SADHAV
Dream It. Do It.
Sadhav Shipping Ltd.

Ref: SSL/NSE/028/2024-25 **Date: 04/09/2024**

To,
The General Manager,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Mumbai – 400051.

COMPANY CODE: SADHAV

SUBJECT: NOTICE OF 27TH ANNUAL GENERAL MEETING

Dear Sir/Madam,

We are enclosing herewith Notice of 27th Annual General Meeting of the **Sadhav Shipping Limited** scheduled to be held on **Monday, 30th September, 2024** at **11:00 a.m. IST** at **'The Orchid' 70 C, Nehru Road, Near Domestic Airport, Vile Parle East, Mumbai- 400099** to transact business as stated in the Notice.

As per Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2013 and Regulation 44 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means ("e-voting").

The instructions such as registering / updating e-mail addresses, remote e-voting are mentioned in the Notice of the Annual General Meeting attached herewith.

The Notice of Annual General Meeting is also uploaded on the website of the company i.e. www.sadhavshipping.com.

You are requested to kindly take the above information on record.

Yours faithfully,
For Sadhav Shipping Limited

MADHURI SHRIGOPAL RATHI
Digitally signed by MADHURI SHRIGOPAL RATHI
Date: 2024.09.04 11:30:42 +05'30'

SADHAV SHIPPING LTD. MUMBAI

Ms. Madhuri Shrigopal Rathi
Company Secretary and Compliance Officer
Membership No: A71331

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the members of **M/s. Sadhav Shipping Limited is scheduled to be held on Monday, 30th September, 2024 at 11:00 a.m. at 'The Orchid' 70 C, Nehru Road, Near Domestic Airport, Vile Parle East, Mumbai- 400099** to transact, with or without modifications the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors and the Auditors thereon.**

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

   "RESOLVED THAT the Audited Financial Statements of the Company for the year ended 31st March, 2024, together with the reports of the Board of Directors and the Auditors thereon be and is hereby received and adopted."

2. **To appoint Mrs. Sadhana Choudhury (DIN: 00249442), who retires by rotation and being eligible, offers herself for re-appointment.**

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

   "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Sadhana Choudhury (DIN: 00249442) who retires by rotation at this ensuing annual general meeting, subject to members approval, be and is hereby re-appointed as a Director of the Company as approved by Board of Directors and Nomination & Remuneration Committee."

SPECIAL BUSINESS:

3. **To re-appoint Mr. Kamal Kant Choudhury (DIN: 00249338) as Chairman & Managing Director of the Company for a term of 5 years:**

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

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, and Schedule V of Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended from time to time, consent of the members be and is hereby accorded for the re-appointment of Mr. Kamal Kant Choudhury as Chairman & Managing Director of the Company, liable to retire by rotation, for period of 5 years with effect from 1st April, 2024 till 31st March, 2029 and upon attaining the age of 70 years on 6th March, 2024 as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable Mr. Kamal Kant Choudhury (DIN: 00249338), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification or re-enactment thereof.

   RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

4. **To re-appoint Mr. Subhas Chandra Choudhury (DIN: 01174235) as the Non – Executive Director of the company for a term of 5 years:**

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

   "RESOLVED THAT pursuant to the provisions of the Section 149, 152 of Companies Act, 2013 read with Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended from time to time, consent of the members be and is hereby accorded for the re-appointment of Mr. Subhas Chandra Choudhury as the Non – Executive Director on the Board of the Company, liable to retire by rotation, for period of 5 years with effect from 1st April, 2024 till 31st March, 2029 and upon attaining the age of 70 years & above as on 31st March, 2024, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable Mr. Subhas Chandra Choudhury (DIN: 001174235), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification or re enactment thereof.

   RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

For and on Behalf of the Board of Directors

Sadhav Shipping Limited

Kamal Kant Choudhury
Chairman & Managing Director
(DIN: 00249338)

Date: 02/09/2024
Place: Mumbai

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy and vote in the meeting instead of himself /herself and the proxy need not be a member of the company. The instrument appointing a proxy should however be deposited at the registered office or corporate office of the company duly completed not less than forty eight hours before the commencement of the meeting. The proxy form is also annexed along with the notice.

   Pursuant to the provision of Section 105 of the Companies Act, 2013 and the rules framed thereunder, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the businesses of the Notice, is annexed hereto. Further, the relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed in the Notice.

3. Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting are provided in the **"Annexure -A"** to the Notice. The Directors have furnished their consents / declarations for their appointment/ re-appointment.

4. The business out in the notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e- voting are given in this Notice under Note No. 24. The Company will also send communication relating to remote e- voting along with a copy of this Notice of Members separately.

5. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a email in writing to the Company on cs@sadhav.com, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.

7. The Company is not required to close Register of Members and Share Transfer Books for the purpose of AGM.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.

   SEBI vide Circular dated November 3, 2021 and March 16, 2023 has mandated the listed companies to have PAN, KYC, Bank details and Nomination of all shareholders holding shares in physical form. In the absence of any of the required documents in a folio, on or after October 1, 2023, the folio shall be frozen by the RTA.

   The investor service requests forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR 1,ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circular are available on our website www.sadhavshipping.com. In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.

9 Members desirous of seeking any information concerning the accounts of the company are requested to address their queries in writing to the Company by sending an email on cs@sadhav.com at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.

10. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly. Pursuant to SEBI circular dated 25th January 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

11. The Company's shares are listed on NSE Limited, Mumbai.

12. The statutory registers including the Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, and other relevant documents referred to in the Notice and in the Explanatory Statements will be available for inspection by the members in electronic mode. Members who wish to inspect the documents are requested to write to the Company by sending e-mail at cs@sadhav.com

13. Members who have not registered their email addresses are requested to register the same for receiving all communication from time to time including Annual Report, Notices, Circulars, etc. from the Company electronically.

    a. For Members holding shares in physical form, please send scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company/RTA at: cs@sadhav.com or rta@maashitla.com

    b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

14. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in demat form, they must quote their DP ID and client ID number.

15. Members who are holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.

16. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e voting") will be provided by National Securities Depository Limited (NSDL).

    Further, the Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

17. The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the https://www.evoting.nsdl.com or www.sadhavshipping.com

18. The facility for voting through poll papers will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the AGM through ballot process. The Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

19. If Members are opting for remote e-voting, they shall not vote by poll paper and vice versa. However, in case Members cast their vote both by poll paper and by remote e-voting, then voting done through remote e-voting shall prevail and voting done by poll paper will be treated as invalid.

20. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio.

21. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

22. In compliance with the MCA Circulars and SEBI Circulars Notice calling the Annual General Meeting, Directors' Report, Audited Financial Statements, Auditors' Report, etc. is being sent only through electronic mode to those Members whose email addresses are registered with the RTA / Depositories. Members may note that the Notice and Annual Report for the financial year 2023-2024 will also be available on the Company's website www.sadhavshipping.com., websites of the Stock Exchanges i.e. NSE Limited at www.nseindia.com on the website of NSDL i.e., www.evoting.nsdl.com and will also be available on the RTA's website of www.maashitla.com

23. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

23. The route map of the venue of the Annual General Meeting is annexed along with Notice of AGM.

24. **VOTING THROUGH ELECTRONIC MEANS:**

    (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), MCA Circulars and SEBI Circulars in this regard, the Company is providing members the facility of remote e-voting to its Members in respect of the business to be transacted at the ensuing Annual General Meeting by electronic means and the business may be transacted through e –voting services. The facility of casting votes by a member using electronic voting system other than the venue of the meeting (i.e. remote e- voting) will be provided by NSDL. The detailed procedure to be followed in this regard has been given below. The members are requested to go through them carefully.

    (ii) The Board of Directors of the Company has appointed M/s. M K Saraswat & Associates, Company Secretaries, Mumbai as Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

    (iii) The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM but shall not be entitled to cast their vote again.

    (iv) The Company has engaged the services of National Services Depository Limited (NSDL) as the Agency to provide e-voting facility.

    (v) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **23rd September, 2024.**

    (vi) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. **23rd September, 2024** only shall be entitled to avail the facility of e-voting/remote e-voting.

    (vii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. **23rd September, 2024**, may obtain the Login details from **MAASHITLA SECURITIES PRIVATE LIMITED** (Registrar & Transfer Agents of the Company).

    (viii) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results of the voting will be announced within 2 working days from the conclusion of the meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.sadhavshipping.com and on the website of NSDL www.evoting.nsdl.com The results shall simultaneously be communicated to the Stock Exchange.

(ix.) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **Monday, 30th September, 2024**

25. **The instructions for remote e- voting electronically are as under:**

a) The voting period begins at **Friday, 27th September, 2024 on 9:00 a.m. (IST)** and ends at on **Sunday, 29th September, 2024 on 5.00 p.m.** (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **23rd September, 2024** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

c) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

d) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

STEP 1) Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities** in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindiaa.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e Voting Service Providers i.e. CDSL/ NSDL/MAASHITLA, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then click on registration option.

Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com / either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode 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.com or call at 022 - 48867000
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. 1800225533 or call on 022- 23058738 or 022-23058542/43

Step 2) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. The shareholders should log on to the e-voting website www.evotingindia.com
2. Click on Shareholders/Members module.
3. Now Enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

   OR

   If you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

   OR

   a. If you are registered on NSDL, Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evotingindia.com/ either on a Personal Computer or on a mobile.
   b. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
   c. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Next enter the Image Verification as displayed and Click on Login
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (e).

e) After entering these details appropriately, click on "SUBMIT" tab.

f) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

g) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

h) Click on the EVSN for the relevant SADHAV SHIPPING LIMITED on which you choose to vote.

i) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

j) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

k) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

l) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

m) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

n) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

o) Note for Non – Individual Shareholders and Custodians-Remote Voting

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdeskevoting@nsdl.co.in
- After receiving the login details they have to create a corporate user who would be able to link the accounts they would be able to cast their vote.

- The list of accounts should be mailed to helpdeskevoting@nsdl.co.in and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@sadhav.com if they have voted from individual tab & not uploaded same in the NSDL e voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For physical shareholders : 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 cs@sadhav.com or rta@maashitla.com
2. For demat shareholders: Please update your email id and mobile number with the respective depository participant.
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

   If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

   All grievances connected with the facility for voting by electronic means may be addressed to Mr. Sachin Tripathi, or Ms. Rimpa Bag, officers of NSDL at A Wing, 4th Floor, Kamal Mills Compound, Lower Parel, Mumbai - 400013 or send an email to Sachin.tripathi@nsdl.com or rimpab@nsdl.com.

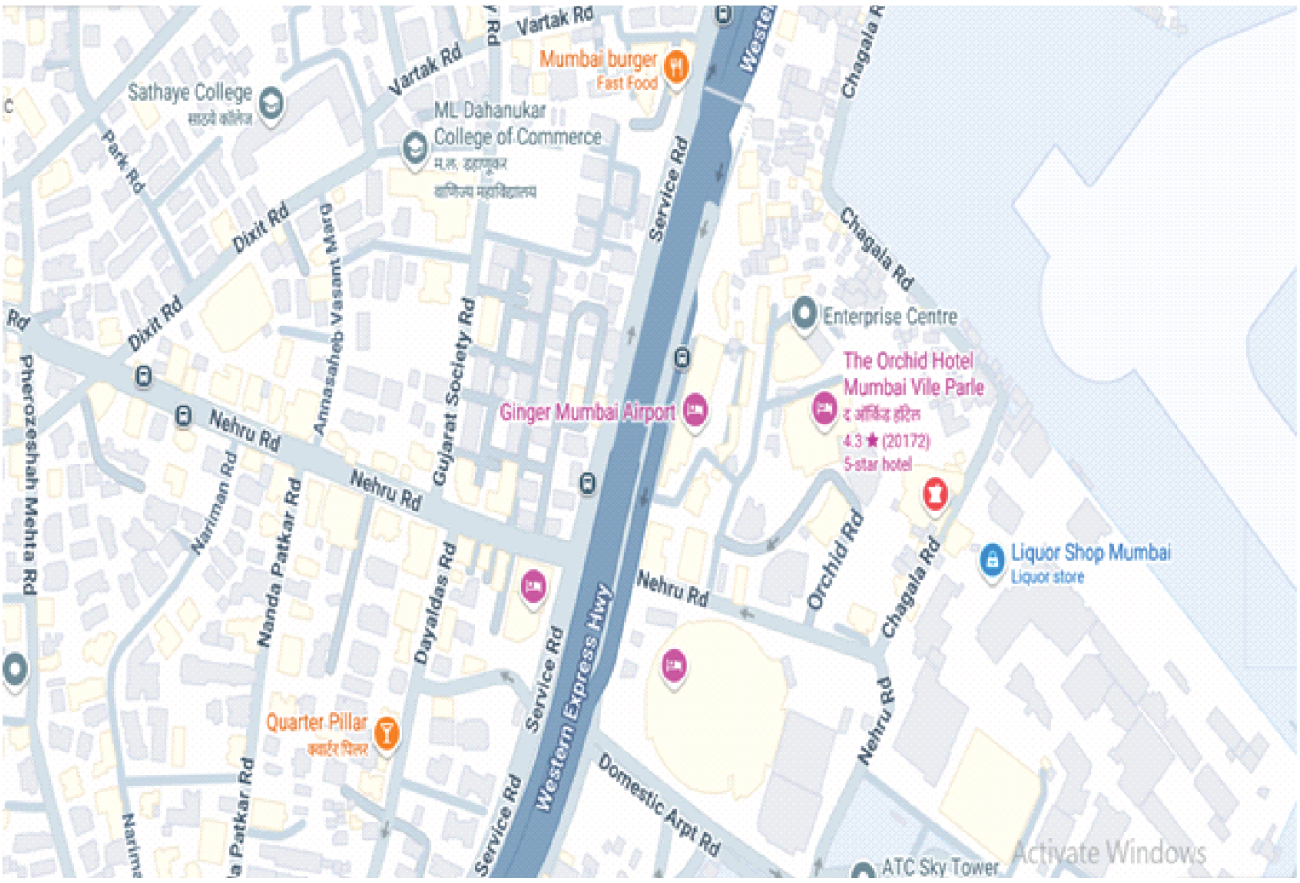
26. In an effort to make the Earth a better place to live, the green movement has been sweeping all over the globe. Not only are individuals doing things to help the environment, Companies and governments are as well. The Companies Act, 2013 & SEBI Regulations is a step forward in Promoting "Green Initiative" by providing for service of documents by a Company to its Members through electronic mode. The move of the regulators allows public at large to contribute to the green movement. To support this green initiative of the Government in full measure, in order to save natural resources.

    In compliance with the MCA Circulars and SEBI Circulars Notice calling the Annual General Meeting, Directors' Report, Audited Financial Statements, Auditors' Report, etc. is being sent through electronic mode to those Members only whose email addresses are registered with the RTA/ Depositories.

    Members may note that the Notice and Annual Report 2023- 2024 will also be available on the Company's website www.sadhavshipping.com , websites of the Stock Exchange i.e. NSE Limited at www.nseindia.com and Notice will be available on the website of NSDL i.e., www.evoting.nsdl.com

ROUTE MAP OF THE VENUE AT THE AGM

Address: 'The Orchid' 70 C, Nehru Road, Near Domestic Airport, Vile Parle East, Mumbai- 400099



ATTENDANCE SLIP

Name of the Company: Sadhav Shipping Limited

CIN: L35100MH1996PLC101909

Registered Office: 521, 5th Floor, Loha Bhavan, P D Mello Road, Masjid East, Mumbai – 400009.

Corporate Office: 618, 6th Floor, Bldg No.9, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri West, Mumbai – 400053.

Website: www.sadhavshipping.com Email Id: cs@sadhav.com

Name of Shareholder:

(In Block Letters)

Ledger Folio No. /Client ID No. No.:

No. Shares held:

Name of Proxy:

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 27th Annual General Meeting of the Company on **Monday, 30th September, 2024 at 11:00 a.m. at 'The Orchid' 70 C , Nehru Road, Near Domestic Airport, Vile Parle East, Mumbai-400099.**

Signature of Shareholder

Important Note for Member/ Proxy:

1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
2) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
3) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration), 2014) in electronic form.]

Name of the Company: Sadhav Shipping Limited

CIN: L35100MH1996PLC101909

Registered Office: 521, 5th Floor, Loha Bhavan, P D Mello Road, Masjid East, Mumbai – 400009.

Corporate Office: 618, 6th Floor, Bldg No.9, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri West, Mumbai – 400053.

Website: www.sadhavshipping.com Email Id: cs@sadhav.com

Name of the member:
Registered Address:
Email Id:
DP ID/ Folio ID:
Client ID:

I/We being the member(s), holding _____equity shares of Sadhav Shipping Limited be and hereby appoint Mr./ Mrs. _____ as proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Monday, 30th September, 2024 at 11:00 a.m. at The Orchid' 70 C , Nehru Road, Near Domestic Airport, Vile Parle East, Mumbai- 400099 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	For	Against
Ordinary Business:			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors and the Auditors thereon.		
2.	To appoint Mrs. Sadhana Choudhury (DIN: 00249442), who retires by rotation and being eligible, offers herself for re-appointment.		
Special Business:			
3.	To re-appoint Mr. Kamal Kant Choudhury (DIN: 00249338) as Chairman & Managing Director of the Company for a term of 5 years.		
4.	To re-appoint Mr. Subhas Chandra Choudhury (DIN: 01174235) as the Non – Executive Director of the company for a term of 5 years.		

Applicable for investors holding shares in electronic form.

Affix Revenue Stamp of Rs. 1

Signed this..... Day of 2024

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Signature of the shareholder across Revenue Stamp

Note:

(1) This form duly completed should be deposited at the Registered Office/ Corporate of the Company Not later than 48 hours before the commencement of Annual General Meeting of the Company.

(2) For the resolution, Explanatory Statement and Notes, please refer to Notice of the 27th Annual General Meeting.

(3) The proxy need not be a member of the company.

(4) Please complete all details including details of Members in above box before Submission.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 3:

Mr. Kamal Kant Choudhury was appointed as Chairman & Managing Director of the Company for a term of 5 years upto 31st March, 2028 through Special Resolution vide Extra – Ordinary General Meeting on 25th September, 2023. Mr. Kamal Kant Choudhury is on the Board of the Company since 16th August, 1996 and looks after overall affairs of the Company.

Mr. Kamal Kant Choudhury has attain the age of 70 years on 6th March, 2024. He is a prominent and successful Industrialist with a wide experience in the industry. Accordingly, looking at his expertise and long experience of business and keeping in mind the contribution made by Mr. Kamal Kant Choudhury towards the growth and performance of the Company, your Board of Directors at their meeting held on 2nd September, 2024, have re-appointed Mr. Kamal Kant Choudhury as the Chairman & Managing Director of the Company and approved continuation of his employment upon attaining the age of 70 years on 6th March, 2024.

Pursuant to Section 196 read with relevant rules of Companies Act, 2013, no company shall continue the employment of any person as Managing Director if he/she has attained the age of 70 years. However, the appointment of a person who has attained the age of 70 years may be made by passing a special resolution.

The Company seeks consent of the members by way of special resolution for continuation of his holding of existing office after the age of 70 years, after the initiation of fresh term of appointment under the provisions of Section 196 (3) (a) of the Companies Act, 2013. The terms of his reappointment including remuneration, commission, perquisites etc. as have been approved by the Nomination & Remuneration Committee and the Board, subject to the approval of the Members at the ensuing Annual General Meeting.

The terms and conditions of his appointment are set out below:

- Salary , house rent allowance, perquisites & allowances is 45,00,000 /- p.a.
- Such remuneration is calculated with reference to net profits of the Company in a particular financial year, subject to the overall ceiling stipulated in Section 198 read with Schedule V of the Companies Act, 2013 as may be recommended by the Nomination & Remuneration Committee and approved by the Board.
- The resolution seeks the approval of the members in terms of Section 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the appointment of Mr. Kamal Kant Choudhury as a Chairman & Managing Director for a period of 5 years commencing April 01, 2024 upon attaining the age of 70 (seventy) years on 6th March, 2024.
- This explanatory statement and the resolution at Item no. 3 may also be read and treated as disclosure in compliance with the requirements of Section 190 and 196(3) of the Companies Act, 2013.
- **Memorandum of Interest:**

  Mrs. Sadhana Choudhury, Whole Time Director, Mr. Vedant Choudhury, Whole-time Director & CEO , Mr. Subhas Chandra Choudhury, Non – Executive Director of the Company and Ms. Devahuti Choudhury & Mr. Abhas Choudhury forming a part of promoter group of the Company, being relatives are deemed to be interested or concerned in the said resolution to the extent of their shareholding, if any, in the Company.

  Save and except above, none of the other directors and key managerial personnel of the Company or relatives of other directors and key managerial personnel is in any way concerned and interested in the aforesaid Resolution.

ITEM NO. 4:

Mr. Subhas Chandra Choudhury was appointed as Non – Executive Director of the Company for a term of 5 years at the Board Meeting held on 11th October, 2023. Mr. Subhas Chandra Choudhury is on the Board of the Company since 2008 and looks after overall affairs of the Company.

Mr. Subhas Chandra Choudhury has attain the age of 70 years & above as on 31st March, 2024. Accordingly, looking at his expertise and long experience of business and keeping in mind the contribution made by Mr. Subhas Chandra Choudhury towards the growth and performance of the Company, your Board of Directors at their meeting held on 2nd September, 2024, have re-appointed Mr. Subhas Chandra Choudhury as the Non – Executive Director of the Company and approved continuation of his employment upon attaining the age of 70 years & above.

The Company seeks consent of the members by way of special resolution for continuation of his holding of existing office after the age of 70 years, after the initiation of fresh term of appointment under the provisions of Section 149, 152 of the Companies Act, 2013.

The terms of his reappointment including remuneration, commission, perquisites etc. as have been approved by the Nomination & Remuneration Committee and the Board, subject to the approval of the Members at the ensuing Annual General Meeting.

The terms and conditions of his appointment are set out below:

- He is not drawing any salary or perquisites on monthly basis. Sitting fees is been paid for Board and Committee meeting attended by him.
- This explanatory statement and the resolution at Item no. 4 may also be read and treated as disclosure in compliance with the requirements of Section 190 and 196(3) of the Companies Act, 2013.
- Memorandum of Interest:

Mr. Kamal Kant Choudhury, Chairman & Managing Director Mrs. Sadhana Choudhury, Whole Time Director, Mr. Vedant Choudhury, Whole-time Director & CEO, and Ms. Devahuti Choudhury & Mr. Abhas Choudhury forming a part of promoter group of the Company, being relatives are deemed to be interested or concerned in the said resolution to the extent of their shareholding, if any, in the Company.

Save and except above, none of the other directors and key managerial personnel of the Company or relatives of other directors and key managerial personnel is in any way concerned and interested in the aforesaid Resolution.

For and on Behalf of the Board of Directors

Sadhav Shipping Limited

Kamal Kant Choudhury
Chairman & Managing Director
DIN: 00249338

Vedant Choudhury
Whole Time Director (CEO)
DIN: 07694884

Date: 02/09/2024
Place: Mumbai