

Shreeji Translogistics Ltd.

Registered Office : Shreeji Krupa , Plot No. 107, Sector No. 19 C, Vashi, Navi Mumbai - 400 705.

Tel. : (022) 4074 6666 / 2784 3344 / 2784 4477 • Fax : (022) 2783 0924

E-mail : info@shreejitransport.com • Website : www.shreejitranslogistics.com

CIN : U63010MH1994PLC077890

NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the members of **SHREEJI TRANSLOGISTICS LIMITED** will be held on Friday, the 28th September, 2018 at 4.00 p.m. at **Club Emerald Sports Complex, Premier Lifestyle Club**, 366/15, Swastik Park, Off Eastern Express Highway, Chembur, Mumbai - 400 071, to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Narendra C. Shah (DIN: 00268812), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Mahendra C. Shah (DIN: 00268971), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and pursuant to the recommendation of the Board of Directors and pursuant to the approval of the Members at the Annual General Meeting held in the year 2014, the Company hereby ratifies the appointment of M/s. Sanjay C. Shah & Associates, Chartered Accountants (Firm Registration No. 128148W), as Auditors of the Company to hold office until the conclusion of the Annual General Meeting of the Company to be held in the year 2019, at a remuneration to be mutually agreed by them with the Board of Directors of the Company and that they be paid in addition the out of pocket expenses and/or travelling expenses they may incur in carrying out their duties as Auditors.”

SPECIAL BUSINESS :

5. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 180(1)(c) and 180(2) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re enactments thereto for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of money from time to time for the purpose of the business of the Company, as may be considered fit, in any manner, and without prejudice to the generality thereof by way of loans, advances, credits, acceptance of deposits, debentures or otherwise in Indian rupees or any other foreign currency, from any Bank(s), Financial Institutions (FIs), Bodies Corporate, Business Associates or any other person on such terms and conditions as mutually agreed and whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties including stock in trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) and remaining

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un-discharged at any given time, will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount up to which money may be borrowed by the Board under this resolution, at any time shall not exceed in the aggregate the sum of Rs. 100 Crores (Rupees One Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to execute such agreements, papers, deeds and other instruments or writings containing such conditions and covenants as it may think fit to give effect to this resolution.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to take all necessary steps in this regards including delegation of authorities in favour of any Director(s) or Committee of Directors and / or any other person, as it may deem fit and proper, and within such limits and subject to such conditions as the Board of Directors may prescribe.”

6. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage and / or charge, in addition to the mortgages and / or charges created / to be created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, all or any of the movable and / or immovable, tangible and / or intangible properties of the Company, wherever situate, both present and future and / or the whole or any part of the undertaking(s) of the Company, with the power to take over the management of the business and concern of the Company in certain events of default, for the purpose of securing unto any one or more financial institutions (including foreign financial institutions), debenture trustees or any one or more of the banks or other parties or a combination thereof in respect of loan(s) (in foreign currency and/or rupee currency), advances, debentures and other credits facilities which the Company may avail together with interest thereon at the stipulated rate, compound, future, additional interest, commitment charges, premium on repayment or on redemption, costs, charges, expenses and all other monies payable for amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores only) at any point of time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to prepare, finalise, settle, approve and execute with the lending financial institutions, banks, trustees for the debentureholders and other credit agencies, such documents, deeds, writings, papers, agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage / charge as aforesaid and also to delegate authorities in favour of any Director(s) or Committee of Directors and / or any other person as it may deem fit and proper and within such limits and subject to such conditions as the Board of Directors may prescribe.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary and/or alter the terms and conditions of the security as may be necessary”.

By Order of the Board

Tanvi M. Shah
Company Secretary

Mumbai, 23rd August, 2018

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NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the time for holding the meeting. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The brief resumes in respect of Directors seeking re-appointment at this AGM are appended to this Notice.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Item Nos. 5 and 6 to be transacted at the meeting is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2018 to 28th September, 2018 (both days inclusive).
5. Members/proxies/authorised representatives are requested to bring the Attendance Slip duly filled in for attending the meeting.
6. Corporate members intending to send their authorised representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a duly certified copy of the Board Resolution authorising their representatives to attend and vote at the meeting.
7. Queries on accounts and operations of the Company, if any, may please be sent to the Company seven days in advance of the Meeting so that the answers may be made readily available at the Meeting.
8. The Notice of Annual General Meeting along with the Annual Report for the financial year 2017-18 is being sent through electronic mode to all members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report are being sent through permitted mode. Members may also note that this Notice and the Annual Report will also be available for download on the Company's website www.shreejitranslogistics.com.
9. Members are requested to notify immediately any change of address to their Depository Participants (DPs).
10. As per the provisions of the Companies Act, 2013, facility for making nomination is available to the members in respect of the shares held by them. Members may write to their Depository Participants (DPs) for the purpose.
11. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are therefore, requested to submit their PAN details to their depository participant, if not already submitted.
12. The route map showing directions to reach the venue of the AGM is annexed.
13. **The instructions and information for shareholders voting electronically are as under:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, 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

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Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the members facility to exercise their right to vote on resolutions proposed to be considered 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 Central Depository Services Limited (CDSL).

- II. The facility for voting through ballot paper/ electronic voting system 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/ electronic voting system.
- 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 process and manner for remote e-voting are as under:
 - (i) The voting period begins on Tuesday, 25th September, 2018 at 9.00 a.m. and ends on Thursday, 27th September, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Log on to the e-voting website www.evotingindia.com
 - (iii) Click on Shareholders
 - (iv) 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.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) 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.
 - (vii) If you are a first time user follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.

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	For Members holding shares in Demat Form and Physical Form
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. <ul style="list-style-type: none">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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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 CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN relevant for 'Shreeji Translogistics Limited' on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non-Individual Shareholders and Custodians**
- 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 helpdesk.evoting@cdslindia.com.

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- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on Tuesday, 25th September, 2018 at 9.00 a.m. and ends on Thursday, 27th September, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
14. Other information of e-voting
- I. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 21st September, 2018.
 - II. 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. 21st September, 2018, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or Company/ RTA.
 - III. 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, shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper/ electronic voting system.
 - IV. Mr. Sanjay H. Sangani, Practising Company Secretary (Membership No.4090) has been appointed 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.
 - V. The Chairman of the Meeting shall at AGM venue, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper / electronic voting system for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - VI. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or

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against, if any, to the Chairman of the Meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- VII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.shreejitranslogistics.com and on the website of CDSL immediately after the declaration of result by the Chairman of the Meeting or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

As per Section 180 (1) (c) of the Companies Act, 2013, consent of the general meeting by way of special resolution is required to borrow in excess of the aggregate of paid-up capital and free reserves of the Company, apart from temporary loans obtained from the company's bankers in the ordinary course of business. Considering the present and future requirements of the Company, the Board may be given power to borrow upto the limits mentioned in the resolution.

The members of the Company had passed a special resolution under this section with the same borrowing limits on 19th January, 2015 i.e. prior to conversion of the Company into a public limited company.

The Board recommends the resolution for the approval of the members. None of the directors or key management personnel or any of their relatives is in any way concerned or interested in the resolution.

Item No. 6

The Company may seek financial assistance from financial institutions, banks, etc. for the purpose of its business and for the same it may have to furnish security by mortgage/ charge on the assets of the Company both present and future. It is proposed to give consent by way of special resolution to the Board of Directors under Section 180 (1) (a) of the Companies Act, 2013, to mortgage and/or charge all or any of the immovable and movable properties of the Company for securing loans and/or advances already obtained and that might be obtained within the limits mentioned in the resolution.

The members of the Company had already passed a special resolution under this section with the same limits on 19th January, 2015 i.e. prior to conversion of the Company into a public limited company.

The Board recommends the resolution for the approval of the members. None of the directors or key management personnel or any of their relatives is in any way concerned or interested in the resolution.

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DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 24TH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS ARE AS UNDER :

Name	Mr. Narendra C. Shah	Mr. Mahendra C. Shah
Age	60 years	53 years
Qualification	B.Com.	B.Com.
Brief resume including profile, experience and expertise in specific functional areas	Mr. Narendra Shah has more than 4 decades of experience in transport and logistics industry and has worked in areas of back office, accounts, client management, marketing and overall administration. He currently plays a crucial role in the Fleet Maintenance, Marketing and Exim Divisions of the Company.	Mr. Mahendra Shah has more than 35 years of experience in transport and logistics industry and has worked in areas of client management, marketing and overall administration. He currently looks into the Marketing and Operation Departments of the Company.
Date of Appointment	21st April, 1994	4th August, 1994
Shareholding in the Company as on 31/03/2018	1,90,805 (5.46%)	1,92,940 (5.52%)
Directorship held in other listed companies	Nil	Nil
Memberships of Committees of the Board in other listed companies	Nil	Nil
Chairmanships of Committees of the Board in other listed companies	Nil	Nil
Terms and Conditions of re-appointment along with details of remuneration sought to be paid and remuneration last drawn	Wholetime Director liable to retire by rotation. Remuneration last drawn Rs. 30 Lacs.	Wholetime Director liable to retire by rotation. Remuneration last drawn Rs. 30 Lacs.
Number of Board Meetings attended during the year	13	12
Relationship with other Directors, Manager and other KMP	Mr. Mahendra C. Shah, Mr. Rajnikant C. Shah, Mr. Bipin C. Shah - Brothers	Mr. Narendra C. Shah, Mr. Rajnikant C. Shah, Mr. Bipin C. Shah – Brothers Ms. Tanvi M. Shah - Daughter

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ATTENDANCE SLIP

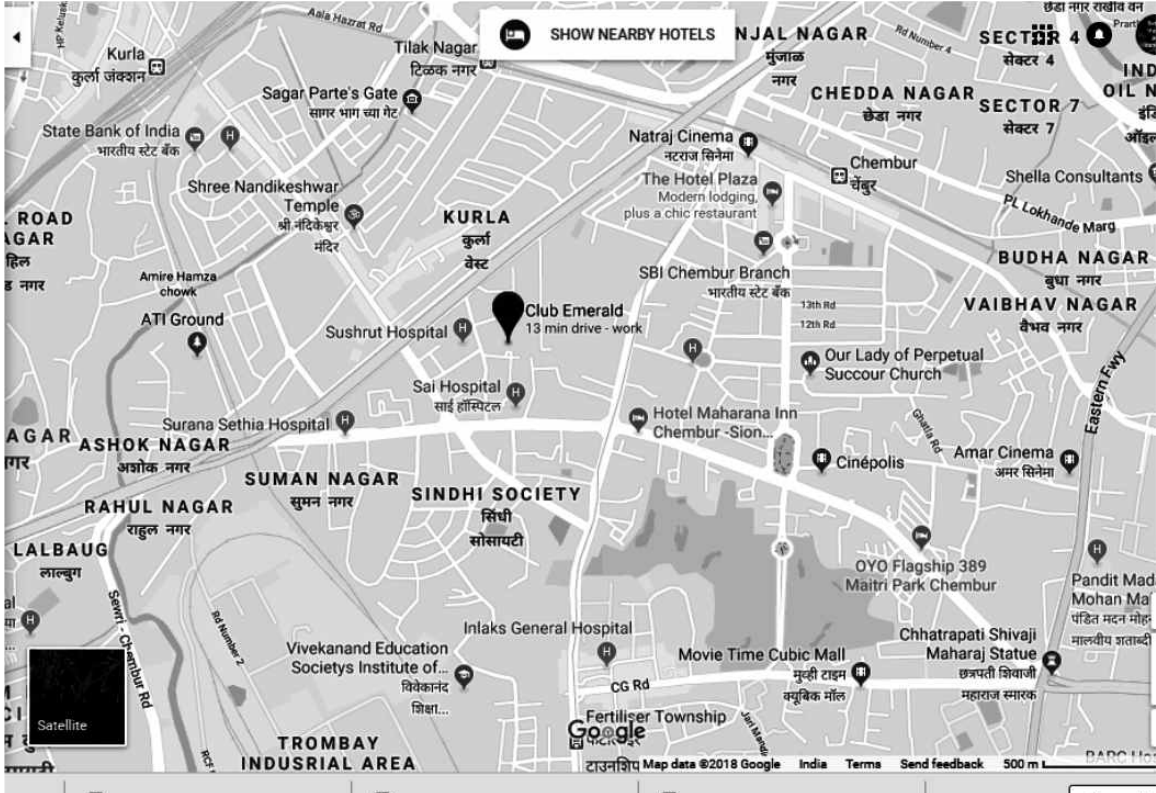
I hereby record my presence at the **Twenty Fourth Annual General Meeting** of the Company held on Friday, the 28th September, 2018 at 4.00 p.m. at **Club Emerald Sports Complex, Premier Lifestyle Club, 366/15, Swastik Park, Off Eastern Express Highway, Chembur, Mumbai - 400 071.**

DP Id & Client Id	
Name and Address of the Member(s)	
Joint Holders	
No. of Shares	

Signature of Member/
Joint Member(s)/Proxy

Note : Sign this attendance slip and hand it over at the entrance of the venue of the meeting.

Route Map to the AGM Venue



Venue :-

**Club Emerald Sports Complex,
Premier Lifestyle Club
366/15, Swastik Park,
Off Eastern Express Highway,
Chembur, Mumbai - 400071.**

Google Maps Location : <http://goo.gl/maps/XpvRy>

Approximate Distance from Chembur Railway Station – 1.7 km
Landmark – Next to Shrusht & Mangal Anand Hospital

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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) Rules, 2014]

CIN :	U63010MH1994PLC077890
Name of the company :	SHREEJI TRANSLOGISTICS LIMITED
Registered office :	Shreeji Krupa, Plot No. 107, Sector No. 19 C, Vashi, Navi Mumbai - 400705.

Name of the member(s) :	
Registered address :	
E-mail Id :	
DP ID :	
Client Id :	

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name : _____ E-mail ID : _____

Address : _____

Signature : _____ or failing him/her

2. Name : _____ E-mail ID : _____

Address : _____

Signature : _____ or failing him/her

3. Name : _____ E-mail ID : _____

Address : _____

Signature : _____ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Twenty Fourth Annual General Meeting of the Company, to be held on Friday, the 28th September, 2018 at 4.00 p.m. at **Club Emerald Sports Complex, Premier Lifestyle Club**, 366/15, Swastik Park, Off Eastern Express Highway, Chembur, Mumbai - 400 071, and at any adjournment thereof in respect of such resolutions as are indicated below:

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No.	Resolution	Vote *	
		For	Against
1.	To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and the Auditors thereon.		
2.	To appoint a Director in place of Mr. Narendra C. Shah (DIN: 00268812), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint a Director in place of Mr. Mahendra C. Shah (DIN: 00268971), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	To ratify the appointment of the Statutory Auditors of the Company.		
5.	To grant authority to the Board of Directors under the provisions of Section 180(1)(c) and 180(2) of the Companies Act, 2013.		
6.	To grant authority to the Board of Directors under the provisions of Section 180(1)(a) of the Companies Act, 2013.		

** It is optional to put a '✓' in the appropriate column against the Resolutions indicated in the Box, being a direction to proxy to vote accordingly. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.*

Signed this _____ day of _____ 2018

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.