Container Corporation of India (CONCOR), one of the Nav-Ratna blue chip Central Public Sector Enterprise (CPSE) of Government of India, under administrative control of Ministry of Railways for almost 7 years between 2009 and 2016. He was the first Chairman cum Managing Director of the company which is a conglomerate of 16 companies operating in the logistics sector of India, including four (4) subsidiary companies and eleven (11) Joint Venture Companies including the companies doing port operations in Mumbai (JN Port) and Kochi (Vallarpadm). Mr. Gupta's specialist expertise and skills in the areas of Marketing & Commercial Activities, Ports and shipping, Railway Operations and Inter-modal and Landside Transport Logistics and Distribution.

Mr. Gupta is a product of Delhi University, graduating from Shri Ram College of Commerce (SRCC) in 1975. He completed his Masters and M. Phil. in Economics from Delhi School of Economics (DSE), thereafter joining Indian Railways as Indian Railway Traffic Service Officer through the Civil Services exam. Later in 1988-89, he participated in 1st National Management Program (MBA) organized by MDI, Gurgaon, in academic collaboration with J.L.Kellogg Graduate School of Management, U.S.A., XLRI and the 4 IIMs (Indian Institutes of Management) and also obtained in-service PG Diploma/Certificate in Multimodal Transport Management course from West Flanders Economic Study Office, Brugge, Belgium.

Mr. Anil Kumar Gupta is actively associated with many projects including a project for UN ESCAP. He has also been associated with many companies as "Independent Director" on their board including AAICLAS (AAI cargo's subsidiary company), and Avana Logistek. Currently, he is on boards of Apollo Logisolutions and CONWARE as Independent Director. He is also associated with professional groups/bodies like UN ESCAP (Economic & Social Commission for Asia and Pacific), Centre for Transport Research & Management (CTRAM), Institute of Rail Transport (IRT) and Asian Institute of Transport Development (AITD).

Brief Profile of Ms. Sangeeta Singh

Ms. Sangeeta Singh has over 35 years primarily in Human Resources but also encompassing employer branding, corporate communications (internal and external) and operations. Ms. Sangeeta hold a Master's Degree in Behavioral Psychology from Mumbai University and a certification in Strategic Human Resource Management from Harvard Business School, Boston.

Ms. Sangeeta Singh is an active member and speaker at various HR forums. She has also been associated with institutions working towards building women leadership and a champion of encouraging women to leadership positions in corporate India. She was the India head of the KPMG Network of

Women India chapter and part of the founding team of the Women in Leadership Forum. Currently she is associated with Talentnomics, an organization mentoring women leaders in Indian corporates.

Details as required pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) by the Institute of Company Secretaries of India, as applicable are provided hereunder:

Name of Director	Mr. Anil Kumar Gupta	Ms. Sangeeta Singh
DIN	00066328	06920906
Date of birth and age	24/09/1956	10/12/1959
Nationality	Indian	Indian
Date of appointment on the Board	<p>First term of five consecutive years effective from 19th March 2024 up to 18th March 2029 (both days inclusive) subject to the approval of shareholders.</p> <p>Mr. Anil Kumar Gupta shall be entitled to receive sitting fees equivalent to the sitting fees paid to other Non-Executive Independent Directors of the Company.</p>	<p>First term of five consecutive years effective from 19th March 2024 up to 18th March 2029 (both days inclusive) subject to the approval of shareholders</p> <p>Ms. Sangeeta Singh shall be entitled to receive sitting fees equivalent to the sitting fees paid to other Non-Executive Independent Directors of the Company.</p>
Qualifications	<p>Mr. Anil Kumar Gupta is a Graduate from Shri Ram College of Commerce (SRCC), Delhi University. He has completed his Masters and M. Phil. in Economics from Delhi School of Economics (DSE), thereafter joining Indian Railways as Indian Railway Traffic Service Officer through the Civil Services exam. Later in 1988-89, he participated in 1st National Management Program (MBA) organized by MDI, Gurgaon, in academic collaboration with J.L.Kellogg Graduate School of Management, U.S.A., XLRI and the 4 IIMs (Indian Institutes of Management) and also obtained in-service PG Diploma/Certificate in Multimodal Transport Management course from West Flanders Economic Study Office, Brugge, Belgium.</p>	<p>Ms. Sangeeta hold a master's degree in behavioral psychology from Mumbai University and a certification in Strategic Human Resource Management from Harvard Business School, Boston.</p>

Brief resume, qualification, experience and nature of expertise in specific functional areas	Enclosed	Enclosed
Number of meetings of the Board attended during the year	NA	NA
Terms and conditions of appointment	Appointment of Mr. Anil Kumar Gupta as a Director (Non-Executive, Independent Director)” of the Company not liable to retire by rotation for a first term of five consecutive years effective from 19 th March 2024 up to 18 th March 2029, (both days inclusive) subject to the approval of shareholders.	Appointment of Ms. Sangeeta Singh as a Director (Non-Executive, Independent Director)” of the Company not liable to retire by rotation for a first term of five consecutive years effective from 19 th March 2024 up to 18 th March 2029, (both days inclusive) subject to the approval of shareholders
Details of Remuneration sought to be paid	Mr. Anil Kumar Gupta shall be entitled to receive sitting fees equivalent to the sitting fees paid to other Non-Executive Directors of the Company.	Ms. Sangeeta Singh shall be entitled to receive sitting fees equivalent to the sitting fees paid to other Non-Executive Directors of the Company.
Directorships held in other companies (excluding foreign companies and Section 8 companies)	Director in: 1. Punjab State Container & Warehousing Corporation Limited 2. Apollo Logisolutions Limited	Director in: 1. Alkem Laboratories Limited 2. Laxmi Organic Industries Limited 3. Crystal Crop Protection Limited 4. Keva Fragrances Private Limited 5. Shaily Engineering Plastics Limited 6. Accelya Solutions India Limited 7. Enzene Biosciences Limited
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil	1. Accelya Solutions India Limited <ul style="list-style-type: none"> • Audit Committee-Member • Nomination & Remuneration Committee-Chairperson • CSR Committee-Member • Shareholder Relationship Committee—Member 2. Alkem Laboratories Limited <ul style="list-style-type: none"> • Audit Committee-Member • Nomination & Remuneration Committee- Member

		<ul style="list-style-type: none"> • CSR Committee-Member <p>3. Laxmi Organic Industries Limited</p> <ul style="list-style-type: none"> • Audit Committee-Member • Nomination & Remuneration Committee- Chairperson • CSR Committee-Member <p>4. Shaily Engineering Plastics Limited</p> <ul style="list-style-type: none"> • Nomination & Remuneration Committee- Member • CSR Committee-Member
Shareholding in the Company	Nil	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Mr. Anil Kumar Gupta does not have any inter-se relationship with other Directors of the Company.	Ms. Sangeeta Singh does not have any inter-se relationship with other Directors of the Company.

Item No. 3

Background, details, and benefits of the transaction:

Sivaswamy Holdings Private Limited ("**SHPL**"), a related party of Shreyas Shipping and Logistics Limited (hereinafter referred as the "**Company**"/"**SSLL**") has entered into a Joint Venture with M/s. Fleet Management India Private Limited and incorporated a new entity M/s. Transworld Fleet Management India Private Limited (referred as "**JV Entity**") for management of Company's fleet..

Mr. Ramakrishnan Sivaswamy Iyer, Promoter & Executive Chairman, Mr. Ritesh Sivaswamy Ramakrishnan, Non-Executive, Non-Independent Director (relative of Mr. Ramakrishnan Sivaswamy Iyer) and Capt. Milind Kashinath Patankar, Managing Director of the Company are appointed as Directors of the JV Entity. Pursuant to Section 2(76) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), M/s. Transworld Fleet Management India Private Limited would therefore be a related party of the Company.

At present, the Company's current fleet stands at 13 vessels comprising 11 container feeder vessels and 2 dry handy size bulk vessels. All the vessels of the Company will be managed by the JV Entity which has expertise in fleet management services, and would bring accountability, high efficiency and ability to attract right talent.

The Company propose to enter into Related Party Transactions ("**RPTs**") for purchase and sale of goods, rendering and receiving of services, including vessel management and reimbursement of technical expenses or through subscription in equity shares and other transactions for business with M/s. Transworld Fleet Management India Private Limited, a related party of the Company.

In terms of Regulation 23 of the SEBI Listing Regulations, as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds INR 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution.

The aforesaid limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The RPTs listed above are expected to exceed the materiality threshold and therefore, require the prior approval of the shareholders by means of an ordinary resolution.

The management has provided the Audit Committee and the Board of Directors of the Company with the relevant details of various proposed RPTs including the rationale, material terms and basis of arriving at the pricing. The Audit Committee and the Board of Directors of the Company has granted unanimous approval at the meetings held on 08th February 2024 and 09th February 2024 respectively, for entering into RPTs with JV Entity for an aggregate value up to INR 150 Crores for purchase and sale of goods, rendering and receiving of services, including vessel management and reimbursement of technical expenses or through subscription in equity shares and other transactions for business from 01st June 2024 to 31st March 2025.

Details of the proposed transactions with the JV Entity, being a related party of the Company, including the Information pursuant to the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr.No.	Description	Details
1	Type, material terms and particulars of the proposed transactions	<p>The Company and the JV Entity have entered into / propose to enter into the following RPTs up to an aggregate amount up to INR 150 Crores from 01st June 2024 to 31st March 2025 for:</p> <ol style="list-style-type: none"> 1. Purchase and sale of goods, 2. rendering and receiving of services, including undertaking vessel management and reimbursement of technical expenses; 3. through subscription in equity shares and 4. other transactions for business.
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	<p>The JV Entity is a joint venture between SHPL, a related party of SSSL and Fleet Management India Private Limited. SHPL holds 40% shareholding in the JV Entity.</p> <p>Mr. Sivaswamy Ramakrishnan Iyer and Mr. Ritesh Sivaswamy Ramakrishnan, are the directors of SHPL and they also hold 40% and 10% respectively in SHPL.</p>

		Mr. Sivaswamy Ramakrishnan Iyer (Promoter & Executive Chairman), Mr. Ritesh Sivaswamy Ramakrishnan (Non-Executive, Non-Independent Director (relative of Mr. Sivaswamy Ramakrishnan Iyer)) and Capt. Milind Kashinath Patankar (Managing Director of SSSL) are the directors of the JV Entity as well.
3	Name of the director or key managerial personnel who is related, if any	Mr. Sivaswamy Ramakrishnan Iyer (Promoter & Executive Chairman) Mr. Ritesh Sivaswamy Ramakrishnan (Non-Executive, Non-Independent Director (relative of Mr. Sivaswamy Ramakrishnan Iyer)) and Capt. Milind Kashinath Patankar (Managing Director of SSSL).
4	Tenure of the proposed transactions	Recurring in nature in from 01 st June 2024 to 31 st March 2025
5	Value of the proposed transactions	up to INR 150 Crores from 01 st June 2024 to 31 st March 2025.
6	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions	Details: Turnover of SSSL for FY 2022-23 – INR 484 Crores Amount of Proposed Transaction – INR 150 Crores % to Turnover- 31%
7	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule,	Not Applicable

	whether secured or unsecured; if secured, the nature of security; and	
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
8	Justification as to why the RPT is in the interest of the listed entity	<p>The JV Entity was formed to render ship management and crew manning services exclusively in relation to the vessels of Company. The JV Entity has the necessary skill and qualified personnel to undertake the ship management services for vessels of the Company and are also aware about the business of the Company.</p> <p>The RPTs are in the business interest of the Company due to its cost-effectiveness, quality and just in time sourcing needs; along with providing smoothness in operations of the Company.</p>
9	Any valuation or other external report relied upon by the listed entity in relation to the transactions	No
10	Any other information that may be relevant	All relevant / important information forms part of this statement setting out the material facts. The RPTs are in ordinary course of business, on an arm's length basis and in the interest of the Company

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 3.

Your Directors (other than the Independent Directors) / KMPs and their relatives (to the extent of their shareholding interest in the Company) may be deemed to be concerned or interested as contained in the aforesaid resolution.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No. of this Notice to the Shareholders for approval.