

Ref No. SSSL/75/2020-2021

Date: 23<sup>rd</sup> February 2021

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

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, 19<sup>th</sup> February 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	<b>Special Resolution:</b> Re-Appointment of Capt. Vivek Kumar Singh (Din: 07835635) As Managing Director (Key Managerial Personnel) of The Company for a period of 3 Years with effect from 01-04-2021 along with Remuneration.

The Company has engaged the services of NSDL for providing e-voting facility to all its Members. The Voting period shall commence on Wednesday, 24<sup>th</sup> February 2021 at 9.00 a.m. (IST) and end on Thursday, 25<sup>th</sup> March 2021 at 5.00 p.m. (IST).

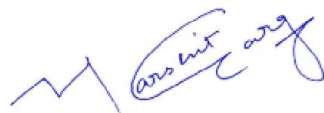
The copy of the Postal Ballot Notice is being enclosed herewith and also uploaded on the website of the company i.e. on [www.transworld.com/shreyas](http://www.transworld.com/shreyas).

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.sll@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 Rule 22 of the Companies (Management and Administration Rules), 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard-2 on General Meetings (SS-2) and any other applicable laws and regulations, the resolution appended below is proposed to be passed by the Members as Special Resolution by way of Postal Ballot.

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. 5.00 p.m. on Thursday, 25<sup>th</sup> March, 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 members with the facility to exercise the 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, 24<sup>th</sup> February, 2021 and end on Thursday, 25<sup>th</sup> March, 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 any of the Director or the Company Secretary of the Company after the completion of the Scrutiny of the postal ballot and e-voting. The result of the Postal Ballot shall be announced on or before 05:00 p.m. Monday, 29<sup>th</sup> March, 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: [www.transworld.com/shreyas](http://www.transworld.com/shreyas) and the resolution, if approved by requisite majority, will be taken as passed effectively on Thursday, 25<sup>th</sup> March, 2021.

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 to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**ITEM NO.1: RE-APPOINTMENT OF CAPT. VIVEK KUMAR SINGH (DIN: 07835635) AS MANAGING DIRECTOR (KEY MANAGERIAL PERSONNEL) OF THE COMPANY FOR A PERIOD OF 3 YEARS WITH EFFECT FROM 01-04-2021 ALONG WITH REMUNERATION**

“**RESOLVED THAT** subject to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as a “the Act”) read with part I and Part II of Schedule V to the Act and the Rules framed thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to approve the reappointment of Capt. Vivek Kumar Singh (DIN-07835635) as Managing Director of the Company, liable to be retire by rotation, for a period of 3 years, with effect from 1<sup>st</sup> April, 2021 till 31<sup>st</sup> March, 2024, on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement forming part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits:

**REMUNERATION**

Remuneration Component	w.e.f. 01-04-2021 till 31-03-2024
Gross Remuneration	Consolidated Salary up to Rs. 1,00,00,000 (One Crore only) per annum as may be decided by the Nomination and Remuneration Committee from time to time, subject to the limits specified under section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act as amended from time to time.
Perquisites	<ol style="list-style-type: none"> <li>1. Provision of transportation /conveyance facilities.</li> <li>2. Provision of telecommunication facilities.</li> <li>3. Leave encashment as per rules of the Company.</li> <li>4. Reimbursement of medical expenses incurred for himself and his family as per rules of the Company.</li> <li>5. Reimbursement of entertainment and other expenses actually and properly incurred for the business of the Company as well as other expenses incurred in the performance of duties on behalf of the Company.</li> <li>6. Personal accident insurance.</li> <li>7. Medical insurance for self and family.</li> </ol>

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby authorised to revise the remuneration of Capt. Vivek Kumar Singh from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.



**RESOLVED FURTHER THAT** notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, as set out in the explanatory statement forming part of this resolution be paid as minimum remuneration to Capt. Vivek Kumar Singh, Managing Director.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and are hereby authorized or empowered to intimate to the Registrar of Companies, Mumbai, Maharashtra, and all other Regulatory Authorities and to take all necessary steps including but not limited to 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."

Place: Navi Mumbai  
Date: 11<sup>th</sup> February, 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](mailto: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 Special Resolution and the reasons thereof is annexed hereto.
2. Pursuant to the “**Green Initiative in the Corporate Governance**” taken by Ministry of Corporate Affairs, Govt. of India, in 2011, the Postal Ballot Notice is being sent to all the Members/ Beneficiaries, whose names appear in the Register of Members/ Statement of beneficial owners as received from the Depositories i.e. National Securities Depository Limited (“NSDL”) as on the close of business hours on Friday, 19<sup>th</sup> February, 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/](http://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 25<sup>th</sup> March 2021 (5.00 P.M.), and send to the Chairman or any Director of the Company or Company Secretary 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 anyone authorised on his behalf before Monday, 29<sup>th</sup> March 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/](http://www.transworld.com/shreyas/) and on the website of NSDL <https://www.evoting.nsdl.com/>. and shall simultaneously be forwarded to the Stock Exchanges where the Company Securities are listed..

#### 10. E-Voting procedure

- a) The voting period shall commence on Wednesday, 24<sup>th</sup> February, 2021 at 09.00 a.m. and end on Thursday, 25<sup>th</sup> March, 2021 at 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday, 19<sup>th</sup> February, 2021 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.nsd.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](http://www.evoting.nsd.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://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](mailto: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.

**11. 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.

**12. 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](mailto:dmz@dmzaveri.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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](mailto:evoting@nsdl.co.in)

**13. 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 resolutions 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](mailto: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](mailto:investor.sssl@transworld.com)

14. 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
15. 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, 23<sup>rd</sup> February, 2021 up to the date of declaration of result of Postal Ballot.
16. 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.ssl@transworld.com](mailto:investor.ssl@transworld.com)

: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Place: Navi Mumbai

Date: 11<sup>th</sup> February, 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.ssl@transworld.com](mailto:investor.ssl@transworld.com)

CIN:L63000MH19888PLC048500

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **RE-APPOINTMENT OF CAPT. VIVEK KUMAR SINGH (DIN: 07835635) AS MANAGING DIRECTOR (KEY MANAGERIAL PERSONNEL) OF THE COMPANY FOR A PERIOD OF 3 YEARS WITH EFFECT FROM 01-04-2021 ALONG WITH REMUNERATION**

In terms of the provisions of the Act and the Articles of Association of the Company, the Nomination and Remuneration Committee and the Board of Directors have at their meetings held on 11<sup>th</sup> February, 2021 and subject to the approval of the Shareholders of the Company, re-appointed Capt. Vivek Kumar Singh as the Managing Director of the Company for a period of 3 (three) years with effect from 1<sup>st</sup> April, 2021.

Capt. Vivek Kumar Singh (DIN-07835635), aged 62 Years, has been associated with the Group for over 22 years. He has sailing experience of more than 20 years, worked in various capacities as deck officer including six years of command experience and served on various types of merchant vessels sailing across the seas calling Indian and foreign ports. He has over 22 years of experience of working in various capacities in the Transworld Group of Companies overseeing vessel owning division, commercial and operation. He has played a significant role in the development of coastal feeder services as well as coastal domestic trade in India.

The draft agreement to be entered by the Company with following, contain inter-alia, the following principal terms and conditions:

1. Duties and Powers

The Managing Director shall perform the duties and exercise the powers assigned to him or vested in him by the Board of Directors of the Company from time to time.

2. Period of Appointment

Three Years with effect from 1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2024

Capt. Vivek Kumar Singh as Managing Director of the Company shall be entitled to remuneration and perquisites as mentioned hereunder

3. Salary

Consolidated Salary up to Rs. 1,00,00,000 (One Crore only) per annum as may be decided by the Nomination and Remuneration Committee from time to time, subject to the limits specified under section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act as amended from time to time.

Perquisites and Allowances

- a) Provision of transportation /conveyance facilities.
- b) Provision of telecommunication facilities
- c) Leave encashment as per rules of the Company.
- d) Reimbursement of medical expenses incurred for himself and his family as per rules of the Company.
- e) Reimbursement of entertainment and other expenses actually and properly incurred for the business of the Company as well as other expenses incurred in the performance of duties on behalf of the Company.
- f) Personal accident insurance.
- g) Medical insurance for self and family

4. Minimum Remuneration

The Managing Director shall be paid remuneration by way of salary and perquisites notwithstanding that in any financial year during the currency of tenure of the Managing Director, the Company has no profit or its profits are inadequate.

5. Compensation

If before the expiry of the Agreement, the tenure of his office as Managing Director is determined, he shall be entitled to compensation for the loss of office subject to the provisions of Section 202 of the Companies Act, 2013.

**INFORMATION PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013****1. GENERAL INFORMATION:-****Nature of Industry:**

The Company is in Shipping and Logistics business.

**Date or expected date of commencement of commercial production:**

The Company is into shipping and logistics industry and into operations since incorporation.

**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable.

**Financial performance based on given indicators:**

As per the Audited Accounts of the previous three financial years:-

(Rs. In Lacs)

Particulars	As on March 31, 2020	As on March 31, 2019	As on March 31, 2018
Total Income	61601	62761	54418
Profit before Tax	911	3432	8204
Profit after Tax	846	3365	8091

**Foreign performance and net foreign exchange earned for the year ended March 31, 2020:**

	(Rs. in lacs)
Foreign exchange earnings including proceeds on sale of ship (on accrual basis)	22444.50
Foreign exchange outgo including operating components, spare parts, vessel funding and other expenditure in foreign currency (on accrual basis)	8231.31

**Foreign Investments or collaborations, if any:**

NIL

**2. INFORMATION ABOUT THE APPOINTEE:-****Background details:**

Capt. Vivek Kumar Singh has sailing experience of more than 20 years, worked in various capacities as deck officer including six years of command experience and served on various types of merchant vessels sailing across the seas calling Indian and foreign ports. He has over 22 years of experience of working in various capacities in the Transworld Group of Companies overseeing vessel owning division, commercial and operation. He has played a significant role in the development of coastal feeder services as well as coastal domestic trade in India.

**Past remuneration:**

Details of the remuneration paid to Capt. Vivek Kumar Singh in previous 3 financial years :

	Year		Remuneration (Rs. in Lakhs)
	From	To	
1.	01.04.2019	31.03.2020	100.25
2.	01.04.2018	31.03.2019	99
3.	01.04.2017	31.03.2018	68

**Job profile**

Capt. Vivek Kumar Singh renders service as Managing Director with experience of 3 years.

**Remuneration proposed:** The terms of remuneration are detailed in the Explanatory statement.

**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**



The remuneration proposed is reasonable in the context of global operations & complexity of business of the Company and commensurate with the similar industry (Shipping and Logistics Business), operating in India and the profile of the position.

**Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:** No such relationship

### **3. OTHER INFORMATION:-**

**Reasons of loss or inadequate profits:**

The profits of the Company have increased over the years. For the year ended 31<sup>st</sup> March, 2020, the Company has made Profit before tax of Rs. 911 Lacs and Profit after tax of Rs. 846 Lacs. The proposed remuneration payable to the Managing Director may exceed the limit specified under Section 197 of the Companies Act, 2013 and profits of the company may be inadequate to that extent.

**Steps taken or proposed to be taken for improvement:**

Persistent efforts are being made by the Company to collect receivables. The Company has set up a strategic senior management team to recover claims outstanding from various clients. Further, Company has taken steps to reduce overheads substantially by concentrating its attention on manpower, financial cost and other administrative expenses to improve profitability. With the streamlining operations, expected improvement in overall business scenario and healthy order book position, the Company would definitely come out of present situation and grow in the coming years

**Expected increase in productivity and profits in measurable terms:**

The Company's tight control on cost, higher asset productivity and sales growth is expected to improve the profit before depreciation, interest and tax over the years.

The draft of the Agreement referred to above is open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 12.00 noon on any working day up to the closure of voting period.

The Board, therefore, recommends the resolution at Item No. 1 of this Notice for your approval.

None of the Directors or Key Managerial Persons or their relatives, except Capt. Vivek Kumar Singh are deemed concerned or interested financially or otherwise in the aforesaid resolution.

Place: Navi Mumbai  
Date: 11<sup>th</sup> February, 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](mailto:investor.sll@transworld.com)

CIN:L63000MH19888PLC048500

**Details of Director seeking re-appointment pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Name of the Director</b>	<b>Capt. Vivek Kumar Singh</b>
Date of Birth	11/07/1958
Nationality	Indian
Date of Appointment	01/04/2018
Brief resume, qualification, experience and nature of expertise in specific functional areas	Capt. Vivek Kumar Singh has sailing experience of more than 20 years, worked in various capacities as deck officer including six years of command experience and served on various types of merchant vessels sailing across the seas calling Indian and foreign ports. He has over 22 years of experience of working in various capacities in the Trans world Group of Companies mainly Shreyas Shipping and Logistics Ltd, overseeing vessel owning division, commercial and operation. He has played a significant role in the development of coastal feeder services as well as coastal domestic trade in India.
No. of Board Meetings attended during the financial year ended March 31, 2020	7 out of 7
Directorships held in other companies (excluding foreign companies and Section 8 companies)	Transworld Shipping Agencies Private Limited Avana Logistek Limited Shreyas- Suzue Logistics (India) Private Limited
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	None
Number of Shares held in the Company	NIL
Inter-se relationship with other Directors and Key Managerial Personnel	None
Details of Remuneration sought to be paid	Rs. 1.00 crore
Remuneration last drawn by the Director	Rs. 100.25 Lakhs

THIS PAGE IS INTENTIONALLY KEPT BLANK