

### NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Eighth (28<sup>th</sup>) Annual General Meeting of the members of **SHREEJI TRANSLOGISTICS LIMITED** will be held on Wednesday, 7<sup>th</sup> September, 2022 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 31<sup>st</sup> March, 2022 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 31<sup>st</sup> March, 2022 and the Report of the Auditors thereon.
2. To declare dividend on Equity Shares of the Company for the financial year ended 31<sup>st</sup> March, 2022.
3. 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.
4. 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.

#### SPECIAL BUSINESS:

**5. To re-appoint Mrs. Drishti Harshit Parekh (DIN: 07830901) as an Independent 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 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, Mrs. Drishti Harshit Parekh (DIN: 07830901), who completed her first term as a Non-Executive Independent Director of the Company on 1<sup>st</sup> August, 2022 and who is eligible for re-appointment and who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from 2<sup>nd</sup> August,

2022, and whose re-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 she 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 her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of five years commencing from 2<sup>nd</sup> August, 2022 to 1<sup>st</sup> August, 2027 and that Mrs. Drishti Harshit Parekh shall not be liable to retire by rotation."

**6. To appoint Mr. Hasmukh Champaklal Shah (DIN: 09685777) as an Independent 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 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. Hasmukh Champaklal Shah (DIN: 09685777), 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 2<sup>nd</sup> August, 2022 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 an Independent Director of the Company, for a period of five years commencing

from 2<sup>nd</sup> August, 2022 to 1<sup>st</sup> August, 2027 and that Mr. Hasmukh Champaklal Shah shall not be liable to retire by rotation.”

**7. Authority to the Board of Directors to make investments, give loans, give guarantees and provide securities upto an aggregate amount not exceeding the specified limits.**

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 186 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and subject to all such consents, sanctions and approvals as may be necessary in that regard, the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall include any committee constituted / to be constituted by the Board for exercising the powers conferred on the Board by this resolution) be and is hereby authorised to invest in one or more tranches by way of subscription, purchase, conversion or otherwise in the equity shares, preference shares or other securities of any other body corporate or units of mutual funds at par or at premium or at discount; and / or give any loan to any person or other body corporate from time to time; and / or give any guarantee or provide security in connection with a loan to any other body corporate or person from time to time, upto an aggregate amount not exceeding Rs. 25 Crores, notwithstanding of the fact that aggregate amount of all investments so far made and /or loans so far given

and / or guarantees so far given and / or securities so far provided together with the proposed investments, loans, guarantees and securities will exceed sixty percent of the aggregate of paid-up share capital, free reserves and securities premium account of the Company or one hundred percent of free reserves and securities premium account of the Company, whichever is higher.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to determine the manner and amount of investments, loans, guarantees and securities within the above mentioned limits.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors of the Company and / or Committee of Directors constituted for this purpose be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also settle any question or difficulty that may arise in regard to the proposed investments, loans, guarantees and securities and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith.”

**By Order of the Board**

**Divyesh Badiyani  
Company Secretary**

**Place: Navi Mumbai  
Date: 2<sup>nd</sup> August, 2022**

### NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Item Nos. 5 to 7 to be transacted at the meeting is annexed hereto.
2. The Ministry of Corporate Affairs has vide General Circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021 and 5<sup>th</sup> May, 2022 (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, the Securities and Exchange Board of India ('SEBI') vide its Circulars dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021 and 13<sup>th</sup> May, 2022 ('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 28<sup>th</sup> 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. However, the Institutional shareholders/ Corporate shareholders are entitled to appoint Authorised Representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting.
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 Wednesday, 31<sup>st</sup> August, 2022, 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](mailto:cs@shreejitransport.com) on or before Wednesday, 31<sup>st</sup> August, 2022. **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](mailto:cs@shreejitransport.com), latest by Wednesday, 31<sup>st</sup> August, 2022, so that the answers may be made readily available at the Meeting.
9. As per MCA Circulars and SEBI Circulars, the Notice of the 28<sup>th</sup> AGM along with the Annual Report for the financial year 2021-22 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](http://www.shreejitranslogistics.com), and can also be accessed from relevant section of the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the website of National Securities Depository Limited ('NSDL') at [www.evoting.nsd.com](http://www.evoting.nsd.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. 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.
12. 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.
13. 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.

#### 14. DIVIDEND

- (i) Record Date: The Company has fixed Friday, 26<sup>th</sup> August, 2022, as the Record Date for determining the entitlement of Members for payment of Dividend, if declared at the AGM, for the financial year ended 31<sup>st</sup> March, 2022.

The dividend shall be paid to those Members whose names stand registered in the Company's Register of Members as Beneficial Owners as at the end of business day on Friday, 26<sup>th</sup> August, 2022 as per the list to be furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").

- (ii) The dividend, as recommended by the Board, if declared at the AGM, will be paid, subject to deduction of tax at source, as applicable on or before 6<sup>th</sup> October, 2022.
- (iii) Members may note that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agents cannot act on any request received directly from the Members holding shares in dematerialized mode for any change of bank particulars or bank mandates. Hence, such changes in bank details, ECS mandate, address or e-mail id is to be furnished by the Members to their Depository Participant only. If the bank particulars are not updated, dividend warrants/ cheques will be dispatched to their registered addresses by postal or courier services.

#### 15. Deduction of Tax on Dividend

Shareholders may note that pursuant to the changes in the Income Tax Act, 1961 ('the Act'), as amended by the Finance Act, 2020, dividends paid or distributed by the Company on or after 1<sup>st</sup> April, 2020 shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source ('TDS') (at the applicable rates) at the time of payment of the dividend. The withholding tax rate would vary depending on the residential status of the shareholder(s) and subject to verification of documents, submitted by the shareholder(s) in this regard by email to the RTA at [tds@bigshareonline.com](mailto:tds@bigshareonline.com) by Friday, 26<sup>th</sup> August, 2022.

For the prescribed rates for various categories, the shareholders are requested to refer to the provisions in the Income Tax Act, 1961 and amendments thereof. The shareholders are requested to update their PAN with the Depository Participant(s) in case of shares held in demat mode.

- (i) A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to the RTA at [tds@bigshareonline.com](mailto:tds@bigshareonline.com) by Friday, 26<sup>th</sup> August, 2022. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate as applicable.
- (ii) Non-resident shareholders (including Foreign Institutional Investors -FIIs/Foreign Portfolio Investors-FPIs) can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by submitting the same by email to the RTA at [tds@bigshareonline.com](mailto:tds@bigshareonline.com) by Friday, 26<sup>th</sup> August, 2022.

The detailed process and forms/ documents for tax exemptions can be downloaded from the website of the Company's RTA - <https://www.bigshareonline.com/Resources.aspx>.

#### 16. 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 <https://www.bigshareonline.com/InvestorRegistration.aspx> or at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) by providing details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id.

#### 17. 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 National Securities Depository Limited ('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 begins on Sunday, 4<sup>th</sup> September, 2022 at 9:00 A.M. and ends on Tuesday, 6<sup>th</sup> September, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the cut-off date i.e. Wednesday, 31<sup>st</sup> August, 2022, may cast their vote electronically. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

### INSTRUCTIONS FOR MEMBERS FOR USING NSDL E-VOTING SYSTEM:

The way to vote electronically and joining virtual meeting 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.nsdl.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.nsdl.com>. Select "**Register Online for IDeAS Portal**" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- (iii) 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. 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 sixteen digit demat account number hold 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.

#### **NSDL Mobile App is available on**



#### **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/myeasi/home/login> or [www.cdslindia.com](http://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](http://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 ESP 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

### B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (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 are given below :

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

(v) 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 or folio number for shares held in physical form. 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](http://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](mailto: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 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 e-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 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/ Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the

relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer by e-mail [sanjay.sangani@gmail.com](mailto:sanjay.sangani@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.

- (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?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Anubhav Saxena at [evoting@nsdl.co.in](mailto: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 e mail 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.com](mailto:cs@shreejitransport.com). If you are an Individual Shareholder 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](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- (iii) 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 required to update their mobile number and email id correctly in their demat account in order to access e-Voting facility.

**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.
- (ii) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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) 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.

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

- (i) Members will be provided with a facility to attend the 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 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 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.

**18. 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. Wednesday, 31<sup>st</sup> August, 2022.
- (ii) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, 31<sup>st</sup> August, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://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 No. 5**

In terms of the provisions of Section 149 of the Companies Act, 2013 and Rules framed thereunder, Mrs. Drishti Harshit Parekh (DIN : 07830901) was appointed as an Independent Director of the Company, for a period of five years from 2<sup>nd</sup> August, 2017 to 1<sup>st</sup> August, 2022, not liable to retire by rotation.

Considering the expertise, experience and contribution made by Mrs. Drishti Harshit Parekh during her first term and based on her performance evaluation, the Board of Directors of the Company (the 'Board'), at its meeting held on 2<sup>nd</sup> August 2022, has, pursuant to the recommendation

of the Nomination & Remuneration Committee of Directors and subject to the approval of the members, re-appointed Mrs. Drishti Harshit Parekh, as an Additional Director in the capacity of Non-Executive Independent Director with effect from 2<sup>nd</sup> August, 2022 and pursuant to Section 161 of the Companies Act, 2013, she holds office till the ensuing Annual General Meeting.

The Company has received notice from a member under Section 160(1) of the Companies Act, 2013 proposing her re-appointment as an Independent Director. The Company has received declarations from Mrs. Drishti Harshit Parekh confirming that she continues to meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also confirmed that she has registered herself in the database for Independent Directors. Mrs. Drishti Harshit Parekh is a member of the Nomination and Remuneration Committee of the Board of Directors.

Pursuant to Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution.

It is proposed to seek members' approval for the re-appointment of Mrs. Drishti Harshit Parekh as Non-Executive Independent Director for a second term of five consecutive years from 2<sup>nd</sup> August, 2022 to 1<sup>st</sup> August, 2027 and she 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 resolution set out at item no. 5 for the approval of the members. In the opinion of the Board, the Independent Director, proposed to be re-appointed, fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as an Independent Director of the Company and is independent of the management.

Mrs. Drishti Harshit Parekh may be regarded as concerned or interested in the resolution in respect of her own re-appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives are interested in this Resolution.

Brief Resume of the Independent Director as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial

Standards issued by the Institute of Company Secretaries of India is provided separately in this Notice. A copy of the draft Letter of Appointment of Independent Director, setting out the terms and conditions of re-appointment is being made available for inspection by the Members through electronic mode.

**Item No. 6**

The Board of Directors of the Company (the 'Board'), at its meeting held on 2<sup>nd</sup> August 2022, has, pursuant to the recommendation of the Nomination & Remuneration Committee of Directors and subject to the approval of the members, appointed Mr. Hasmukh Champaklal Shah (DIN: 09685777), as an Additional Director in the capacity of Non-Executive Independent Director with effect from 2<sup>nd</sup> August, 2022 and pursuant to Section 161 of the Companies Act, 2013, he holds office till the ensuing Annual General Meeting.

The Company has received notice from a member under Section 160(1) of the Companies Act, 2013 proposing his appointment as an Independent Director. The Company has received declarations from Mr. Hasmukh Champaklal Shah confirming that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also confirmed that he has registered himself in the database for Independent Directors.

Pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of a person as a Non-Executive Director who has attained the age of 75 years can be made by passing a special resolution. Mr. Hasmukh Champaklal Shah will attain age of 75 years during his term as a Non-Executive Independent Director. Accordingly, the approval of Members for appointment of Mr. Hasmukh Champaklal Shah as Non-Executive Independent Director is sought by way of a Special Resolution.

It is proposed to seek members' approval for the appointment of Mr. Hasmukh Champaklal Shah as Non-Executive Independent Director for a period of five consecutive years from 2<sup>nd</sup> August, 2022 to 1<sup>st</sup> August, 2027 and he 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 resolution set out at item no. 6 for the approval of the members. In the opinion of the Board, the Independent Director, proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013

and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management.

Mr. Hasmukh Champaklal Shah may be regarded as concerned or interested in the resolution in respect of his own appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives are interested in this Resolution.

Brief Resume of the Independent Director as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India 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 No. 7**

According to the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of the Company can make loans or provide securities or give guarantees to any person or make investments in any other body corporate, in aggregate not exceeding sixty percent of the aggregate of the paid-up capital, free reserve and securities premium account of the Company or one hundred percent of free reserves and securities premium account of the Company, whichever is higher. Investments, loans, guarantees and securities in excess of the said limits require prior approval of members by way of a Special Resolution.

The Board recommends the resolution set out at item no. 7 for the approval of the members. None of the directors or Key Managerial Personnel or any of their relatives is in any way concerned or interested in the resolution except to the extent investments may be made in the concerns in which they are interested or loans and guarantees given to them or concerns in which they are interested or securities provided to them or concerns in which they are interested, subject to provisions of Section 185 of the Companies Act, 2013.

**By Order of the Board**

**Divyesh Badiyani**  
**Company Secretary**

**Place: Navi Mumbai**  
**Date: 2<sup>nd</sup> August, 2022**

**DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 28<sup>TH</sup> 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	Mrs. Drishti H. Parekh	Mr. Hasmukh C. Shah
Age	63 years	59 years	33 years	72 years
Date of First Appointment	4 <sup>th</sup> August, 1994	4 <sup>th</sup> August, 1994	2 <sup>nd</sup> August, 2017	2 <sup>nd</sup> August, 2022
Qualification	B.Com.	B.Com.	B.Com.	SSC
Brief resume including profile, experience and expertise in specific functional areas	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 is currently responsible for broad finance control & accounts, due diligence & risk management and the legal & 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 administration, marketing, client management and strategic leadership operating from the Bangalore Regional Office of the Company.	Mrs. Drishti H. Parekh, aged 32 years, has been a Non-Executive Independent Director of our Company since 2nd August, 2017 and completed her term of five years on 1st August, 2022. She has completed her Bachelors in Commerce from the University of Mumbai in the year 2010. She has around 10 years of experience in working at a Pre - Primary School and is also engaged in social work.	Mr. Hasmukh C. Shah, aged 72 years, has more than 4 decades of experience as an Investment Consultant and also has a good experience as a Real Estate Consultant. Mr. Hasmukh Champaklal Shah is currently having a Sole Proprietorship business, acting as a Real Estate Consultant advising clients about buying, selling and leasing of real estate properties.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements (in case of independent directors)	N.A.	N.A.	Mrs. Drishti Parekh has skills in Corporate Social Responsibility and Overall Administration from her experience of working at a school and engaging in social work. Her skills will help the Company in carrying on CSR activities.	Mr. Hasmukh Shah has skills of Business Strategy and Risk Management and knowledge of making investments in Real Estate as well as Stock Market, which will be helpful to the Company in making investment decisions.
Shareholding in the Company, including shareholding as a beneficial owner	5,69,190 shares (5.43%)	4,62,270 shares (4.41%)	133 shares (0.00 %)	Nil
Directorships held in other public companies (excluding Section 8, private and foreign companies),	Nil	Nil	Nil	Nil
Resignation from listed entities in the past three years	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	Wholetime Director liable to retire by rotation. Remuneration last drawn - as detailed in the Corporate Governance Report	Wholetime Director liable to retire by rotation. Remuneration last drawn - as detailed in the Corporate Governance Report	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 – Not Applicable
Number of Board Meetings attended during the year	11	7	6	Not Applicable
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	Nil	Nil