

| | |
|---|--|
| Department of Corporate Services BSE Limited Corporate Relations Department Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. | Listing Compliance National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 |
| BSE Scrip Code: 520151 | NSE Symbol: SHREYAS |

Dear Sir/Madam,

Subject: Postal Ballot Notice

We hereby inform you that pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, Reg. 30 of SEBI (LODR) Regulation, 2015, Postal Ballot Notice and Postal Ballot Form are being dispatched to the shareholders whose names appear in the register of members / Beneficial owners as on the cut-off date Friday, 15th January 2021 for seeking approval of the members of the Company by Postal Ballot, including e-voting by electronic means, in the following matter:

| Item No. | Description of the Resolution |
|----------|--|
| 1 | Ordinary Resolution: Reclassification of Promoters under Regulation 31A of SEBI (LODR) Regulations, 2015. |

The Company has engaged the services of NSDL for providing e-voting facility to all its Members. The Voting period shall commence on Wednesday, 20th January 2021 at 9.00 a.m. (IST) and end on Thursday, 18th February 2021 at 5.00 p.m. (IST).

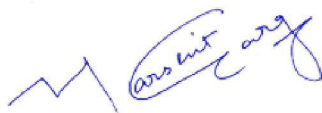
The copy of the Postal Ballot Notice is being enclosed herewith and also uploaded on the website of the company i.e. on www.transworld.com/shreyas.

Kindly take this intimation on your records.

Thanking you,

Yours faithfully,

For Shreyas Shipping and Logistics Limited



Harshit Garg
Company Secretary and Compliance Officer.
Encl.: As above





Registered Office: D-301-305, Level 3, Tower II , Seawoods Grand Central Plot No.R1,
Sector 40, Nerul Node , Navi Mumbai 400706
Tel. No. 00 91 22 6811 0300, **Fax No.** 00 91 22 6811 0333,
Website: www.transworld.com/shreyas; **Email :** investor.sssl@transworld.com ;
CIN : L63000MH1988PLC048500

POSTAL BALLOT NOTICE TO THE SHAREHOLDERS
(Notice issued 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 Ordinary Resolution by way of Postal Ballot.

The proposed resolution 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. 05:00 pm on Thursday, 18th February 2021 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 09.00 a.m. on Wednesday, 20th January 2021 and end on Thursday, 18th February 2021 at 05.00 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 Managing 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 05:00 pm 22nd February 2021. 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. The said date of declaration of result of the Postal Ballot i.e. Monday 22nd February 2021 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

Members requiring any clarifications on e-voting may contact National Securities Depository Limited (NSDL) on toll free number 1800-1020-990/1800-22-44-30 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 "Ordinary 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 from "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.

| <i>Sr. No.</i> | <i>Name of Promoter</i> | <i>Shareholding</i> |
|----------------|------------------------------|---------------------|
| 1. | <i>Mr. Mahesh Sivaswamy</i> | 0 |
| 2. | <i>Mrs. Mala Mahesh Iyer</i> | 0 |
| 3. | <i>Mr. Murlī Mahesh</i> | 0 |
| 4. | <i>Ms. Mithila Mahesh</i> | 0 |

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

- hold more than 10% of the total voting rights of the Company.
- exercise control over the affairs of the Company whether directly or indirectly.
- have any special rights through formal or informal agreements including any shareholder agreements.
- act as representative on the board of directors of the Company.
- act as a Key Managerial Person of the Company.

RESOLVED FURTHER THAT the any of the Directors, Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to sign applications, papers, documents etc. and to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary or desirable and to settle any questions, difficulty or doubt that may arise in order to give effect to the above resolution for and on behalf of the Company.

RESOLVED FURTHER THAT upon receipt of requisite approval from the Stock Exchanges or other authority as may be required, the Company shall mention about such re-classification in the shareholding pattern from the immediate succeeding quarter under Regulation 31 of the SEBI Listing Regulations and in all other records, filing etc. as may be relevant or necessary from such date as may be appropriate.

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."

Place: Navi Mumbai
Date: 13th January, 2021

By Order of the Board of Directors

Registered Office:
D 301-305, Level 3, Tower II,
Seawoods Grand Central,
Plot no. R1, Sector 40,
Nerul Node, Navi Mumbai-400706.

Harshit Garg
Company Secretary

Email: investor.sll@transworld.com

CIN: L63000MH1988PLC048500

Notes :-

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning the Ordinary 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 Friday, 15th January 2021 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 Monday, 22nd February 2021 (5.00 P.M.), to the Chairman or Managing Director or 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 person authorized on his behalf on or before Monday, 22nd February 2021 (5.00 P.M.), 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**
 - a) The voting period shall commence at 9.00 a.m. on Wednesday, 20th January 2021 and ends on Thursday, 18th February 2021 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, Friday, 15th February 2021 i.e. cut-off Date may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
 - b) The process and manner to vote electronically on NSDL e-voting system a consist of Two steps as mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. 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.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. 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 to 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, please follow steps mentioned below in process for those shareholders whose email IDs are not registered.

6. 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.nsd.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. 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.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 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.

2. 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.
3. 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.: 1800-1020-990/ 1800-22-44-30 or send a request at evoting@nsdl.co.in

11. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolution set out in this notice:**

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.sssl@transworld.com
- In case shares are held in DEMAT mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.sssl@transworld.com

12 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.

13 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 Tuesday, 18th January 2021 up to the date of declaration of result of Postal Ballot.

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: investor.sssl@transworld.com
: evoting@nsdl.co.in

Place: Navi Mumbai
Date: 13th January, 2021

By Order of the Board of Directors

Registered Office:

D 301-305, Level 3, Tower II,
Seawoods Grand Central,
Plot no. R1, Sector 40,
Nerul Node,
Navi Mumbai-400706.

Harshit Garg
Company Secretary

Email: investor.sssl@transworld.com

CIN: L63000MH1988PLC048500

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

The Company has received an application from persons as mentioned in the Table of Item No 1 who are presently falling under the category of Promoters/ Promoter Group of the Company, requesting to reclassify them as a Public Shareholders.

The applicants hold NIL equity shares in the Company and do not exercise any control over the company. They are not connected with the management affairs of the Company. They neither have representation on the Board of Directors of the Company nor holds any key managerial personnel position in the Company. The Company has also not entered into any shareholders agreement with them. Further they do not have any special rights as to voting power or control of the Company and any special information rights.

Based on the letter received from an applicants, the matter was discussed by the Board of Directors of the Company at their meeting held on 11th September 2020 and Board decided to get the applicant reclassified from the category "Promoter" to "Public" subject to approval of the Stock Exchange(s).

A reclassification may also be permitted by the Stock Exchange(s) under listing regulations No 31A(2) itself with the additional conditions specified under regulation 31A(7) of the listing regulations. The conditions specified under these sub regulations are as follows:

1. A request for reclassification is to be made by the concerned listed entity or by the concerned shareholder to stock exchanges.
2. All relevant evidence to be provided.
3. Reclassified Promoter shall not directly or indirectly exercise control over the affairs of the entity.
4. Increase in the level of public shareholding pursuant to reclassification of promoter shall not be considered towards achieving compliance with minimum public shareholding requirement under rules 19A of the Securities Contract (Regulations) rules 1957.
5. The event of reclassification shall be disclosed to the stock exchanges as a material event in accordance with the provisions of the listing regulations.

All the conditions specified under regulation 31A(2) and 31A(7) of listing regulation have been duly complied with by the Company.

The Board recommends the Ordinary 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 except Mr. Ramakrishnan Sivaswamy Iyer are deemed to be concerned or interested, financially or otherwise, in the resolution as set out at Item no. 1 of the Notice.

Place: Navi Mumbai
Date: 13th January, 2021

By Order of the Board of Directors

Registered Office:
D 301-305, Level 3, Tower II,
Seawoods Grand Central,
Plot no. R1, Sector 40,
Nerul Node,
Navi Mumbai-400706.
Email: investor.sll@transworld.com

Harshit Garg
Company Secretary

CIN:L63000MH1988PLC04850