



Registered Office : 4th Floor, Himalayas, Geetmala Complex, Near Shah Industrial Estate, Govandi East, Mumbai 400088.

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 or such other rule as may be notified (hereinafter referred to as the "Rules"), for the consent of the Members of Shreyas Shipping & Logistics Limited (hereinafter referred to as the "Company") to the resolution mentioned below under section 180(1)(a) of the Companies Act, 2013, which is proposed to be passed by Postal Ballot. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (the "Companies Act 2013") read with Section 110 of the Companies Act 2013, pertaining to the said resolution setting out the material facts and reasons thereof is annexed hereto for your consideration. The Postal Ballot Form is also annexed to this Notice for the purpose of exercising the votes in respect of the following resolution:

I. Authority to create mortgage/ charge / hypothecate assets of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution, as a Special Resolution:-

"RESOLVED that the consent of the Company be and is hereby accorded in terms of Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013, to the creation by the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include a Committee thereof) of such mortgages, charges and hypothecations in addition to the existing mortgages, charges and hypothecations created by the Company as the Board may direct on such of the assets of the Company, both present and future, in such manner as the Board may direct together with power to take over the Management of the Company in certain events, to secure the financial facilities / borrowings availed or to be availed by the Company from financial institutions / banks / any other investing agencies or any other persons(s) / bodies corporate by way of private placement or otherwise, to secure rupee / foreign currency loans, debentures, bonds or other instruments of an equivalent aggregate value not exceeding USD 100 million (United State Dollars One Hundred Million Only) or equivalent thereof in any other currency, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on pre-payment, or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the Agreements / Arrangements entered into / to be entered into by the Company in respect of the said loans / debentures / bonds or other instruments.

FURTHER RESOLVED that the Board be and is hereby authorised to finalise with the aforesaid parties or any of them, the documents for creating the mortgages / charges / hypothecations and accepting or making any alterations, changes, variations to or in the terms and conditions and to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary, for the purpose of giving effect to this resolution.

FURTHER RESOLVED that the mortgage(s) / charge(s) created or to be created and / or all Agreements / Documents executed or to be executed and all acts done or to be done in terms of the above Resolution by and with the authority of the Board be and are hereby confirmed and ratified.



FURTHER RESOLVED that the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable, expedient for implementing the above Resolution and to resolve any question or doubt which may arise in relation thereto, or otherwise considered by the Board to be in the best interest of the Company."

Registered Office:

4th Floor, Himalayas, Geetmala Complex,
Near Shah Industrial Estate,
Govandi (E),
Mumbai - 400 088
Date: 17th April, 2014

By Order of the Board
For Shreyas Shipping and Logistics Limited

Namrata Malushte
Company Secretary

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
2. The Board of Directors has appointed Mr. Pramod H. Mehendale, Practicing Company Secretary, Mumbai as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. This notice is being sent to all the members, whose names appear on the register of members/list of beneficial owners as received from the National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on Friday, 25th April, 2014.
4. In line with the "Green Initiative in the Corporate Governance" launched by the Ministry Of Corporate Affairs allowing paperless compliances by recognizing emails as one of the modes services of Notice/documents to the Shareholders, the company is sending this Notice electronically on the e-mail addresses as opted by the Members. The Company is dispatching Postal Ballot Form to those Shareholders whose email addresses are not registered with the Company.
5. All relevant documents referred to in this Notice and the statement pursuant to Section 102 of the Companies Act, 2013 shall be open for inspection at the Administrative Office of the Company on all working days from 11.00 a.m till 3.00 p.m. up to the date of declaration of closing of the Postal Ballot.
6. Members have option to vote either through e-voting or physical mode and the voting period commences on 5th May, 2014 till 4th June, 2014. If a Member has opted for e-voting, then he/she should not vote by Physical Ballot and vice-versa. However, in case Members cast their vote, both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated invalid.
7. You are requested to read carefully the instructions printed overleaf of the Postal Ballot Form and return the said form duly completed in all respects, in the enclosed self addressed, postage pre-paid envelope, so as to reach the Scrutinizer on or before the close of working hours on Wednesday, 4th June, 2014.
8. The Scrutinizer will submit his report to the Executive Director after completion of the scrutiny and the results of the voting by Postal Ballot will be announced by the Executive Director / Company Secretary or by any such other person as may be authorized by the Chairman on Thursday, 5th day of June, 2014 at 3:00 p.m. at the Registered Office of the Company.
9. The Result of the Postal Ballot will be posted on the Company's website: <http://www.transworld.co/shreyas/> besides communicating to the Stock Exchanges where the Equity Shares of the Company are listed. The result of the Postal Ballot will also be informed in the ensuing Corporate Governance Report of the Company.



10. Members are requested to carefully read the instructions printed in the attached Postal Ballot Form. The Postal Ballot Form, duly completed and signed should be returned in the enclosed pre-paid self addressed envelope directly to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours 5.30 p.m. on 4th June, 2014. Any Postal Ballot Form received after close of working hours on 4th June, 2014 shall be treated as if the reply from the Members has not been received.
11. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
12. The Result of the Postal Ballot will be announced by the Executive Director on 6th June, 2014 at the Registered Office of the Company at 4th Floor, Himalayas, Geetmala Complex, Near Shah Industrial Estate, Opp. Deonar Village Road, Govandi (E), Mumbai - 400 088. The Result will be posted on the website of the Company <http://www.transworld.co/shreyas>.
13. The Special Resolution mentioned above shall be declared as passed if the number of votes cast in its favour is not less than three times the number of votes cast, if any, against the said Resolution.
14. In the event of the draft resolution assented by the requisite majority of the Members of the Company through Postal Ballot process, the date of declaration of results shall be deemed to be the date of passing of the said resolution.
15. Instructions for e-voting

In case of Shareholders' receiving e-mail from R&T Agents

- (i) Open e-mail and open PDF file viz; "SSLL info e-voting.pdf" with your Client ID or Folio Number as Password. The said PDF file contains your user ID and Password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- (iii) Click on Shareholders – Login
- (iv) Put user ID and Password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-voting: Active voting cycles.
- (viii) Select "EVEN" (E-Voting Event Number) of Shreyas Shipping & Logistics Limited
- (ix) Cast your vote by selecting appropriate option and click on "submit" and also "confirm" when prompted.
- (x) Upon confirmation, the message "vote cast successfully" will be displayed.
- (xi) once you have voted on resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through e-mail: phmandco@gmail.com with a copy marked to evoting@nsdl.co.in



- (b) In case of Shareholders receiving Postal Ballot Form by Post and desiring to cast e-vote:
- (i) Initial password is provided at the bottom of the Postal Ballot Form
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of (a) above, to cast vote
- (c) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of www.evoting.nsdl.com
- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and Password for casting vote
- (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending communication(s).

EXPLANATORY STATEMENT

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013.

I. Authority to create mortgage/ charge / hypothecate assets of the Company

The members of the Company have at its 16th Annual General Meeting held on 23rd July, 2004, accorded their approval vide an Ordinary Resolution under the provisions of erstwhile Section 293(1)(a) of the Companies Act, 1956 to create mortgages, charges or to hypothecate the assets of the Company both present and future to secure the financial facilities / borrowings availed or to be availed by the Company from financial institutions / banks / any other investing in excess of the Company's paid up capital and free reserves of upto USD 100 million (United State Dollars One Hundred Million Only) or its equivalent amount in any other currency as the Company deems fit.

In view of Section 180(1)(a) of the Companies Act, 2013, the approval of the members of the Company is now required vide a **Special Resolution** to create charge, mortgage and / or hypothecate in excess of the Company's paid up capital and free reserves.

Being a shipping and logistics company which is a capital intensive, the Company is always seeking appropriate opportunities to expand its operations which warrants substantial investments. This anticipated financial requirement of the Company would warrant additional borrowings and thereby creation of charge / mortgage or hypothecation of assets present and future. The amount of ceiling fixed by the members at its 16th Annual General Meeting held on 23rd July, 2004 of USD 100 million (United State Dollars One Hundred Million Only) or its equivalent in any other currency would be adequate for the same.

However the said limits were approved by the members vide an Ordinary Resolution under the provisions of Companies Act, 1956. In view of the provisions of Section 180(1)(a) of the Companies Act, 2013, the Company seeks approval from its members vide a **Special Resolution**.

None of the Directors or Key Managerial Persons or their relatives are deemed concerned or interested in the aforesaid resolution.

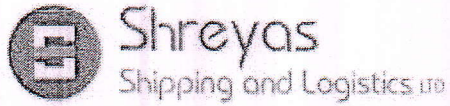
Registered Office:

4th Floor, Himalayas, Geetmala Complex,
Near Shah Industrial Estate,
Govandi (E),
Mumbai - 400 088
Date: 17th April, 2014

By Order of the Board
For Shreyas Shipping and Logistics Limited

Namrata Malushte
Company Secretary





Registered Office : 4th Floor, Himalayas, Geetmala Complex, Near Shah Industrial Estate, Opp. Deonar Village Road,
Govandi (E), Mumbai – 400088

POSTAL BALLOT FORM
(To be returned to the Company)

Sr. No.:

1. Name and Address of Sole/
First name
of Shareholder :
2. Name of the Joint holder(s)
if any :
3. Registered Folio No./DP ID No./
Client ID*
(*Applicable to investors holding
shares in dematerialised form) :
4. Number of Equity Shares held :

I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated by sending my / our assent or dissent to the said resolution by placing tick (✓) mark at the appropriate box below.

Description	No. of Shares held	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
Special Resolution to give Authority to create mortgage /charge on assets of Company			

Place : _____

Signature of the Shareholder

Date : _____

ELECTRONIC VOTING PARTICULARS

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

NOTE: Last date for receipt of Postal Ballot Form by the Scrutinizer is 4th June, 2014.



INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed envelope. Postage will be borne and paid for by the Company. However, envelopes containing Postal Ballots, if sent by courier at the expense of the Registered Member or if deposited in person with the Company will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer.
3. This Form should be completed and signed by the Shareholder as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the First named Shareholder and in his / her absence, by the next named Shareholder (as per the specimen signature registered / recorded with the Company / DP).
4. In case of shares held by Companies, Trusts, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority to the person voting on the Postal Ballot Form.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Wednesday, 4th June, 2014. All Postal Ballot Forms received after the above date will be strictly treated as if reply / Postal Ballot from such Shareholders have not been received.
6. The right of voting by Postal Ballot shall not be exercised by a proxy.
7. Unsigned or incorrect Postal Ballot Forms will be rejected.
8. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Shareholders as on Friday, 25th April, 2014.
9. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage pre-paid envelopes, as all such envelopes will be sent to the Scrutinizer. Any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
12. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (✓) in the appropriate column.
13. The date of declaration of results of the Postal Ballot shall be the date on which the resolutions would be deemed to have been passed.
14. There will be one Postal Ballot Form for every Folio / Client ID irrespective of the number of joint holders.
15. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the specified date hereinbefore. Once duplicate Postal Ballot Form is received, the original will be rejected.
16. The result of the Postal Ballot shall be announced on 6th June, 2014 at the Registered Office of the Company. The results shall also be posted on the Company's website www.transworld.co/shreyas in addition to communicating the same to the Stock Exchanges.
17. E-voting – The Company is pleased to provide E-voting facility for all the members of the Company to enable them to cast their vote electronically instead of through physical postal ballot. In case a member has voted through E-voting facility, he does not need to send the physical Postal Ballot Form. In case a member votes through E-voting facility as well as sends his vote through physical vote, the vote casted through physical Postal Ballot shall only be considered and the voting through E-voting shall not be considered by the Scrutinizer. Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detailed instructions with respect to electronic voting.

