

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Seventh (27th) Annual General Meeting of the members of **SHREEJI TRANSLOGISTICS LIMITED** will be held on Monday, 27th September, 2021 at 4.30 p.m. through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') 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, 2021 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, 2021 and the Report of 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.

SPECIAL BUSINESS:

4. **To appoint Mr. Shailesh Surendra Kamdar (DIN: 07605986) as an Independent Director.**

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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications, amendments or re-enactment thereof, for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), and the Articles of Association of the Company, Mr. Shailesh Surendra Kamdar (DIN: 07605986), who was appointed by the Board of Directors of the Company, as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from 28th November, 2020 and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee of the Directors and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 (1) of the Act proposing his

candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for a period of five years commencing from 28th November, 2020 upto 27th November, 2025 and that Mr. Shailesh Surendra Kamdar shall not be liable to retire by rotation."

5. **To appoint Mr. Dharmendra Dhirajlal Vora (DIN: 01870374) as an Independent Director**

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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications, amendments or re-enactment thereof, for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), and the Articles of Association of the Company, Mr. Dharmendra Dhirajlal Vora (DIN: 01870374), who was appointed by the Board of Directors of the Company, as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from 28th November, 2020 and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee of the Directors and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for a period of five years commencing from 28th November, 2020 upto 27th November, 2025 and that Mr. Dharmendra Dhirajlal Vora shall not be liable to retire by rotation."

6. **To appoint Mr. Satish Ratilal Shah (DIN: 07535925) as an Independent Director**

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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications, amendments or re-enactment thereof, for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), and the Articles of Association of the

Company, Mr. Satish Ratilal Shah (DIN: 07535925), who was appointed by the Board of Directors of the Company, as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from 28th November, 2020 and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee of the Directors and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 (1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for a period of five years commencing from 28th November, 2020 upto 27th November, 2025 and that Mr. Satish Ratilal Shah shall not be liable to retire by rotation.”

7. To appoint Mr. Vivek Umesh Shah (DIN: 07215797) as an Independent Director

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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications, amendments or re-enactment thereof, for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’), and the Articles of Association of the Company, Mr. Vivek Umesh Shah (DIN: 07215797), who was appointed by the Board of Directors of the Company, as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from 28th November, 2020 and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee of the Directors and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 (1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for a period of five years commencing from 28th November, 2020 upto 27th November, 2025 and that Mr. Vivek Umesh Shah shall not be liable to retire by rotation.”

8. Re-appointment of Mr. Bipin C. Shah (DIN: 00280559) as 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, 197, 203 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 recommendation of Nomination & Remuneration Committee of the Directors and approval of the Board of Directors of the Company and subject to such other approvals as may be required, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Bipin C. Shah (DIN: 00280559) as a Wholetime Director of the Company for a period of 5 years with effect from 15th September, 2021 to 14th September, 2026, liable to retire by rotation, upon the terms, conditions and stipulations hereinafter mentioned and that he be paid remuneration, perquisites and amenities, for the period of 3 years with effect from 15th September, 2021 to 14th September, 2024, as may be agreed by him, which shall not exceed the limits stated hereunder.

(a) Salary:

Rs. 4,00,000/- (Rupees Four Lacs only) 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 :

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 and cost of petrol.

Leave Encashment :

Encashment of unutilised earned privilege leave at the end of the tenure 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/- per annum.)

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 the Board of Directors of the Company (including Nomination & Remuneration Committee) be and is hereby authorised to alter, vary the terms of appointment, and/or increase or revise salary, commission and perquisites and allowances at any time(s) as the Board may deem appropriate during the period of office of Wholetime Director and in such manner so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals as may be required and as may be agreed to by the Board of Directors of the Company and Mr. Bipin C. Shah

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient and proper for the purpose of giving effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

9. Re-appointment of Mr. Narendra C. Shah (DIN: 00268812) as 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, 197, 203 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 recommendation of Nomination & Remuneration Committee of the Directors and approval of the Board of Directors of the Company and subject to such other approvals as may be required, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Narendra C. Shah (DIN: 00268812) as a Wholetime Director of the Company for a period of 5 years with effect from 15th September, 2021 to 14th September, 2026, liable to retire by rotation, upon the terms, conditions and stipulations hereinafter mentioned and that he be paid remuneration, perquisites and amenities, for the period of 3 years with effect from 15th September, 2021 to 14th September, 2024, as may be agreed by him, which shall not exceed the limits stated hereunder.

(a) Salary:

Rs. 4,00,000/- (Rupees Four Lacs only) 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 :**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 and cost of petrol.

Leave Encashment :

Encashment of unutilised earned privilege leave at the end of the tenure 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/- per annum.)

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 the Board of Directors of the Company (including Nomination & Remuneration Committee) be and is hereby authorised to alter, vary the terms of appointment, and/or increase or revise salary, commission and perquisites and allowances at any time(s) as the Board may deem appropriate during the period of office of Wholetime Director and in such manner so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals as may be required and as may be agreed to by the Board of Directors of the Company and Mr. Narendra C. Shah

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient and proper for the purpose of giving effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

10. Re-appointment of Mr. Rajnikant C. Shah (DIN: 00269109) as 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, 197, 203 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 recommendation of Nomination & Remuneration Committee of the Directors and approval of the Board of Directors of the Company and subject to such other approvals as may be required, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Rajnikant C. Shah (DIN: 00269109) as a Wholetime Director of the Company for a period of 5 years with effect from 15th September, 2021 to 14th September, 2026, liable to retire by rotation, upon the terms, conditions and stipulations hereinafter mentioned and that he be paid remuneration, perquisites and amenities, for the period of 3 years with effect from 15th September, 2021 to 14th September, 2024, as may be agreed by him, which shall not exceed the limits stated hereunder.

(a) Salary:

Rs. 4,00,000/- (Rupees Four Lacs only) 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 :

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 and cost of petrol.

Leave Encashment :

Encashment of unutilised earned privilege leave at the end of the tenure 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/- per annum.)

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 the Board of Directors of the Company (including Nomination & Remuneration Committee) be and is hereby authorised to alter, vary the

terms of appointment, and/or increase or revise salary, commission and perquisites and allowances at any time(s) as the Board may deem appropriate during the period of office of Wholtime Director and in such manner so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals as may be required and as may be agreed to by the Board of Directors of the Company and Mr. Rajnikant C. Shah

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient and proper for the purpose of giving effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

11. Re-appointment of Mr. Mukesh M. Shah (DIN: 00280536) as Wholtime 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, 197, 203 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 recommendation of Nomination & Remuneration Committee of the Directors and approval of the Board of Directors of the Company and subject to such other approvals as may be required, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Mukesh M. Shah (DIN: 00280536) as a Wholtime Director of the Company for a period of 5 years with effect from 15th September, 2021 to 14th September, 2026, liable to retire by rotation, upon the terms, conditions and stipulations hereinafter mentioned and that he be paid remuneration, perquisites and amenities, for the period of 3 years with effect from 15th September, 2021 to 14th September, 2024, as may be agreed by him, which shall not exceed the limits stated hereunder.

(a) Salary:

Rs. 4,00,000/- (Rupees Four Lacs only) 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 :

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 and cost of petrol.

Leave Encashment :

Encashment of unutilised earned privilege leave at the end of the tenure 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/- per annum.)

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 Wholtime Director, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Nomination & Remuneration Committee) be and is hereby authorised to alter, vary the terms of appointment, and/or increase or revise salary, commission and perquisites and allowances at any time(s) as the Board may deem appropriate during the period of office of Wholtime Director and in such manner so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals as may be required and as may be agreed to by the Board of Directors of the Company and Mr. Mukesh M. Shah

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds,

matters and things as it may in its absolute discretion deem necessary, expedient and proper for the purpose of giving effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

12. Re-appointment of Mr. Mahendra C. Shah (DIN: 00268971) as 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, 197, 203 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 recommendation of Nomination & Remuneration Committee of the Directors and approval of the Board of Directors of the Company and subject to such other approvals as may be required, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Mahendra C. Shah (DIN: 00268971) as a Wholetime Director of the Company for a period of 5 years with effect from 15th September, 2021 to 14th September, 2026, liable to retire by rotation, upon the terms, conditions and stipulations hereinafter mentioned and that he be paid remuneration, perquisites and amenities, for the period of 3 years with effect from 15th September, 2021 to 14th September, 2024, as may be agreed by him, which shall not exceed the limits stated hereunder.

(a) Salary:

Rs. 4,00,000/- (Rupees Four Lacs only) 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 :

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 and cost of petrol.

Leave Encashment :

Encashment of unutilised earned privilege leave at the end of the tenure 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/- per annum.)

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 the Board of Directors of the Company (including Nomination & Remuneration Committee) be and is hereby authorised to alter, vary the terms of appointment, and/or increase or revise salary, commission and perquisites and allowances at any time(s) as the Board may deem appropriate during the period of office of Wholetime Director and in such manner so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals as may be required and as may be agreed to by the Board of Directors of the Company and Mr. Mahendra C. Shah.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient and proper for the purpose of giving effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

13. Re-appointment of Mr. Rupesh M. Shah (DIN: 00280547) as 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, 197, 203 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 recommendation of Nomination & Remuneration Committee of the Directors and approval of the Board of Directors of the Company and subject to such other approvals as may be required, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Rupesh M. Shah (DIN: 00280547) as a Wholetime Director of the Company for a period of 5 years with effect from 15th September, 2021 to 14th September, 2026, liable to retire by rotation, upon the terms, conditions and stipulations hereinafter mentioned and that he be paid remuneration, perquisites and amenities, for the period of 3 years with effect from 15th September, 2021 to 14th September, 2024, as may be agreed by him, which shall not exceed the limits stated hereunder.

(a) Salary:

Rs. 4,00,000/- (Rupees Four Lacs only) 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 :

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 and cost of petrol.

Leave Encashment :

Encashment of unutilised earned privilege leave at the end of the tenure 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/- per annum.)

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 the Board of Directors of the Company (including Nomination & Remuneration Committee) be and is hereby authorised to alter, vary the terms of appointment, and/or increase or revise salary, commission and perquisites and allowances at any time(s) as the Board may deem appropriate during the period of office of Wholetime Director and in such manner so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals as may be required and as may be agreed to by the Board of Directors of the Company and Mr. Rupesh M. Shah.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient and proper for the purpose of giving effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

By Order of the Board

**Chanda Kanojiya
Company Secretary**

Navi Mumbai, 27th August, 2021

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Item Nos. 4 to 13 to be transacted at the meeting is annexed hereto.
2. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs has vide General Circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility or Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI') vide its Circulars dated 12th May, 2020 and 15th January, 2021 ('SEBI Circulars') has also granted certain relaxations. In compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circulars, the 27th AGM of the Company is being held through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/ OAVM only. The deemed venue of the AGM shall be the Registered Office of the Company at Shreeji Krupa, Plot No. 107, Sector No. 19 C, Vashi, Navi Mumbai-400705.
3. Since the AGM is being held pursuant to MCA Circulars through VC/ OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and the SEBI Circulars, the facility for appointment of proxies by the members will not be available for this AGM. Hence, proxy forms, attendance slips and route map for venue of the AGM are not annexed to this Notice.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
5. The Members holding shares in the Company as on 20th September, 2021, may join the AGM through VC/ OAVM Facility 15 minutes before the time scheduled to start the AGM i.e. from 4.15 p.m. (IST) and till the time of conclusion of the AGM, by following the procedure as mentioned in the Notice.
6. The attendance of the Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The Members who would like to express their views or ask questions as a speaker during the AGM may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID and mobile number at cs@shreejitransport.com on or before Monday, 20th September, 2021. **Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM.** The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
8. Queries on accounts and operations of the Company, if any, may please be sent to the Company through email at cs@shreejitransport.com, latest by Monday, 20th September, 2021, so that the answers may be made readily available at the Meeting.
9. As per MCA Circulars and SEBI Circulars, the Notice of the 27th AGM along with the Annual Report for the financial year 2020-21 is being sent only through electronic mode to those members whose email IDs are registered with the Company/ Depository Participant(s) ('DPs'). The 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, and can also be accessed from relevant section of the website of BSE Limited at www.bseindia.com and the website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com.
10. Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the relevant details in respect of Directors seeking appointment/ re-appointment at this AGM is annexed.
11. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 20th September, 2021 to Monday, 27th September, 2021 (both days inclusive).
12. 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 for the purpose.
13. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members are therefore, requested to submit their PAN details to their depository participant, if not already submitted.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members through electronic mode during the AGM.
15. **PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING NOTICE AND ANNUAL REPORT ELECTRONICALLY AND CAST VOTES ELECTRONICALLY:**
The Members are requested to register / update email id and bank account details with their respective Depository Participants. Members may also temporarily register their

e-mail ids with the RTA, at investor@bigshareonline.com by providing details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id.

16. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the AGM will be provided by NSDL.
- II. The remote e-voting period commences on Friday, 24th September, 2021 at 9.00 a.m. and ends on Sunday, 26th September, 2021 at 5.00 p.m. During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e Monday, 20th September, 2021 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

III. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual AGM for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Individual Shareholders holding securities in demat mode with NSDL.

- i. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section , this will prompt you to enter your existing User ID and

Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- ii. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "**Register Online for IDeAS Portal**" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp> or
- iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your

NSDL Mobile App is available on



sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- iv. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

2. Individual Shareholders holding securities in demat mode with CDSL

- i. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com>.

com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

- ii. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
- iii. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- iv. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective e-voting service provider i.e. **NSDL** where the e-Voting is in progress.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

- i. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

4. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B. Login Method for e-voting and joining virtual meeting for non-individual shareholders holding securities in demat mode

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

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

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

- iv. Your User ID details will be as per details given below:

Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

- v. Your Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open

the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your 'User ID' and your 'initial password'.

- If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.

- i. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- ii. Select "EVEN" of company for which you wish to cast your vote during the remote-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- iii. Now you are ready for e-Voting as the Voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- v. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. authorizing its representative to attend the AGM on its behalf and to vote,, to the Scrutinizer by e-mail to sanjay.sangani@gmail.com with a copy marked to evoting@nsdl.co.in.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" option available on www.evoting.nsdl.com to reset the password.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh or Mr. Anubhav Saxena at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

- i. Shareholders are requested to provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@shreejitransport. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- ii. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

IV. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting. E-voting during the AGM is integrated with the VC/OAVM platform and no separate login is required for the same.
- ii. Only those Members/ shareholders, who will be present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

- iii. The Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

V. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:

- i. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- ii. Members are encouraged to join the Meeting through Laptops/ Desktop Computers (with Audio and Video camera facility) for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

17. 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. Monday, 20th September, 2021.
- 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. Tuesday, 21st September, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in 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 e-voting at the AGM.

- iv. Mr. Sanjay H. Sangani, Practising Company Secretary (Membership No.4090) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting during the AGM in a fair and transparent manner.
- v. The Results declared along with the report of the Scrutinizer, shall be placed on the website of the Company www.shreejitranslogistics.com and on the website of NSDL immediately after the declaration of result by the Chairman of the Meeting or a person authorized by him in writing and the same shall be communicated to BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item Nos. 4 to 7**

The Board of Directors of the Company (the 'Board'), at its meeting held on 28th November, 2020, has, pursuant to the recommendation of Nomination & Remuneration Committee of Directors and subject to the approval of the members, appointed Mr. Shailesh Surendra Kamdar, Mr. Dharmendra Dhirajlal Vora, Mr. Satish Ratilal Shah and Mr. Vivek Umesh Shah as Additional Directors in the capacity of Non-Executive Independent Directors and pursuant to Section 161 of the Companies Act, 2013, they hold office till the ensuing Annual General Meeting.

The Company has received notices from Members under Section 160 of the Act proposing their appointment as Independent Directors. The Company has received declarations from Mr. Shailesh Surendra Kamdar, Mr. Dharmendra Dhirajlal Vora, Mr. Satish Ratilal Shah and Mr. Vivek Umesh Shah confirming that they meet the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

It is proposed to seek the members' approval for the appointment of Mr. Shailesh Surendra Kamdar, Mr. Dharmendra Dhirajlal Vora, Mr. Satish Ratilal Shah and Mr. Vivek Umesh Shah as Non-Executive Independent Directors for a period of five consecutive years from 28th November, 2020 upto 27th November, 2025 and they shall not be liable to retire by rotation in terms of the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the resolutions set out at item Nos. 4 to 7 for the approval of the members. In the opinion of the Board, the Independent Directors proposed to be appointed fulfill the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for their appointment as Independent Directors of the Company and are independent of the management.

Mr. Shailesh Surendra Kamdar, Mr. Dharmendra Dhirajlal Vora, Mr. Satish Ratilal Shah and Mr. Vivek Umesh Shah may be regarded as concerned or interested in the resolution in respect of their own appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives is interested in these Resolutions.

Brief Resume of the Independent Directors is provided separately in this Notice. A copy of the draft Letter of Appointment of Independent Director, setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode.

Item Nos. 8 to 13

The Board of Directors of the Company (the 'Board'), at its meeting held on 27th August, 2021 has, pursuant to the recommendation of Nomination & Remuneration Committee of Directors and subject to the approval of the members, 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 Wholetime Directors for a period of 5 years with effect from 15th September, 2021 upon expiry of their present term on 14th September, 2021 and the Board has also approved remuneration payable to them for a period of 3 years. The said directors with their vast skills, expertise, knowledge and experience are valuable assets to the Company.

It is proposed to seek the members' approval for the re-appointment of 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 Wholetime Directors in terms of the applicable provisions of the Companies Act, 2013.

The Board recommends the resolutions set out at Item Nos. 8 to 13 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. 8, 9, 10 and 13 relating to their re-appointment and respective remuneration and re-appointment 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. 11 and 12 relating to their respective re-appointment and remuneration and re-appointment and remuneration of the other, being relatives of each other. 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, 2021)

Particulars	Rs. in Lac
Sales & Other Income	10888.76
EBIDTA	756.47
Net Profit/(Loss) after Tax	(109.24)

v. Foreign Investments or collaborators, if any:

Not Applicable

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, 67 years, is a commerce graduate and he has been associated with the Company since its inception.	Mr. Narendra C. Shah, 63 years, is a commerce graduate and he has been associated with the Company since its inception.	Mr. Rajnikant C. Shah, 62 years, is a commerce graduate and he has been associated with the Company since its inception.	Mr. Mukesh M. Shah, 58 years, is a commerce graduate and he has been associated with the Company since its inception.	Mr. Mahendra C. Shah, 56 years, is a commerce graduate and he has been associated with the Company since its inception.	Mr. Rupesh M. Shah, 53 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, 2021)						
- Salary	24,00,000	24,00,000	24,00,000	24,00,000	26,50,000	24,00,000
- Perquisites & Allowances	Nil	Nil	Nil	Nil	Nil	Nil
- Commission	Nil	Nil	Nil	Nil	Nil	Nil
Total	24,00,000	24,00,000	24,00,000	24,00,000	26,50,000	24,00,000
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 almost 45 years of experience in transport and logistics industry and has worked in areas of back office, accounts, client management and administration. He has been associated with the Company as a Wholetime Director with effect from August 4, 1994. He is currently responsible for Fleet Management and Finance in the Chennai Regional Office.	Mr. Narendra C. Shah has almost 45 years of experience in transport and logistics industry and has worked in areas of back office, accounts, client management, marketing and overall administration. He has been associated with the Company as a Wholetime Director with effect from April 21, 1994. He is currently responsible for Maintenance, Marketing and Exim Divisions of the Company and operates from the Mumbai office.	Mr. Rajnikant C. Shah has more than 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 has been associated with the Company as a Wholetime Director with effect from August 4, 1994. 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 M. Shah has almost 4 decades 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 has been associated with the Company as a Wholetime Director with effect from August 4, 1994. He is currently responsible for finance, customer accounts and compliance departments in the Bangalore Regional Office of the Company.	Mr. Mahendra C. Shah has almost 4 decades of experience in transport and logistics industry and has worked in areas of client management, marketing and overall administration. He has been associated with the Company as a Wholetime Director with effect from August 4, 1994. He is currently responsible for Operation departments of the Company and operates from the Mumbai office.	Mr. Rupesh M. Shah has around 37 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. 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.
v. Remuneration Proposed	The remuneration proposed is as per details explained in the resolutions hereinabove.					
vi. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	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.					
vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel	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. Mukesh M. Shah and Mr. Rupesh M. Shah are relatives. Note No. 30 of the financial statements sets out related party disclosures.					

III. Other Information :

- Reasons of loss or inadequate profits :**
Turnover and Margins are under pressure due to the prevailing economic situation because of Covid-19 pandemic.
- 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.

By Order of the Board

Chanda Kanojiya
Company Secretary

Navi Mumbai, 27th August, 2021

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 27TH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS AREAS UNDER:

I.

Name	Mr. Bipin C. Shah	Mr. Narendra C. Shah	Mr. Rajnikant C. Shah	Mr. Mukesh M. Shah	Mr. Mahendra C. Shah	Mr. Rupesh M. Shah
Age	67 years	63 years	62 years	58 years	56 years	53 years
Date of First Appointment	4 th August, 1994	21 st April, 1994	4 th August, 1994	4 th August, 1994	4 th August, 1994	4 th August, 1994
Qualification	B.Com.	B.Com.	B.Com.	B.Com.	B.Com.	B.Com.
Brief resume including profile, experience and expertise in specific functional areas	Mr. Bipin C. Shah has almost 45 years of experience in transport and logistics industry and has worked in areas of accounts, client management and administration. He is currently responsible for Fleet Management and Finance in the Chennai Regional Office of the Company.	Mr. Narendra C. Shah has almost 45 years 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. Rajnikant C. Shah has more than 4 decades of experience in transport and logistics industry and has worked in 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 M. Shah has almost 4 decades 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 finance, customer accounts and compliance departments in the Bangalore Regional Office of the Company.	Mr. Mahendra C. Shah has almost 4 decades 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.	Mr. Rupesh M. Shah has around 37 years of experience in transport and logistics industry and has worked in the areas of marketing and client management. 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.
Shareholding in the Company as on 31/03/2021	3,64,200 shares (3.47%)	5,72,415 shares (5.46%)	5,69,190 shares (5.43%)	4,62,270 shares (4.41%)	5,78,820 shares (5.52%)	5,82,390 shares (5.56%)
Directorships held in other public companies (excluding Section 8, private and foreign companies)	Nil	Nil	Nil	Nil	Nil	Nil
Memberships/ Chairmanships in mandatory committees of other companies	Nil	Nil	Nil	Nil	Nil	Nil
Terms and Conditions of appointment/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. 24 Lacs	Wholetime Director liable to retire by rotation. Remuneration last drawn – Rs. 24 Lacs.	Wholetime Director liable to retire by rotation. Remuneration last drawn - Rs. 24 Lacs.	Wholetime Director liable to retire by rotation. Remuneration last drawn - Rs. 24 Lacs.	Wholetime Director liable to retire by rotation. Remuneration last drawn – Rs. 26.5 Lacs.	Wholetime Director liable to retire by rotation. Remuneration last drawn – Rs. 24 Lacs.
Number of Board Meetings attended during the year	5	7	7	5	7	6
Relationship with other Directors, Manager and other KMP	Mr. Narendra C. Shah, Mr. Rajnikant C. Shah, Mr. Mahendra C. Shah-Brothers	Mr. Bipin C. Shah, Mr. Rajnikant C. Shah, Mr. Mahendra C. Shah-Brothers	Mr. Bipin C. Shah, Mr. Narendra C. Shah, Mr. Mahendra C. Shah-Brothers	Mr. Rupesh M. Shah – Brother	Mr. Bipin C. Shah, Mr. Narendra C. Shah, Mr. Rajnikant C. Shah - Brothers	Mr. Mukesh M. Shah – Brother

II.

Name	Mr. Shailesh S. Kamdar	Mr. Dharmendra D. Vora	Mr. Satish R. Shah	Mr. Vivek U. Shah
Age	47 years	55 years	66 years	34 years
Date of First Appointment	28 th November 2020	28 th November 2020	28 th November 2020	28 th November 2020
Qualification	Chartered Accountant	Provisional Degree Certificate-Commerce	Chemical Engineer	B. Com.
Brief resume including profile, experience and expertise in specific functional areas	Mr. Shailesh Kamdar, is a Fellow Member of the Institute of Chartered Accountants of India. He is currently a proprietor at Shailesh Kamdar & Co. and has rich experience in the field of finance, Legal and Consulting.	Mr. Dharmendra Vora holds Degree of PDC from Kerala. Mr. Vora is currently self employed as a Managing Partner of Vora Brothers and has rich experience in the field of finance, Legal and Consulting.	Mr. Satish Shah holds the degree of Chemical Engineering from Illinois. Mr. Satish Shah is currently self employed as a Consultant in Chemical Engineering field and has more than 30 years of experience in the field of Pharma.	Mr. Vivek Shah holds Degree of Bachelor of Commerce from Bangalore University. He is currently a proprietor at JaverDhan Inc. and has rich experience in the field of finance.
Shareholding in the Company as on 31/03/2021	Nil	Nil	Nil	Nil
Directorships held in other public companies (excluding Section 8, private and foreign companies)	Nil	Nil	Nil	Nil
Memberships/Chairmanships in mandatory committees of other companies	Nil	Nil	Nil	Nil
Terms and Conditions of appointment/re-appointment along with details of remuneration sought to be paid and remuneration last drawn	Non-Executive Independent Directors not liable to retire by rotation. Remuneration last drawn – Nil	Non-Executive Independent Directors not liable to retire by rotation. Remuneration last drawn – Nil	Non-Executive Independent Directors not liable to retire by rotation. Remuneration last drawn – Nil	Non-Executive Independent Directors not liable to retire by rotation. Remuneration last drawn – Nil
Number of Board Meetings attended during the year	2	2	2	2
Relationship with other Directors, Manager and other KMP	Nil	Nil	Nil	Nil