



POSTALL BALLOT NOTICE

Pursuant to Section 192A (2) of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011

Notice is hereby given pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 or such other rule as may be notified under section 180(1)(c) of the Companies Act, 2003 (hereinafter referred to as the "Rules"), for the consent of the Members of Shreyas Shipping & Logistics Limited (hereinafter referred to as the "Company") to the resolution mentioned below, which is proposed to be passed by Postal Ballot. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (the "**Companies Act 2013**") read with Section 192A of the Companies Act 1956, pertaining to the said resolution setting out the material facts and reasons thereof is annexed hereto for your consideration. The Postal Ballot Form is also annexed to this Notice for the purpose of exercising the votes in respect of the following resolution.

The Company has appointed Mr. Dharmesh Zaveri, Practicing Company Secretary, Mumbai as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to read carefully the instructions printed overleaf of the Postal Ballot Form and return the said form duly completed in all respects, in the enclosed self addressed, postage pre-paid envelope, so as to reach the Scrutinizer on or before the close of working hours on Friday, 10th day of January 2014.

The Scrutinizer will submit his report to the Chairman / Director after completion of the scrutiny and the results of the voting by Postal Ballot will be announced by the Chairman / Director or by any such other person as may be authorized by the Chairman on Monday, 13th day of January 2014 at 3:00 p.m. at the Registered Office of the Company.

The Result of the Postal Ballot will be posted on the Company's website: <http://www.transworld.co/shreyas/> besides communicating to the Stock Exchanges where the Equity Shares of the Company are listed. The result of the Postal Ballot will also be informed in the ensuing Corporate Governance Report of the Company.

The Members may please note that the voting of the resolutions as contained in this Notice will be made through Postal Ballot only and the Company has not appointed any agency for electronic voting in this regard.

Authority to borrow money in excess of specified limit:

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

"RESOLVED THAT that in relation to the exercise of borrowing powers, the Board of Directors of the Company be and is hereby authorised, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 to borrow from time to time for the purpose of the Company's business, any sum or sums of money, at its discretion from banks, financial institutions or any other lending institutions or persons on such terms and conditions as may be considered suitable by the Board of Directors upto a limit not exceeding in the aggregate USD 100 million (United State Dollars One Hundred Million Only) or equivalent

thereof in any other currency, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves."

Registered Office:

4th Floor, Himalayas, Geetmala
Complex, Near Shah Industrial
Estate, Opp. Deonar Village
Road, Govandi (E),
Mumbai - 400 088

2nd December 2013

By Order of the Board
For Shreyas Shipping and Logistics Limited

Namrata Malushte
Company Secretary

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 192A of the Companies Act 1956 in respect of the business specified above is annexed hereto.
2. The Board of Directors has appointed Mr. Dharmesh Zaveri, Practicing Company Secretary, Mumbai as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. Members are requested to carefully read the instructions printed in the attached Postal Ballot Form. The Postal Ballot Form, duly completed and signed should be returned in the enclosed pre-paid self addressed envelope directly to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours 5:30 p.m. on 10th January, 2014. Any Postal Ballot Form received after close of working hours on 10th January, 2014 shall be treated as if the reply from the Members has not been received.
5. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
6. The Scrutinizer will submit the report to the Chairman / Director of the Company after completion of scrutiny of the Postal Ballot Forms.
7. The Result of the Postal Ballot will be announced by the Chairman on 13th January, 2014 at the Registered Office of the Company at 4th Floor, Himalayas, Geetmala Complex, Near Shah Industrial Estate, Opp. Deonar Village Road, Govandi (E), Mumbai - 400 088. The Result will also be published in the newspapers and will be posted on the website of the Company <http://www.transworld.co/shreyas/>.
8. The Special Resolutions mentioned above shall be declared as passed if the number of votes cast in its favour is not less than three times the number of votes cast, if any, against the said Resolution.
9. In the event of the draft resolution assented by the requisite majority of the Members of the Company through Postal Ballot process, the date of declaration of results shall be deemed to be the date of passing of the said resolution.

**Shreyas**

Shipping and Logistics

Regd. Off.: 4th Floor, Himalayas, Geetmala Complex, Near Shah Industrial Estate, Govandi (E),
Mumbai -400088.

Postal Ballot Form**(To be returned to Scrutinizer appointed by the Company)****Sr No :**

(1) Name and Registered
address of the sole/first
named Shareholder :

(2) Name(s) of
Joint Shareholder(s), if any :

(3) Registered Folio No. /
DP ID No./Client ID No.*
(*applicable to investors holding
shares in dematerialised form) :

(4) Number of Shares held :

(5) I/We hereby exercise my/our vote in respect of the following resolutions to be passed through postal ballot for the business stated in the Postal Ballot Notice dated November 29, 2013 of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares Held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To seek approval from members vide Special Resolution u/s 180(1)(c) of Companies Act, 2013 for borrowing upto USD 100 million (United State Dollars One Hundred Million) in relevant currency from banks, financial institutions etc.			

Place:

Date:

(Signature of the Shareholder)

Note:

- Kindly read the instructions printed overleaf before exercising the vote through this form
- Last date for receipt of Postal Ballot Forms by Scrutinizer is Friday, January 10, 2014 upto 5.30 p.m.

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed envelope. Postage will be borne and paid for by the Company. However, envelopes containing Postal Ballots, if sent by courier at the expense of the Registered Member or if deposited in person with the Company will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer.
3. This Form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed by the First named Shareholder and in his / her absence, by the next named Shareholder (as per the specimen signature registered / recorded with the Company / DP).
4. In case of shares held by Companies, Trusts, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority to the person voting on the Postal Ballot Form.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 10th January, 2014. All Postal Ballot Forms received after the above date will be strictly treated as if reply / Postal Ballot from such Shareholders have not been received.
6. The right of voting by Postal Ballot shall not be exercised by a proxy.
7. Unsigned or incorrect Postal Ballot Forms will be rejected.
8. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Shareholders on the date of the Notice of the Postal Ballot.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage pre-paid envelopes, as all such envelopes will be sent to the Scrutinizer. Any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
11. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (✓) in the appropriate column.
12. The date of declaration of results of the Postal Ballot shall be the date on which the resolutions would be deemed to have been passed.
13. There will be one Postal Ballot Form for every Folio / Client ID irrespective of the number of joint holders.
14. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the specified date hereinbefore. Once duplicate Postal Ballot Form is received, the original will be rejected.