Shreyas
Shipping and Logistics LTD

Ref No: AP/2018

Date: 26th June, 2018

Mr. Girish Joshi, GM Department of Corporate Services **BSE Limited** Corporate Relationship Depatrment Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.	Mr. Avinash Kharkar – AVP Listing Compliance **National Stock Exchange of India Ltd.** Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051.
BSE Scrip Code: 520151	**NSE Symbol: SHREYAS**

Dear Sir,

Sub: Intimation under Regulation 30 (2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015

Pursuant to Regulation 30 (2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, please find enclosed herewith Notice of 30th Annual General Meeting to be held on Friday, 20th July 2018 at 11.00 am to be held at Sivaswamy Auditorium, Fine Arts Cultural Centre, R.C Marg, Chembur, Mumbai-400071.

We wish to inform you that the Register of Members and the Share Transfer Books of the Company will remain closed from Friday,13th July, 2018 to Friday, 20th July 2018 (both days inclusive) for the purpose of declaration of Dividend, if any for the year ended 31st March 2018.

Kindly take the above on record.

Thanking you,

Yours faithfully,
For **Shreyas Shipping and Logistics Limited**

SHREYAS SHIPPING AND LOGISTICS LIMITED

Asha Prakash
Company Secretary

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NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of the Members of Shreyas Shipping & Logistics Limited will be held on Friday, 20th day of July, 2018 at 11.00 a.m. at Sivaswamy Auditorium of Fine Arts Cultural Centre, 61/21 R. C. Marg, Opp. Vijaya Bank, Chembur, Mumbai - 400 071 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited Financial statements for the year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2. To consider and adopt the audited Consolidated Financial statements for the year ended 31st March, 2018 together with the Reports of Auditors thereon.
3. To declare Dividend of ₹ 1.50/- on Equity Shares for the year ended 31st March 2018.
4. To appoint a Director in place of Mr. L B Culas (Din No: 00434984), who retires by rotation and, being eligible, offers himself for re-appointment.
5. To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

   "RESOLVED FURTHER THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Membership No. 117366W/W-100018) to hold office from the conclusion of this Thirtieth Annual General Meeting till the conclusion of Thirty Fourth Annual General Meeting on such remuneration as may be agreed upon by the Board of Directors and the Auditors, (subject to ratification of their appointment by the members at every Annual General Meeting held after this Annual General Meeting).

   RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) or the Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

SPECIAL BUSINESS:

6. To appoint Mr. Deepak Shetty (DIN: 07089315) as an Independent Director

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

   "RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Deepak Shetty (DIN - 07089315) who was appointed as an Additional Director (Independent Director) pursuant to the provisions of section 161(1) of the companies Act, 2013 and Article of Association of the company and who holds office up to the date of this Annual General Meeting and in respect of whom the company has received a notice from a member of the Company, proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 20th July , 2018 till the conclusion of thirty fifth Annual General Meeting whose period of appointment shall not be liable to retire by rotation.

   RESOLVED FURTHER THAT any Director and the Company Secretary of the Company be and are hereby severally authorised to take all necessary steps and to do all such acts, deeds and things as may be required from time to time, to give effect to this resolution including making the necessary filings and applications with the Ministry of Corporate Affairs, New Delhi, and to settle any question or difficulty which may arise in regard thereto in such manner as it may deem expedient.

7. To regularize the appointment of Mr. Satish Pillania (DIN: 03233212) as Director

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

   RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Satish Pillania (DIN - 03233212) who was appointed as an Additional Director (Non Independent, Non-Executive Director) pursuant to the provisions of section 161(1) of the companies Act, 2013 and Article of Association of the company and who holds office up to the date of this Annual General Meeting and in respect of whom the company has received a notice from a member of the Company, proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any Director and the Company Secretary of the Company be and are hereby severally authorised to take all necessary steps and to do all such acts, deeds and things as may be required from time to time, to give effect to this resolution including making the necessary filings and applications with the Ministry of Corporate Affairs, New Delhi, and to settle any question or difficulty which may arise in regard thereto in such manner as it may deem expedient.

8. To re-appoint Mr. Daniel Travelyn Joseph (DIN:01716572) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Daniel Travelyn Joseph (DIN:001716572), who was appointed as an Independent Director and who holds office of Independent Director up to 31st March 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from 01st April 2019 to 31st March 2024 on the Board of the Company."

9. To re-appoint Mr. Mannil Venugopalan (DIN: 00255575) as an Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Mannil Venugopalan (DIN: 00255575), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015; and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5 years i.e. from April 1, 2019 to March 31, 2024, whose period of appointment shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director and the Company Secretary of the Company be and are hereby severally authorised to take all necessary steps and to do all such acts, deeds and things as may be required from time to time, to give effect to this resolution including making the necessary filings and applications with the Ministry of Corporate Affairs, New Delhi, and to settle any question or difficulty which may arise in regard thereto in such manner as it may deem expedient.

10. To re-appoint, Capt. ManMohan Saggi (DIN: 06862742), as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), , Capt. Manmohan Saggi (DIN: 06862742),, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015; and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5 years i.e. from April 1, 2019 to March 31, 2024, whose period of appointment shall not be liable to retire by rotation"

11. To re-appoint, Mr. S. Ragothaman (DIN: 00042395), as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. S. Ragothaman (DIN: 00042395), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations

and Disclosure Requirements) Regulations 2015; and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5 years i.e. from April 1, 2019 to March 31, 2024, whose period of appointment shall not be liable to retire by rotation."

12. To re-appoint, Ms. Maya S. Sinha (DIN: 03056226), as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Maya S. Sinha (DIN: 000)3056226), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015; and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5 years i.e. from April 1, 2019 to March 31, 2024, whose period of appointment shall not be liable to retire by rotation.

13. To approve revision of remuneration of Mr. S Ramakrishnan, Executive Chairman

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

"RESOLVED THAT pursuant to recommendation made by the Nomination and Remuneration Committee and subject to the provisions of Section 196 and 197 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), subject to the approval of the shareholders and Central Government, consent of the Board be and is hereby accorded to approve the appointment of Mr. Ramakrishnan Sivaswamy Iyer, Director (DIN: 00057637) of the Company as Whole Time Director of the Company, liable to be retire by rotation, for a period of 3 years, with effect from 01st April, 2018 till 31st March, 2021, on such terms and conditions as laid down in the Draft Agreement to be entered into between the Company and Mr. Ramakrishnan Sivaswamy Iyer as placed before the Board and duly initialed by the Chairman, for the purpose of identification thereof, be and is hereby approved.

RESOLVED FURTHER THAT Mr. Ramakrishnan Sivaswamy Iyer shall not be considered as KMP under Section 203 of the Companies Act, 2013 and the remuneration in any financial year shall be subject to the limit prescribed from time to time under section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act as may for time being in force or otherwise as may be applicable and permissible by law:

REMUNERATION

Remuneration Component	w.e.f. 01-04-2018
Gross Remuneration	Consolidated salary up to ₹ 5,00,00,000 (Rupees Five crore only) per annum as may be decided by the Board of Directors 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.

RESOLVED FURTHER THAT the Board has absolute power to decide, amend, alter and vary the terms and conditions including but not limited to the said appointment and payment of remuneration and / or the memorandum or any amendments thereto subject to the provisions of section 197 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company.

RESOLVED FURTHER THAT further approval from members or any other authority except the Board of Directors shall not be required to be obtained for any variation in the terms and conditions of the said appointment or payment of remuneration unless they exceed the limits of the aforesaid provisions.

RESOLVED FURTHER THAT notwithstanding anything stated herein above, where in any financial year, there are sufficient profits, no profits or inadequate profits, the Board is empowered to decide not to pay any remuneration or to reduce the remuneration mentioned above to any amount they consider reasonable in the circumstances of case.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company be and are hereby authorized or empowered to intimate to the Registrar of Companies, Mumbai, Maharashtra, Central Government and all other Regulatory Authorities and to take all necessary steps including but not limited to 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 absolute discretion as deem necessary, proper or desirable in order to give effect to the aforesaid resolution."

14. To approve change in designation and revision of remuneration of Capt V. K Singh, Managing Director

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and all other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, & Schedule V to the said Act (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and subject to approval of members, consent of the Board of Directors of the Company be and is hereby accorded to approve the change in designation of Capt. Vivek Kumar Singh (DIN-07835635) from "Executive Director & Chief Executive Officer" to "Managing Director, who is liable to be retire by rotation, for a period of 3 years, with effect from 01st April, 2018 till 31st March, 2021, on such terms and conditions as placed before the Board, be and is hereby approved.

RESOLVED FURTHER THAT the remuneration of Capt. V.K Singh in any financial year shall be subject to the limit prescribed from time to time under section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act as may for time being in force or otherwise as may be applicable and permissible by law:

REMUNERATION

Remuneration Component	w.e.f. 01-04-2018
Gross Remuneration	Consolidated Salary up to Rs. 1,30,00,000 (One Crore, Thirty Lacs only) per annum as may be decided by the Board of Directors 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

RESOLVED FURTHER THAT the Board has absolute power to decide, amend, alter and vary the terms and conditions including but not limited to the said appointment and payment of remuneration and / or the memorandum or any amendments thereto subject to the provisions of section 197 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company.

RESOLVED FURTHER THAT further approval from members or any other authority except the Board of Directors shall not be required to be obtained for any variation in the terms and conditions of the said appointment or payment of remuneration unless they exceed the limits of the aforesaid provisions.

RESOLVED FURTHER THAT notwithstanding anything stated herein above, where in any financial year, there are sufficient profits, no profits or inadequate profits, the Board is empowered to decide not to pay any remuneration or to reduce the remuneration mentioned above to any amount they consider reasonable in the circumstances of case.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company be and are hereby authorized or empowered to intimate to the Registrar of Companies, Mumbai, Maharashtra, Central Government and all other Regulatory Authorities and to take all necessary steps including but not limited to 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: Mumbai
Date: 25th May, 2018

By Order of the Board of Directors

Asha Prakash
Company Secretary

Registered Office:
4th Floor, Himalayas,
Geetmala Complex
Near Shah Industrial Estate,
Govandi East, Mumbai 400 088
Email: investorrelations.ssll@transworld.com
CIN:L63000MH1988PLC048500

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

   Proxies to be effective must be deposited at the Registered Office of the Company duly completed and signed not less than 48 hours before the time of the Meeting. Proxies submitted on behalf of the companies, societies etc must be accompanied by an appropriate resolution, as applicable.

2. Profile of the Director being appointed and retiring by rotation, as required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 ("SEBI Regulations") forms part of the Report on Corporate Governance. The Director has furnished requisite declaration for his re-appointment.

3. The Register of Members and Share Transfer Books of the Company will remain closed from 13th July, 2018 to 20th July, 2018 both days inclusive, for the purpose of payment of dividend, if declared at the Annual General Meeting.

4. The dividend on equity shares as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid at par on or after 25th July, 2018 to Members holding shares in physical form and whose names appear on the Company's Register of Members as holders of Equity Shares on 20th July, 2018. In respect of Shares held in electronic form, the dividend will be paid to the beneficial owners of the Shares as at the end of the business hours on 20th July, 2018 as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited.

5. As per the directives of the Securities and Exchange Board of India (SEBI), in respect of the Shareholders holding Shares in electronic form, dividend shall be paid through Electronic Clearing Service (ECS), where such facility is available, directly to their bank account as furnished by their respective Depositories to the Company. Where such facility is not available, the bank details as furnished by their respective Depositories to the Company, will be mandatorily printed on their dividend warrants. Further, instructions if any, given by them in respect of Shares held in physical form will not be automatically applicable to the dividend payable on Shares held in electronic form. Members are, therefore, requested to give instructions regarding the bank accounts in which they wish to receive dividend, directly to their respective Depository Participants. The Company or its Registrar and Share Transfer Agent will not act on any direct request from these Members for change of such bank details.

6. Members may note that the Notice of the 30th Annual General Meeting and the Annual Report for the year 2017-18 will also be available on the Company's website www.transworld.com/shreyas. The route map and prominent landmark for the venue of the meeting forms part of the annual report.

7. Corporate members intending to send their authorized representatives to attend the Meeting Pursuant to Section 113 of Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on their behalf at the Meeting.

8. Electronic copy of the Notice convening the 30th Annual General Meeting of the Company and the Annual Report along with the process of e-voting and the Attendance Slip and Proxy form is being sent to the members whose e-mail addresses are registered with the Company / Depository Participant(s) unless any member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the Notice convening the 30th Annual General Meeting of the Company and the Annual Report along with the process of e-voting and the Attendance Slip and Proxy form is being sent to the members. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars etc from the Company in electronic mode.

9. Voting through electronic means:

   I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of SEBI Regulations, the Company is pleased to provide its members, facility to exercise their right to vote on resolutions proposed to be considered at the 30th Annual General Meeting (AGM) by electronic means and the businesses 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 AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences at 9.00 am on 16th July, 2018 and ends at 05.00 p.m on 19th July, 2018. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th July, 2018, may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

V. The voting rights of a shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 13th July, 2018.

VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 13th July, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

VII. Mr. Dharmesh Zaveri, Company Secretary in Practice (Membership No. 5418) Proprietor of D. M. Zaveri & Co, Company Secretaries, has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

VIII. The Scrutinizer shall within a period of not exceeding two (2) working days from the conclusion of the e-voting make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith addressed to the Chairman of the Company. The result will be declared by the Chairman or by a person duly authorised.

IX. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.transworld.com/shreyas and shall be communicated to the Stock Exchange.

X. The process and manner to vote electronically on NSDL e-voting system a consist of Two steps as mentioned below:

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

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

Details on Step 1 is mentioned below:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Your password details are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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.nsdl.com.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN,your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dmz@dmzaveri.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

10. Members are requested to:

(a) Notify any change in their address to the Registrar and Share Transfer Agent, M/s. Link Intime Private Limited; C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400083 in case of Members holding shares in physical form and update such details with their respective Depository Participants, in case of Members holding shares in electronic form.

(b) Bring their attendance slip along with their copy of Annual Report to the Meeting. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

(c) Write their folio number (in case shares are held in physical form) or DP ID and Client ID (in case shares are held in dematerialized form) in their attendance slip and hand it over at the entrance of the meeting hall.

11. In terms of the provisions of Sections 124 and 125 of the Companies Act 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund established by the Central Government (hereinafter referred to as the 'said Fund'). Accordingly, unclaimed / unpaid dividend for the financial years ended 31st March, 1996 and 31st March, 1997 and period ended 30th September, 1998, year ended 31st March, 1999, 31st March, 2001, 31st March, 2002, 31st March, 2004, 31st March, 2005(Interim & Final) and 2005-06 (Interim & Final) and 31st March, 2007 (interim), 31st March, 2008, 31st March 2011 (interim) has been transferred to the said Fund.

The Members, who have not yet encashed the dividend warrants for the financial year ended 31st March 2012 are requested to send claims to the Company, if any, before the respective amounts become due for transfer to the said Fund. **No claim shall lie against the Company or the said Fund after transfer as mentioned above.**

Shares due to transfer to IEPF: Equity shares in respect to which dividend has not been encashed for seven consecutive years or more will be required to transfer to Investors Education & Protection Fund (IEPF) pursuant to section 124(6) of the Companies Act 2013. Relevant details in this respect are posted on the Company's website www. www.transworld.com/shreyas in investors section.

The Company sends communication in this respect to concerned shareholders from time to time as may be necessary. Shareholders are requested to Contact Company or RTA to encash the unclaimed dividend and in case any pending legal disputes, provide certified copy of order from Court / Authority restraining transfer, payment of dividend etc

12. All documents referred to in the above Notice are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and holidays) between 10.00 a.m. and 12.30 p.m. up to the date of the Annual General Meeting.

13. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.

14. Members desirous of getting any information about the Accounts and / or Operations of the Company are requested to address their queries to the Company Secretary at least seven days in advance of the Meeting so that the information required can be made readily available at the Meeting.

Place: Mumbai
Date: 25th May, 2018

By Order of the Board of Directors

Registered Office:
4th Floor, Himalayas,
Geetmala Complex
Near Shah Industrial Estate,
Govandi East, Mumbai 400 088
Email: investorrelations.ssll@transworld.com
CIN:L63000MH1988PLC048500

Asha Prakash
Company Secretary

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

Item No. 8

Mr. Daniel Trevelyn Joseph is an Independent Director of the Company. He joined the Board in September, 2007.

Mr. D.T. Joseph is IAS (Retd) by profession. He took over as Secretary in the Ministry of Shipping in the year 2003 and retired in 2005. Earlier, he was Secretary (Co-ordination) in the Cabinet Secretariat. As Secretary Shipping, he helped in getting the tonnage tax option implemented for shipowners. He also served as Director General of Shipping where he streamlined chartering guidelines for ships in March 2000 and simplified Articles of Agreement for sailors. He was instrumental in the liberalization of maritime training and education, setting up standards for private institutions and building maritime constituencies. He played an important role in preparation of the comprehensive draft Maritime Policy, and also the National Maritime Development Programme.

As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of the Company.

Mr. Joseph's term expires on 31st March 2019. In terms of section 149 and other applicable provisions of the Companies Act, 2013, Mr. Joseph becomes eligible and offering himself for reappointment is proposed to be reappointed as an Independent Director for another term of upto five consecutive years upto 31st March, 2024.

In the opinion of the Board, Mr. Joseph fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Joseph as an Independent Director for the approval of the Shareholders.

Except Mr. Joseph, being the appointee, none of the Directors and Key Managerial Personnel of Company and their relatives is concerned or interested in the Resolution. Details of Board and Committee memberships of Mr. Joseph as required under LODR have been specified in the table below.

Item No. 9

Mr. Mannil Venugopalan is a Non Executive Independent Director of the Company. He joined the Board in August, 2010.

As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Mr. Mannil Venugopalan is the former Managing Director and Chief Executive Officer of the Federal Bank (May 2005 till July, 2010). He was also the Chairman & Managing Director of Bank of India since August, 2003 till April, 2005. He started his career as a Probationary Officer with Bank of India in 1966 and within a stint for 3 years in between with Union Bank of India as Executive Director rose to the position of the Chairman and Managing Director of Bank of India. His tenure at Federal Bank for half decade is memorable for the transformational initiatives that he launched in the Bank and today it is one of the best banks in the country in efficiency parameters and in coping with the inevitable process of adapting to the rapidly changing business environment.

Mr. Venugopalan's term expires on 31st March 2019. In terms of section 149 and other applicable provisions of the Companies Act, 2013, Mr. Venugopalan becomes eligible and offering himself for reappointment is proposed to be reappointed as an Independent Director for five consecutive years for a term upto 31st March, 2024.

In the opinion of the Board, Mr. Venugopalan fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Venugopalan as an Independent Director for the approval of the Shareholders.

Except Mr. Venugopalan, being the appointee, none of the Directors and Key Managerial Personnel of Company and their relatives is concerned or interested in the Resolution. Details of Board and Committee memberships of Mr. Venugopalan as required under LODR have been specified in the table below.

Item No. 10

Capt. Manmohan Saggi joined the Board on 7th May, 2014. Capt. Manmohan Saggi is a Master (FG) and holds highest maritime qualification as an Extra Master. He is also an M.B.A. He has 40 years experience in maritime sector. He retired as Nautical Advisor to Government of India, Chief Examiner of Masters and Mates and Additional Director General of Shipping (Technical) in November 2012. He is an ex trustee of JNPT, Mumbai and Kandla port. He was also the Chairman of Navigational Safety in Ports Committee (NSPC) responsible for approval of Navigational Safety of Non-major Ports.

As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

His areas of expertise include maritime training, registration, survey and certification, port and flag state control, casualty investigation, oil pollution response, antipiracy measures, salvage and wreck removal etc. He led the Indian Delegation to Maritime Safety Committee of International Maritime Organisation on numerous occasions. Since February 2013, he is functioning as the Director of prestigious Narottam Morarjee Institute of Shipping established in 1969, which enrolls about 700 students annually from all over the country for Post Graduate Diploma and Fellowship in commercial shipping. At present, he is also consulting on Maritime reforms undertaken by Govt. of Zanzibar, Republic of Tanzania.

Capt. Manmohan Saggi's term expires on 31st March 2019. In terms of section 149 and other applicable provisions of the Companies Act, 2013, Capt. Manmohan Saggi becomes eligible and offering himself for reappointment is proposed to be reappointed as an Independent Director for five consecutive years for a term upto 31st March, 2024.

In the opinion of the Board, Capt. Manmohan Saggi fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. Accordingly, the Board recommends the resolution in relation to the appointment of Capt. Manmohan Saggi as an Independent Director for the approval of the Shareholders.

Except Capt. Manmohan Saggi, being the appointee, none of the Directors and Key Managerial Personnel of Company and their relatives is concerned or interested in the Resolution. Details of Board and Committee memberships of Capt. Manmohan Saggi as required under LODR have been specified in the table below.

Item No. 11

Mr. Sethumadhava Ragothaman is an Independent Director of the Company. He joined the Board in October, 2004. As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Mr. S. Ragothaman is a Chartered Accountant by profession. He was working with ICICI Ltd. during the period 1970 to 1997. Currently, he offers consultancy services in the areas of Strategy, Mergers and Acquisitions, Setting up new businesses, Building strategic alliances, etc. He also offers advice to start up companies in IT enabled services, logistics and Supply chain management, etc. He is on the Board of various companies and also holds various Committee positions. During his career span of 27 years at ICICI, he had exposure to work on different Industrial projects. He was involved in setting up new ventures such as Merchant Banking, Leasing, Bill discounting, Structured finance, Rehabilitation, etc. He worked as the Team leader for various initiatives proposed by ICICI like setting up ICICI Bank, empowerment initiatives to delegate powers to Zonal offices, etc.

Mr. Ragothaman's term expires on 31st March 2019. In terms of section 149 and other applicable provisions of the Companies Act, 2013, Mr. Ragothaman becomes eligible and offering himself for reappointment is proposed to be reappointed as an Independent Director for five consecutive years for a term upto 31st March, 2024.

In the opinion of the Board, Mr. Ragothaman fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Ragothaman as an Independent Director for the approval of the Shareholders.

Except Mr. Ragothaman, being the appointee, none of the Directors and Key Managerial Personnel of Company and their relatives is concerned or interested in the Resolution. Details of Board and Committee memberships of Mr. Ragothaman as required under LODR have been specified in the table below.

Item No. 12

Ms. Maya Swaminathan Sinha joined the Board on 03rd July 2014. She has done her Masters from Delhi School of Economics, Delhi University where she has specialized in Econometrics, Monetary finance, Public Economics form 1978-1980 and further from 1975-1978, she has done BA (Honours) in Economics and Mathematics from Lady Shri Ram College, Delhi University. From 1981-2003, she was a member of Indian Revenue Services (IRS-Income Tax) and has worked in various capacities such as Assistant Commissioner, deputy Commissioner, Joint Commissioner, Additional Commissioner and Commissioner in metro cities of New Delhi, Mumbai and Chennai as well as non-metros like Nagpur. She had the opportunity to function in New Delhi as well as Mumbai in prestigious Investigation Directorate of Income Tax Department, involving conducting searches and in-depth investigation in large tax evasion. From 2003-2006, she was a Financial Advisor and Commissioner of Khadi and Village Industries Commission (KVIC). From 2006-2010, she was Deputy Chairman of Jawaharlal Nehru Port Trust (JNPT), the largest container Port of India. Presently from 2010 she is an Executive Director of Core Education and Technologies Ltd. (CETL)

Ms. Maya Sinha's term expires on 31st March 2019. As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In the opinion of the Board, Ms. Maya Sinha fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. Accordingly, the Board recommends the resolution in relation to the appointment of Ms. Maya Sinha as an Independent Director for the approval of the Shareholders.

Except Ms. Maya Sinha, being the appointee, none of the Directors and Key Managerial Personnel of Company and their relatives is concerned or interested in the Resolution. Details of Board and Committee memberships of Ms. Maya Sinha as required under LODR have been specified in the table below.

Item No. 13

Mr. S. Ramakrishnan is currently designated as the Executive Chairman (non-KMP) of the Company for a period of five years with effect from 1st April, 2014 to 31st March 2019. However in Board meeting dated 25th May 2018, he was re-designated as a Whole-time Director and Executive Chairman of the Company,

Details of Board and Committee memberships of Mr. S. Ramakrishnan have been given in the Report on Corporate Governance forming part of the Directors' Report.

Profile: Mr. S. Ramakrishnan is the driving force behind the Transworld Group of Companies. He is a graduate in Commerce from the University of Mumbai and currently pursuing the Owners and Presidents Management Course from Harvard Business School, USA (completed 2 out of 3 years). He has over 35 years of entrepreneurial experience including hands on experience in ship owning, coastal and feeder shipping, liner shipping, warehousing and distribution, freight forwarding, cold chain logistics & ship management. His extensive experience in all facets of running Container Feeder Services in the Indian Subcontinent is brought to bear on operations of the Company. With a fleet strength of more than 25 ships and 50,000 containers and a clear vision to become the logistics partner of choice, Transworld now stands at the edge of its next phase of growth under the leadership of Mr. S. Ramakrishnan.

He directly oversees the day-to-day activities of the Company.

(a) Salary:

Consolidated salary upto ₹ 5,00,00,000 (Rupees Five Crores Only) per annum including Company's contribution to Provident Fund, Gratuity, Ex-gratia, Leave Travel Allowance and all other perquisites and allowances with authority to the Board to fix his salary within the above range from time to time, increasing thereby proportionately, all benefits related to the quantum of salary.

(b) Other benefits:

Provision of transportation /conveyance facilities.

Provision of telecommunication facilities.

Leave encashment as per rules of the Company.

Reimbursement of medical expenses incurred for himself and his family as per rules of the Company.

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.

Personal accident / Mediclaim insurance.

The aggregate remuneration payable to Mr. S. Ramakrishnan, shall be subject to the overall ceilings laid down in Sections 197 and other applicable provisions of the Companies Act, 2013.

(c) Minimum Remuneration:

Where in any financial year during the tenure of Mr. S. Ramakrishnan, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. S. Ramakrishnan the minimum remuneration specified under Section II of Part II of Schedule V to the Companies Act, 2013 including any statutory modifications or re-enactments thereof, for the time being in force.

(d) Sitting fees:

Mr. S. Ramakrishnan shall not be entitled to any sitting fees. In view of the provisions of Sections 196, 197, and any other applicable provisions of the Companies Act, 2013 the Board recommends the Special Resolution as set out as Item No. 13 in the Notice for the approval of the members. Mr. S. Ramakrishnan,

Mr. Ritesh S. Ramakrishnan and relatives of Mr. S. Ramakrishnan as defined under the provisions of the Companies Act, 2013 and Rules made thereunder are deemed interested in the said Resolution no. 13. None other Directors or Key Managerial Personnel and their Relatives are deemed to be interested in the said Resolution No. 13.

Item No. 14

Capt V.K Singh is currently designated as the Managing Director of the Company for a period of three years with effect from 1st April, 2018 to 31st March 2021. Capt. V. K. Singh has been associated with the Group for over 25 years.

He directly oversees the day-to-day activities of the Company. He has played a significant role in the development of coastal feeder services as well as coastal domestic trade in India.

A. Period:

3 years with effect from 1st April, 2018 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration:

Consolidated remuneration upto Rs. 1.30 crore per annum including Company's contribution to Provident Fund and Leave travel allowance with authority to the Nomination & Remuneration Committee and Board to fix his salary within the above range from time to time, increasing thereby proportionately, all benefits related to the quantum of salary.

C. Perquisites:

- Provision of transportation /conveyance facilities.
- Provision of telecommunication facilities.
- Leave encashment as per rules of the Company.
- Gratuity as per rules of the Company
- Reimbursement of medical expenses incurred for himself and his family as per rules of the Company.
- 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.
- Personal accident / Mediclaim insurance.

The aggregate of the remuneration and perquisites payable to Capt. Vivek Kumar Singh as aforesaid shall be subject to the overall ceilings laid down in Sections 197 and section 198 and other applicable provisions of the Act and Rules made thereunder read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible by law.

D. Minimum Remuneration:

Where in any financial year during the tenure of Capt. Vivek Kumar Singh, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid in accordance with the applicable provisions of Schedule V of the Act and subject to the approval of the Central Government, if required.

E. Sitting fees & Retiring by Rotation:

Capt. Vivek Kumar Singh shall not be entitled to any sitting fees and shall be liable to retire by Rotation.

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