

Shreeji Translogistics Ltd.

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CIN : L63010MH1994PLC077890

NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the members of **SHREEJI TRANSLOGISTICS LIMITED** will be held on Saturday, the 28th September, 2019 at 4.30 p.m. at **Lantana Hall, Ghatkopar Jolly Gymkhana**, Jugaldas Mody Marg, Kiroil Road, Ghatkopar (West), Mumbai - 400 086, to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon, and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Rajnikant C. Shah (DIN: 00269109), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Mukesh M. Shah (DIN: 00280536), 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modifications, amendments or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Dhiraj H. Mehta & Co., Chartered Accountants (Firm Registration No. 145318W), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in the year 2024, 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. Remuneration to Mr. Bipin C. Shah, Wholetime Director

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 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modifications, amendments or re-enactment thereof, for the time being in force) and pursuant to the recommendations of Nomination and Remuneration Committee of Directors and approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for variation/ approval of remuneration payable to Mr. Bipin C. Shah (DIN: 00280559), Wholetime Director, for the period of 2 years from 15th September, 2019 to 14th September, 2021, which shall not exceed the limits stated hereunder :

- (a) **Salary :**
Rs. 4,00,000/- per month
- (b) **Performance Bonus :**
Not exceeding 100% of Salary, payable annually for each financial year, as may be determined by the Board.

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(c) Perquisites and Allowances :

Medical Reimbursement :

Expenses incurred for self and family subject to a ceiling of one month's salary in a year.

Leave Travel Concession :

For self and family once in a year, incurred in accordance with the rules specified by the Company.

Telephone :

Free telephone facility at the residence for the use of the Company's business.

Car :

Use of car on Company's business with driver and all expenses on maintenance, repairs & cost of petrol.

Leave Encashment :

Encashment of unutilised earned privilege leave not exceeding 21 days p.a. at the end of the tenure.

Contribution to Provident Fund :

As per the rules of the Company.

Gratuity :

At a rate not exceeding half a month's salary for each completed year of service.

(Provision of car on the Company's business and telephone at residence and cell phones will not be considered as perquisites. The Company's contribution to provident fund to the extent this is not taxable under the Income-Tax Act, gratuity and encashment of leave shall not be included in the computation of limits for the remuneration or perquisites. Expenses actually and properly incurred for the business of the Company will be reimbursed. For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income-Tax Rules, wherever applicable, and in absence of any such Rules, perquisites and allowances shall be evaluated at actual cost. Perquisites and allowances shall be restricted to Rs. 9,00,000/- p.a.)

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to the Wholetime Director, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the members of the Company at the Annual General Meeting held on 15th September, 2016 with respect to the re-appointment of Mr. Bipin C. Shah as Wholetime Director shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Nomination and Remuneration Committee thereof) be and is hereby authorised to vary and/or revise the remuneration of Mr. Bipin C. Shah as Wholetime Director within the overall limits under Schedule V of the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution."

6. Remuneration to Mr. Narendra C. Shah, Wholetime Director

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 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder (including any statutory modifications, amendments or re-enactment thereof, for the time being in force) and pursuant to the recommendations of Nomination and Remuneration Committee of Directors and approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for variation/ approval of remuneration payable to Mr. Narendra C. Shah (DIN: 00268812), Wholetime Director, for the period of 2 years from 15th September, 2019 to 14th September, 2021, which shall not exceed the limits stated hereunder :

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- (a) **Salary :**
Rs. 4,00,000/- per month
- (b) **Performance Bonus :**
Not exceeding 100% of Salary, payable annually for each financial year, as may be determined by the Board.
- (c) **Perquisites and Allowances :**

Medical Reimbursement :

Expenses incurred for self and family subject to a ceiling of one month's salary in a year.

Leave Travel Concession :

For self and family once in a year, incurred in accordance with the rules specified by the Company.

Telephone :

Free telephone facility at the residence for the use of the Company's business.

Car :

Use of car on Company's business with driver and all expenses on maintenance, repairs & cost of petrol.

Leave Encashment :

Encashment of unutilised earned privilege leave not exceeding 21 days p.a. at the end of the tenure.

Contribution to Provident Fund :

As per the rules of the Company.

Gratuity :

At a rate not exceeding half a month's salary for each completed year of service.

(Provision of car on the Company's business and telephone at residence and cell phones will not be considered as perquisites. The Company's contribution to provident fund to the extent this is not taxable under the Income-Tax Act, gratuity and encashment of leave shall not be included in the computation of limits for the remuneration or perquisites. Expenses actually and properly incurred for the business of the Company will be reimbursed. For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income-Tax Rules, wherever applicable, and in absence of any such Rules, perquisites and allowances shall be evaluated at actual cost. Perquisites and allowances shall be restricted to Rs. 9,00,000/- p.a.)

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to the Wholetime Director, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the members of the Company at the Annual General Meeting held on 15th September, 2016 with respect to the re-appointment of Mr. Narendra C. Shah as Wholetime Director shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Nomination and Remuneration Committee thereof) be and is hereby authorised to vary and/or revise the remuneration of Mr. Narendra C. Shah as Wholetime Director within the overall limits under Schedule V of the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution."

7. Remuneration to Mr. Rajnikant C. Shah, Wholetime Director

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 196 and 197 read with Schedule V and other

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applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder (including any statutory modifications, amendments or re-enactment thereof, for the time being in force) and pursuant to the recommendations of Nomination and Remuneration Committee of Directors and approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for variation/ approval of remuneration payable to Mr. Rajnikant C. Shah (DIN: 00269109), Wholetime Director, for the period of 2 years from 15th September, 2019 to 14th September, 2021, which shall not exceed the limits stated hereunder :

- (a) **Salary :**
Rs. 4,00,000/- per month
- (b) **Performance Bonus :**
Not exceeding 100% of Salary, payable annually for each financial year, as may be determined by the Board.
- (c) **Perquisites and Allowances :**

Medical Reimbursement :

Expenses incurred for self and family subject to a ceiling of one month's salary in a year.

Leave Travel Concession :

For self and family once in a year, incurred in accordance with the rules specified by the Company.

Telephone :

Free telephone facility at the residence for the use of the Company's business.

Car :

Use of car on Company's business with driver and all expenses on maintenance, repairs & cost of petrol.

Leave Encashment :

Encashment of unutilised earned privilege leave not exceeding 21 days p.a. at the end of the tenure.

Contribution to Provident Fund :

As per the rules of the Company.

Gratuity :

At a rate not exceeding half a month's salary for each completed year of service.

(Provision of car on the Company's business and telephone at residence and cell phones will not be considered as perquisites. The Company's contribution to provident fund to the extent this is not taxable under the Income-Tax Act, gratuity and encashment of leave shall not be included in the computation of limits for the remuneration or perquisites. Expenses actually and properly incurred for the business of the Company will be reimbursed. For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income-Tax Rules, wherever applicable, and in absence of any such Rules, perquisites and allowances shall be evaluated at actual cost. Perquisites and allowances shall be restricted to Rs. 9,00,000/- p.a.)

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to the Wholetime Director, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the members of the Company at the Annual General Meeting held on 15th September, 2016 with respect to the re-appointment of Mr. Rajnikant C. Shah as Wholetime Director shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Nomination and Remuneration Committee thereof) be and is hereby authorised to vary and/or revise the remuneration of Mr. Rajnikant C. Shah as Wholetime Director within the overall limits under Schedule V of the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the

aforesaid Resolution.”

8. Remuneration to Mr. Mukesh M. Shah, Wholetime Director

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 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modifications, amendments or re-enactment thereof, for the time being in force) and pursuant to the recommendations of Nomination and Remuneration Committee of Directors and approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for variation/ approval of remuneration payable to Mr. Mukesh M. Shah (DIN: 00280536), Wholetime Director, for the period of 2 years from 15th September, 2019 to 14th September, 2021, which shall not exceed the limits stated hereunder :

- (a) **Salary :**
Rs. 4,00,000/- per month
- (b) **Performance Bonus :**
Not exceeding 100% of Salary, payable annually for each financial year, as may be determined by the Board.
- (c) **Perquisites and Allowances :**

Medical Reimbursement :

Expenses incurred for self and family subject to a ceiling of one month's salary in a year.

Leave Travel Concession :

For self and family once in a year, incurred in accordance with the rules specified by the Company.

Telephone :

Free telephone facility at the residence for the use of the Company's business.

Car :

Use of car on Company's business with driver and all expenses on maintenance, repairs & cost of petrol.

Leave Encashment :

Encashment of unutilised earned privilege leave not exceeding 21 days p.a. at the end of the tenure.

Contribution to Provident Fund :

As per the rules of the Company.

Gratuity :

At a rate not exceeding half a month's salary for each completed year of service.

(Provision of car on the Company's business and telephone at residence and cell phones will not be considered as perquisites. The Company's contribution to provident fund to the extent this is not taxable under the Income-Tax Act, gratuity and encashment of leave shall not be included in the computation of limits for the remuneration or perquisites. Expenses actually and properly incurred for the business of the Company will be reimbursed. For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income-Tax Rules, wherever applicable, and in absence of any such Rules, perquisites and allowances shall be evaluated at actual cost. Perquisites and allowances shall be restricted to Rs. 9,00,000/- p.a.)

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to the Wholetime Director, subject to such other approvals as may be necessary.

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RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the members of the Company at the Annual General Meeting held on 15th September, 2016 with respect to the re-appointment of Mr. Mukesh M. Shah as Wholetime Director shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Nomination and Remuneration Committee thereof) be and is hereby authorised to vary and/or revise the remuneration of Mr. Mukesh M. Shah as Wholetime Director within the overall limits under Schedule V of the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

9. Remuneration to Mr. Mahendra C. Shah, Wholetime Director

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 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modifications, amendments or re-enactment thereof, for the time being in force) and pursuant to the recommendations of Nomination and Remuneration Committee of Directors and approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for variation/ approval of remuneration payable to Mr. Mahendra C. Shah (DIN: 00268971), Wholetime Director, for the period of 2 years from 15th September, 2019 to 14th September, 2021, which shall not exceed the limits stated hereunder :

- (a) **Salary :**
Rs. 4,00,000/- per month
- (b) **Performance Bonus :**
Not exceeding 100% of Salary, payable annually for each financial year, as may be determined by the Board.
- (c) **Perquisites and Allowances :**
 - Medical Reimbursement :**
Expenses incurred for self and family subject to a ceiling of one month's salary in a year.
 - Leave Travel Concession :**
For self and family once in a year, incurred in accordance with the rules specified by the Company.
 - Telephone :**
Free telephone facility at the residence for the use of the Company's business.
 - Car :**
Use of car on Company's business with driver and all expenses on maintenance, repairs & cost of petrol.
 - Leave Encashment :**
Encashment of unutilised earned privilege leave not exceeding 21 days p.a. at the end of the tenure.
 - Contribution to Provident Fund :**
As per the rules of the Company.
 - Gratuity :**
At a rate not exceeding half a month's salary for each completed year of service.

(Provision of car on the Company's business and telephone at residence and cell phones will not be considered as perquisites. The Company's contribution to provident fund to the extent this is not taxable under the Income-Tax Act, gratuity and encashment of leave shall not be included in the computation of limits for the remuneration or perquisites. Expenses actually and properly incurred for the business of the Company will be reimbursed. For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income-Tax Rules, wherever applicable, and in absence of any

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such Rules, perquisites and allowances shall be evaluated at actual cost. Perquisites and allowances shall be restricted to Rs. 9,00,000/- p.a.)

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to the Wholetime Director, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the members of the Company at the Annual General Meeting held on 15th September, 2016 with respect to the re-appointment of Mr. Mahendra C. Shah as Wholetime Director shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Nomination and Remuneration Committee thereof) be and is hereby authorised to vary and/or revise the remuneration of Mr. Mahendra C. Shah as Wholetime Director within the overall limits under Schedule V of the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

10. Remuneration to Mr. Rupesh M. Shah, Wholetime Director

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 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modifications, amendments or re-enactment thereof, for the time being in force) and pursuant to the recommendations of Nomination and Remuneration Committee of Directors and approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for variation/ approval of remuneration payable to Mr. Rupesh M. Shah (DIN: 00280547), Wholetime Director, for the period of 2 years from 15th September, 2019 to 14th September, 2021, which shall not exceed the limits stated hereunder :

- (a) **Salary :**
Rs. 4,00,000/- per month
- (b) **Performance Bonus :**
Not exceeding 100% of Salary, payable annually for each financial year, as may be determined by the Board.
- (c) **Perquisites and Allowances :**
 - Medical Reimbursement :**
Expenses incurred for self and family subject to a ceiling of one month's salary in a year.
 - Leave Travel Concession :**
For self and family once in a year, incurred in accordance with the rules specified by the Company.
 - Telephone :**
Free telephone facility at the residence for the use of the Company's business.
 - Car :**
Use of car on Company's business with driver and all expenses on maintenance, repairs & cost of petrol.
 - Leave Encashment :**
Encashment of unutilised earned privilege leave not exceeding 21 days p.a. at the end of the tenure.
 - Contribution to Provident Fund :**
As per the rules of the Company.
 - Gratuity :**
At a rate not exceeding half a month's salary for each completed year of service.

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(Provision of car on the Company's business and telephone at residence and cell phones will not be considered as perquisites. The Company's contribution to provident fund to the extent this is not taxable under the Income-Tax Act, gratuity and encashment of leave shall not be included in the computation of limits for the remuneration or perquisites. Expenses actually and properly incurred for the business of the Company will be reimbursed. For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income-Tax Rules, wherever applicable, and in absence of any such Rules, perquisites and allowances shall be evaluated at actual cost. Perquisites and allowances shall be restricted to Rs. 9,00,000/- p.a.)

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to the Wholetime Director, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the members of the Company at the Annual General Meeting held on 15th September, 2016 with respect to the re-appointment of Mr. Rupesh M. Shah as Wholetime Director shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Nomination and Remuneration Committee thereof) be and is hereby authorised to vary and/or revise the remuneration of Mr. Rupesh M. Shah as Wholetime Director within the overall limits under Schedule V of the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

11. Alteration of Articles of Association of the Company

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 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder, (including any statutory modifications, amendments or re-enactment thereof, for the time being in force), the following new Article 197A be and is hereby inserted after the existing Article 197 of the Articles of Association of the Company :

Waiver/ Forgoing of Dividends

197A Notwithstanding anything contained in these Articles of the Company, but subject to the provisions of the Act and all other applicable rules of the statutory authorities and the Rules framed by the Board of Directors of the Company in this behalf as amended from time to time by the Board, it shall be open for the member(s) of the Company who hold the equity shares in the Company to waive/ forgo his/ their right to receive the dividend (interim or final) by him/ them for any financial year which may be declared or recommended respectively by the Board of Directors of the Company. The waiver/ forgoing by the members, his/ their right to receive the dividend (interim or final) by him/ them under this Article shall be irrevocable for the year for which it is given. The Company shall not be entitled to declare or pay and shall not declare or pay dividend on equity shares to such Members who have waived/ forgone his/ their right to receive the dividend (interim or final) by him/ them under this Article.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution.”

12. Increase in Authorised Share Capital of the Company

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 13 read with Section 61 and other applicable

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provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modifications, amendments or re-enactment thereof, for the time being in force) and pursuant to the provisions of the Memorandum and Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs. 4,00,00,000/- (Rupees Four Crore only) divided into 40,00,000 (Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 10,50,00,000/- (Rupees Ten Crore Fifty Lakhs only) divided into 1,05,00,000 (One Crore Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each, by creation of additional 65,00,000 (Sixty Five Lakhs) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V(a) thereof with the following new Clause V(a):

V(a). The Authorised Share Capital of the Company is Rs. 10,50,00,000/- (Rupees Ten Crore Fifty Lakhs only) divided into 1,05,00,000 (One Crore Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution and in connection with any matter incidental thereto.”

13. Issue of Bonus Shares to the equity shareholders of the Company

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 63 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modifications, amendments or re-enactment thereof, for the time being in force), the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and any other applicable laws, or any amendment or re-enactment thereof and Article 203 of the Articles of Association of the Company and recommendation of the Board of Directors ('the Board') and subject to such approvals, consents, permissions and sanctions, as may be required from appropriate authorities; consent of the members be and is hereby accorded to the Board for capitalization of a sum of Rs. 6,98,83,500/- (Rupees Six Crore Ninety Eight Lakhs Eighty Three Thousand Five Hundred only) out of the securities premium account and retained earnings of the Company, and that said sum of Rs. 6,98,83,500/- shall be applied for issue and allotment of new 69,88,350 Equity Shares of Rs. 10/- each of the Company as fully paid Bonus Shares, to the holders of the existing Equity Shares of the Company, whose names appear in the Register of Members of the Company / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board ('Record Date'), in the proportion of 2 (Two) Equity Shares for every 1 (One) Equity Share held by such persons respectively on the Record Date, upon the footing that they become entitled thereto for all purposes as capital.

RESOLVED FURTHER THAT the said new 69,88,350 Equity Shares of Rs. 10/- each to be allotted as Bonus Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respect with and carry the same rights as the existing Equity Shares and shall be entitled to participate in full in any dividends to be declared for the financial year in which the Bonus Shares are allotted.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the Bonus Shares and that the Share Certificates in respect of the new Equity Shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the Bonus Shares shall be credited to the demat accounts of the allottees who are holding the existing Equity Shares in demat form.

RESOLVED FURTHER THAT the allotment of the fully paid new Equity Shares as Bonus Shares to the extent that they relate to Non Resident Indians ('NRIs'), Persons of Indian Origin ('PIO')/ Overseas Corporate Bodies

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('OCBs') and other foreign investors of the Company, shall be subject to the approval of the Reserve Bank of India, under the Foreign Exchange Management Act, 1999, if necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as may be necessary, expedient or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment and distribution of the new Equity Shares and listing of the same on Stock Exchanges."

14. Migration of the Company's listed Equity Shares from SME Platform of BSE Limited to the Main Board of BSE Limited

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

"RESOLVED THAT pursuant to the Regulation 277 and other relevant provisions, laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and the applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modifications, amendments or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded for migration of the Company's present listing of Equity Shares from SME Platform of BSE Limited to the Main Board of BSE Limited.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby authorized jointly and/or severally to deal with any Government or Semi-Government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for migration of the Company's present listing of Equity Shares from SME Platform of BSE Limited to the Main Board of BSE Limited.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as may be necessary, expedient or desirable and to settle all questions or difficulties whatsoever that may arise in this regard."

By Order of the Board

Tanvi M. Shah
Company Secretary

Mumbai, 27th August, 2019

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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. 4 to 14 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, 2019 to 28th September, 2019 (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 2018-19 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 Wednesday, 25th September, 2019 at 9.00 a.m. and ends on Friday, 27th September, 2019 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 of 21st September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The Shareholders should 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login 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, Windows and Apple smart phones. 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.
 - 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.

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- 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.
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, 2019.
 - 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, 2019, 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 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. 4

The Explanatory Statement in respect of Item No. 4, is provided, though not required as per Section 102 of the Companies Act, 2013.

Pursuant to the provisions of Section 139 of the Companies Act, 2013, M/s. Sanjay C. Shah & Associates, Chartered Accountants, were re-appointed as Statutory Auditors of the Company at the

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Annual General Meeting of the Company held on 30th September, 2014, to hold office for a period of 5 years till the conclusion of the Annual General Meeting of the Company to be held in the year 2019.

As the tenure of M/s. Sanjay C. Shah & Associates as the Statutory Auditors will come to an end at the conclusion of the ensuing Annual General Meeting, the Board has, based on the recommendation of the Audit Committee, proposed the appointment of M/s. Dhiraj H. Mehta & Co., Chartered Accountants, as Statutory Auditors of the Company for a period of 5 years from the conclusion of the ensuing Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2024.

M/s. Dhiraj H. Mehta & Co. has consented to their appointment as Statutory Auditors of the Company and have confirmed that their appointment, if made, would be in accordance with Section 139 and Section 141 of the Companies Act, 2013.

Additional information about the Statutory Auditors pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided below:

Details	Particulars
Proposed Fees payable to the Statutory Auditor(s)	Audit Fees in connection with the audit of the Financial Statements of the Company for the financial year 2019-20 Rs.3,50,000/- plus applicable taxes.
Terms of appointment	M/s. Dhiraj H. Mehta & Co., Chartered Accountants, is proposed to be appointed for a term of 5 years from the conclusion of this AGM until the conclusion of the AGM to be held in the year 2024.
In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	No
Basis of recommendation for appointment including the details in relation to and credentials of the Statutory Auditor(s) proposed to be appointed	As the tenure of the existing Auditors - M/s. Sanjay C. Shah & Associates will come to an end, it is proposed to appoint new Auditors - M/s. Dhiraj H. Mehta & Co. having experience of more than 10 years.

The Board recommends the resolution for the approval of the members. None of the directors or key managerial personnel or any of their relatives is concerned or interested in the resolution set out at Item No. 4.

Item Nos. 5 to 10

The Members of the Company, at the Annual General Meeting held on 15th September, 2016, re-appointed Mr. Bipin C. Shah, Mr. Narendra C. Shah, Mr. Rajnikant C. Shah, Mr. Mahendra C. Shah, Mr. Mukesh M. Shah and Mr. Rupesh M. Shah as the Wholetime Directors of the Company for a period of five years from 15th September, 2016 to 14th September, 2021.

Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr. Bipin C. Shah, Mr. Narendra C. Shah, Mr. Rajnikant C. Shah, Mr. Mahendra C. Shah, Mr. Mukesh M. Shah and Mr. Rupesh M. Shah was approved for a period of three years from 15th September, 2016 to 14th September, 2019.

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It is proposed to vary and approve their remuneration for the remaining term of their tenure of 2 years from 15th September, 2019 to 14th September, 2021 and in this regard, necessary approvals of the Members are sought by way of Special Resolutions.

The Board recommends the resolutions set out at Item Nos. 5 to 10 for the approval of the members. Mr. Bipin C. Shah, Mr. Narendra C. Shah, Mr. Rajnikant C. Shah and Mr. Mahendra C. Shah and their relatives, may be regarded as concerned or interested in the resolutions set out at Item Nos. 5, 6, 7 and 9 relating to their respective remuneration and remuneration of the other three being relatives of each other. Mr. Mukesh M. Shah and Mr. Rupesh M. Shah and their relatives, may be regarded as concerned or interested in the resolutions set out at Item Nos. 8 and 10 relating to their respective remuneration and remuneration of the other being relatives of each other. Ms. Tanvi M. Shah, being a relative of Mr. Mahendra C. Shah, may be regarded as concerned or interested in the resolution set out at Item No. 9. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions.

The additional information as required by Schedule V to the Companies Act, 2013, is given below :

I. General Information

i. Nature of Industry :

The Company is a Pan-India surface logistics and parcel delivery service provider i.e. it operates in transport and logistics industry.

ii. Date or expected date of commencement of commercial production :

The Company was incorporated on 21st April 1994 and it is in operation since 1994-95. As the Company is into the service sector, the question of date of commencement of commercial production does not arise.

iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :

Not Applicable

iv. Financial performance based on given indicators (As per audited standalone financial results for the year ended 31st March 2019)

Particulars	Rs. in Lac
Sales & Other Income	12479.31
EBIDTA	1254.29
Net Profit after Tax	387.59

v. Foreign Investments or collaborators, if any :

Not Applicable

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II. Information about the appointee(s) :

	Mr. Bipin C. Shah	Mr. Narendra C. Shah	Mr. Rajnikant C. Shah	Mr. Mukesh M. Shah	Mr. Mahendra C. Shah	Mr. Rupesh M. Shah
I. Background Details	Mr. Bipin C. Shah, is a commerce graduate and he has been associated with the Company since its inception.	Mr. Narendra C. Shah, 61 years, is a commerce graduate and he has been associated with the Company since its inception	Mr. Rajnikant C. Shah, 60 years, is a commerce graduate and he has been associated with the Company since its inception.	Mr. Mukesh M. Shah, 55 years, is a commerce graduate and he has been associated with the Company since its inception.	Mr. Mahendra C. Shah, 54 years, is a commerce graduate and he has been associated with the Company since its inception.	Mr. Rupesh M. Shah, 51 years, is a commerce graduate and he has been associated with the Company since its inception.
ii. Past Remuneration (during the financial year ended on 31st March 2019)						
- Salary	30,00,000	30,00,000	30,00,000	30,00,000	30,00,000	30,00,000
- Perquisites & Allowances	Nil	Nil	Nil	Nil	Nil	Nil
- Commission	Nil	Nil	Nil	Nil	Nil	Nil
- Total	30,00,000	30,00,000	30,00,000	30,00,000	30,00,000	30,00,000
iii. Recognition or Awards	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
iv. Job Profile and his/her suitability	Mr. Bipin C. Shah has more than 4 decades of experience in transport and logistics industry and has worked in areas of accounts, client management and administration. He has been associated with the Company as a Wholetime Director with effect from	Mr. Narendra C. 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 administration. He has been associated with the	Mr. Rajnikant C. Shah has about 4 decades of experience in transport and logistics industry and has worked in the areas of back office, finance, client management, compliances and administration. He has been associated with the	Mr. Mukesh M. Shah has more than 37 years of experience in transport and logistics industry and has worked in the areas of back office accounts, client management, marketing, compliances and administration. He has been	Mr. Mahendra C. Shah has more than 37 years of experience in transport and logistics industry and has worked in areas of client management, marketing and administration. He has been associated with the Company as a	Mr. Rupesh M. Shah has around 35 years of experience in transport and logistics industry and has worked in the areas of marketing and client management. He has been associated with the Company as a Wholetime Director with effect from August 4, 1994 and

<p>iv. Job Profile and his/her suitability</p>	<p>August 4, 1994 and was re-appointed as a Wholetime Director for a period of 5 years from September 15, 2016. He is currently responsible for Fleet Management and Finance in the Chennai Regional Office.</p> <p>Company as a Wholetime Director with effect from April 21, 1994 and was re-appointed as a Wholetime Director for a period of 5 years from September 15, 2016. He currently plays a crucial role in the Fleet Maintenance, Marketing and Exim Divisions of the Company and operates from the Mumbai office.</p> <p>Company as a Wholetime Director with effect from August 4, 1994 and was re-appointed as a Wholetime Director for a period of 5 years from September 15, 2016. He is currently responsible for broad finance control & accounts, due diligence and the compliance departments of the Company operating from the Mumbai office.</p> <p>associated with the Company as a Wholetime Director with effect from August 4, 1994 and was re-appointed as a Wholetime Director for a period of 5 years from September 15, 2016. He is currently responsible for administration, marketing, finance, customer accounts and compliance departments in the Bangalore Regional Office of the Company.</p> <p>Wholetime Director with effect from August 4, 1994 and was re-appointed as a Wholetime Director for a period of 5 years from September 15, 2016. He currently looks into the Marketing and Operation departments of the Company and operates from the Mumbai office</p> <p>was re-appointed as a Wholetime Director for a period of 5 years from September 15, 2016. He is currently responsible for customs trucking division, marketing & handling of key customers, maintenance & tyre inventory and overall operations of the Bangalore Regional Office of the Company.</p>
<p>v. Remuneration Proposed</p>	<p>The remuneration proposed is as per details explained in the resolutions hereinabove.</p>
<p>vi. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</p>	<p>Considering the size of the Company, the profile of Wholetime Directors, the responsibilities shouldered by them and industry benchmarks, the remuneration package is commensurate with remuneration paid to similar appointees in other companies.</p>
<p>vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel</p>	<p>Besides the remuneration proposed, the Wholetime Directors and their relatives are shareholders of the Company. Mr. Bipin C. Shah, Mr. Narendra C. Shah, Mr. Rajnikant C. Shah and Mr. Mahendra C. Shah are relatives. Mr. Mahendra C. Shah and Ms. Tanvi M. Shah are relatives. Mr. Mukesh M. Shah and Mr. Rupesh M. Shah are relatives. Note No. 29 of the financial statements sets out related party disclosures.</p>

III. Other Information :

i. Reasons of loss or inadequate profits :

Margins are under pressure due to the prevailing economic situation.

ii. Steps taken or proposed to be taken for improvement and expected increase in productivity and profit in measurable terms :

The Company is working out aggressive plans to increase the market share with enhanced marketing efforts and enlarging the scope of market penetration through new services to meet customers requirements.

Item No. 11 :

The existing Articles of Association of the Company do not have any conditions/ stipulations by which any shareholder can have an option, if so desired, to waive or forgo any dividend, whether interim or final, to be declared or recommended respectively by the Board of Directors of the Company. Further, the Company does not have any guidelines or set procedures as on date in this regard.

In view of the same, it is proposed to alter the existing Articles of Association of the Company by insertion of a new Article 197A after the existing Article 197 of the Articles of Association so that shareholders may waive or forgo any dividend, if so desired by them. The insertion of the new Article 197A in the Articles of Association will also enable the Board to frame suitable guidelines and procedure in this regard.

A copy of the Articles of Association of the Company together with the proposed changes is available for inspection at the Registered Office of the Company between 10.00 a.m. to 4.00 p.m. on any working day.

The Board recommends the resolution for the approval of the members. None of the directors or key managerial personnel or any of their relatives is concerned or interested in the resolution set out at Item No. 11.

Item No. 12

At present the Authorised Share Capital of the Company is Rs. 4,00,00,000/- (Rupees Four Crore only) divided into 40,00,000 (Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each. The Company proposes to issue Bonus Shares in the ratio of 2 Equity Shares for every 1 Equity Share held by the existing Shareholders of the Company. In view of the same, the Company is required to increase its Authorised Share Capital from Rs 4,00,00,000/- (Rupees Four Crore only) to Rs. 10,50,00,000 (Rupees Ten Crore Fifty Lakhs only). Therefore, the approval of the members is sought for increasing the Authorised Share Capital of the Company and also for the consequent amendment in the Memorandum of Association of the Company.

A copy of the Memorandum of Association of the Company together with the proposed changes is available for inspection at the Registered Office of the Company between 10.00 a.m. to 4.00 p.m. on any working day.

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The Board recommends the resolution for the approval of the members. The Directors, Key Managerial Personnel and their relatives may be regarded as concerned or interested in the resolution set out at Item No. 12, to the extent Equity Shares may be allotted to them.

Item No. 13

The Company, as on 31st March 2019, has Securities Premium Reserve of Rs. 2,21,78,196/- and other Free Reserves of Rs. 18,27,95,293/- and Share Capital of Rs. 3,49,41,750/-. With a view to encourage the participation of small investors, increase the liquidity of the Equity Shares, expand the retail shareholder base and to facilitate migration from SME Segment of BSE Limited to Main Board of BSE Limited, the Board of Directors at their meeting held on 27th August, 2019 have recommended the issue of Bonus Shares, subject to approval of Shareholders, in the proportion of 1:2 i.e 2 (Two) Equity Shares of Rs. 10/- each of the Company for every 1 (one) existing Equity Share of Rs. 10/- each fully paid of the Company held by the shareholders on the record date to be fixed by the Board, by capitalizing a sum of Rs. 6,98,83,500/- (Rupees Six Crore Ninety Eight Lakhs Eighty Three Thousand Five Hundred only) out of securities premium account and retained earnings of the Company. The said sum of Rs. 6,98,83,500/- is proposed to be applied in full by issuing new 69,88,350 Equity Shares of Rs.10/- each as Bonus Shares. Consequently, the Paid up Equity Share Capital of the Company would increase.

The proposed issues of Bonus Shares will be made in line with the provisions of Section 63 of the Companies Act 2013, and subject to such approval, if any, required from any statutory authorities or Government.

The new Equity Shares of Rs.10/- each to be allotted and issued as Bonus Shares shall be subject to the terms of Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid Equity Shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the Bonus shares are allotted.

The approval of members is sought for issue of Bonus Shares in accordance with the provisions of Section 63 of the Companies Act, 2013.

The Board recommends the resolution for the approval of the members. The Directors, Key Managerial Personnel and their relatives may be regarded as concerned or interested in the resolution set out at Item No. 13, to the extent Equity Shares may be allotted to them.

Item No. 14

The Equity Shares of the Company have been listed and traded on the SME Platform of BSE Limited for almost two years and hence, the Company will be eligible to migrate to the Main Board of BSE Limited on completion of two years i.e. after 11th October, 2019, as per the procedures laid down under Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and the Migration Policy of BSE Limited. Further, the Paid up Share Capital of the Company will increase to more than Rs. 10 Crores pursuant to the issue of Bonus Shares, which will enable the Company to apply for migration to the Main Board.

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The proposed listing on the Main Board of BSE Limited will enhance the visibility and prestige of the Company and will also encourage the participation of small investors, increase the liquidity of the Equity Shares and expand the retail shareholder base.

Therefore, the approval of the members is sought by way of a Special Resolution for migration of the Company's present listing of Equity Shares from SME Platform of BSE Limited to the Main Board of BSE Limited.

The Board recommends the resolution for approval by the Members. None of the Directors or Key Managerial Personnel or any of their relatives is concerned or interested in the resolution set out at Item No. 14.

By Order of the Board

Tanvi M. Shah
Company Secretary

Mumbai, 27th August, 2019

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DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 25TH 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. Rajnikant C. Shah	Mr. Mukesh M. Shah
Age	60 years	55 years
Qualification	B.Com.	B.Com.
Brief resume including profile, experience and expertise in specific functional areas	Mr. Rajnikant Shah has about 4 decades of experience in transport and logistics industry and has worked in the areas of back office, finance, client management, compliances and overall administration. He is currently responsible for broad finance control & accounts, due diligence and the compliance departments of the Company operating from the Mumbai office.	Mr. Mukesh Shah has more than 37 years of experience in transport and logistics industry and has worked in the areas of back office accounts, client management, marketing, compliances and overall administration. He is currently responsible for administration, marketing, finance, customer accounts and compliance departments in the Bangalore Regional Office of the Company.
Date of Appointment	4th August, 1994	4th August, 1994
Shareholding in the Company as on 31/03/2019	1,89,720 (5.43%)	1,54,090 (4.41%)
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	7	7
Relationship with other Directors, Manager and other KMP	Mr. Bipin C. Shah, Mr. Narendra C. Shah, Mr. Mahendra C. Shah - Brothers	Mr. Rupesh M. Shah – Brother

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ATTENDANCE SLIP

I hereby record my presence at the **Twenty Fifth Annual General Meeting** of the Company held on Saturday, the 28th September, 2019 at 4.30 p.m. at **Lantana Hall, Ghatkopar Jolly Gymkhana, Jugaldas Mody Marg, Kiroi Road, Ghatkopar (West), Mumbai - 400 086.**

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 :-

**Lantana Hall,
Ghatkopar Jolly Gymkhana,
Jugaldas Mody Marg, Kiroi Road,
Ghatkopar (West), Mumbai - 400 086**

Google Maps Location : <https://goo.gl/maps/DCYKDgcdLARjfcMPA>

Approximate Distance from Vidyavihar Railway Station – 230 meters
Landmark – Opposite Fatima High School

Shreeji Translogistics Ltd.

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 :	L63010MH1994PLC077890
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 Fifth Annual General Meeting of the Company, to be held on Saturday, the 28th September, 2019 at 4.30 p.m. at Lantana Hall, Ghatkopar Jolly Gymkhana, Jugaldas Mody Marg, Kiroli Road, Ghatkopar (West), Mumbai - 400 086, and at any adjournment thereof in respect of such resolutions as are indicated below:

Shreeji Translogistics Ltd.

No.	Resolution	Vote *	
		For	Against
1.	To receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon. (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Auditors thereon.		
2.	To appoint a Director in place of Mr. Rajnikant C. Shah (DIN: 00269109), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint a Director in place of Mr. Mukesh M. Shah (DIN: 00280536), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	To appoint M/s. Dhiraj H. Mehta & Co., Chartered Accountants (Firm Registration No. 145318W) as Statutory Auditors of the Company.		
5.	To approve Remuneration to Mr. Bipin C. Shah (DIN: 00280559), Wholetime Director		
6.	To approve Remuneration to Mr. Narendra C. Shah (DIN: 00268812), Wholetime Director		
7.	To approve Remuneration to Mr. Rajnikant C. Shah (DIN: 00269109), Wholetime Director		
8.	To approve Remuneration to Mr. Mukesh M. Shah (DIN: 00280536), Wholetime Director		
9.	To approve Remuneration to Mr. Mahendra C. Shah (DIN: 00268971), Wholetime Director		
10.	To approve Remuneration to Mr. Rupesh M. Shah (DIN: 00280547), Wholetime Director		
11.	To alter Articles of Association of the Company		
12.	To increase Authorised Share Capital of the Company		
13.	To issue Bonus Shares to the Equity Shareholders of the Company		
14.	To migrate Company's listed Equity Shares from SME Platform of BSE Limited to the Main Board of BSE Limited		

** 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 _____ 2019

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.