

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FOURTEENTH ANNUAL GENERAL MEETING OF TRANSTECH LOGISTICS PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, 20 JULY 2022 AT 5:00 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / ANY OTHER AUDIO-VISUAL MEANS ("AOVM") TO TRANSACT THE FOLLOWING BUSINESSES.

THE PROCEEDINGS OF THE ANNUAL GENERAL MEETING ("AGM") SHALL BE DEEMED TO BE CONDUCTED AT THE REGISTERED OFFICE OF THE COMPANY AT NO. 16 MANTRI LAKEVIEW, KANAKAPURA ROAD, THALAGHATTAPURA, BANGALORE - 560062 WHICH SHALL BE THE DEEMED VENUE OF THE AGM.

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2022 and the reports of the Board of Directors and the Statutory Auditor thereon

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31 March 2022 and the reports of the Board of Directors and the Statutory Auditor thereon as circulated to the Members and laid at the 14th Annual General Meeting of the Company, be and are hereby considered and adopted."

SPECIAL BUSINESS:

2. To appoint Mr. Naveen Raju Kollaickal as a Non-Executive Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and basis the recommendation of the Board of Directors of the Company, Mr. Naveen Raju Kollaickal (DIN: 07653394), who was appointed by the Board of Directors as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from 22 July 2021 pursuant to provisions of Section 161 of the Act and the Articles of Association of the Company, and who holds office as an Additional Director up to the conclusion of this 14th Annual General Meeting of the Company, and being so eligible, be and is hereby appointed as a Non-Executive Director (Non-Independent) of the Company."

By Order of the Board of Directors
For Transtech Logistics Private Limited

Sd/-
Amarnath Kalale
Director
DIN: 02197584

Registered Office:

No. 16 Mantri Lakeview,
Kanakapura Road, Thalaghattapura,
Bangalore - 560062

CIN: U60231KA2008PTC048036

Email: akalale@shipx.in

Website: www.shipx.in

Contact No.: 98800 58473

Bangalore, 27 May 2022

NOTES AND SHAREHOLDERS INFORMATION:

1. Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or any Other Audio-Visual Means (“OAVM”):

The Ministry of Corporate Affairs (“MCA”) has, vide its circular no. 2/2022 dated 5 May 2022 read with circular nos. 20/2020, 14/2020 and 17/2020 dated 5 May 2020, 8 April 2020 and 13 April 2020 respectively (collectively referred to as “MCA Circulars”), permitted the holding of the AGM through VC/OAVM without the physical presence of the Members at a common venue. In compliance with the said MCA Circulars, the Company will be conducting this AGM through VC/OAVM (“VC Facility”) to transact the businesses set out in this Notice.

The AGM being conducted through VC Facility shall be deemed to be convened at No. 16 Mantri Lakeview, Kanakapura Road, Thalaghattapura, Bangalore – 560062, as stated in the Notice of the AGM. Hence, a Route Map and prominent landmark is not required to be provided in this Notice.

2. Dispatch of Notice and Annual Report through electronic means:

Pursuant to Sections 101 and 136 of the Companies Act, 2013 (“Act”) read with rules framed thereunder (as amended from time to time) and in compliance with the said MCA Circulars, the Notice of the AGM along with the Annual Audited Financial Statements (including Reports of the Board of Directors, the Statutory Auditors and other documents required to be attached therewith), is being sent only through electronic mode to those Members whose e-mail address is registered with the Company.

Members may note that the Notice and Annual Report for financial year 2021-22 is made available on the Company’s website at <https://www.shipx.in/>

3. Instructions for Members for attending the AGM through VC Facility:

- i. The Company is providing a two-way VC facility for attending the AGM via Microsoft Teams platform.
- ii. The video streaming link of the AGM will be kept open for the Members to join 15 minutes before the time scheduled to start the AGM i.e. from 4:45 p.m. (IST) on Wednesday, 20 July 2022 and will remain open throughout the proceeding of the AGM.
- iii. Members may note that the VC Facility made available by the Company allows participation for all the Members of the Company.
- iv. Members are encouraged to join the AGM through laptops/desktops with front camera and good speed internet connection to avoid any disturbance during the AGM and have a seamless experience.
- v. Please note that Members connecting from their mobile devices or tablets or through laptops/desktops 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 glitches.
- vi. We request Members to submit questions/queries, if any with regard to the Financial Statements or other agenda items to be placed at the AGM at khanna.ruchie@mahindra.com at least seven days in advance of the AGM so as to enable the Board/ Management to respond suitably. Members can also pose questions/queries concurrently during the course of the AGM.
- vii. To attend the AGM of the Company through VC facility, Members shall log-on to the link provided in the e-mail by which this notice is being sent and follow the procedure mentioned below:
 - a. The AGM meeting link will appear as a Calendar Invite on your registered e-mail Id.

- b. Click and select - **Join Teams Meeting** to join the AGM. Members can join through any web browser or through Microsoft Teams Application.
- c. You have two choices: (a) Download the Windows app: Download the Teams app.
(b) Join on the web instead: Join a Teams meeting on the web.
- d. Type in your name and turn-on the Camera and Microphone before joining the AGM. You can choose the audio and video settings you want and can also Turn on background blur to keep the focus on you instead of what's behind you.
- e. Select **Join now**.
- f. You will now enter the meeting, through the lobby admission.

The step-by step procedure for participation with screenshots is being sent along with this Notice.

Members who need any technical or other assistance before or during the AGM, can connect with the technical team at ml-ithelpdesk@mahindra.com or mll-sdcoordinator@mahindra.com or contact IT Helpdesk at +91 89999 58039 / +91 83691 56078.

4. **Quorum:**

Members attending the AGM through VC Facility will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. **Manner of Voting at the AGM:**

All the agenda items proposed to be transacted at this AGM will be put up for voting by show of hands for Members to provide their votes (assent/dissent) thereon. Members may also communicate their votes (assent/dissent) on the proposals by sending an e-mail to khanna.ruchie@mahindra.com ("Designated email ID"), prior to the AGM, from their e-mail address registered with the Company quoting their folio no., number of shares and self-attested PAN card copy.

In case Poll is demanded at the AGM:

If during the AGM, a poll on any matter proposed to be transacted at the AGM is required or demanded under Section 109 and other applicable provisions of the Act read with rules framed thereunder, the same shall be conducted in compliance with the said provisions of the Act and the said MCA circulars electronically. Members shall cast their votes on resolutions on poll only through their e-mail address registered with the Company by sending an e-mail quoting their folio no., number of shares and with self-attested PAN card copy to the Company's Designated email ID.

The Resolutions shall be deemed to be passed at No. 16 Mantri Lakeview, Kanakapura Road, Thalaghattapura, Bangalore - 560062 on the date of the AGM, i.e. Wednesday, 20 July 2022, subject to receipt of the requisite number of votes in favour of the Resolution.

6. **Explanatory Statement:**

The Explanatory Statement under Section 102 of the Act pertaining to the proposed items of Special Business setting out the material facts, objectives, implications etc. is annexed herewith for consideration and forms part of this Notice.

Further additional information with respect to Item No. 2 of this Notice as required under clause 1.2.5 of Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India, forms part of the Explanatory Statement annexed to this Notice.

The Board of Directors have considered and decided to include the Item No. 2 of the Notice as Special Business in the forthcoming AGM, as it is unavoidable in nature.

7. Proxy Form:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Since this AGM is being held through VC Facility pursuant to the applicable MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form is not annexed to this Notice.

8. Attendance Slip:

Since this AGM is being held through VC Facility and physical attendance of Members has been dispensed with, the Attendance Slip is not annexed to this Notice.

9. Corporate Representations:

Corporate Members are encouraged to attend the AGM through their Authorized Representatives and vote thereat.

Pursuant to the provisions of Section 113 of the Act, Corporate Members (i.e. Members other than Individuals, HUF, NRIs, etc.) are requested to send a certified true copy of the Board Resolution/Authority letter authorising their representative(s) to attend and vote at the AGM on their behalf, to the Company, at the Designated email ID.

10. Transfer of securities permitted only in demat mode:

Pursuant to Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014, effective 2 October 2018, securities of an unlisted public company can be transferred only in dematerialized form. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, Members are advised to dematerialise their shares held in physical form.

Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account to seek guidance in the demat procedure. Members may also visit website of depositories viz. National Securities Depository Limited at <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited at <https://www.cdslindia.com/Investors/open-demat.html> for understanding the demat procedure.

11. Nomination Facility:

Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in, to the Company at No. 16 Mantri Lakeview, Kanakapura Road, Thalaghattapura, Bangalore - 560062.

To update nominations, Members are advised to file Form SH-14 with the Company.

12. Unpaid and Unclaimed Dividend:

There is no unpaid and unclaimed Dividend of earlier years and no equity shares on which dividend has not been paid or claimed for seven consecutive years or more which has been transferred during the financial year 2021-22 or is due to be transferred to the Investor Education and Protection Fund ("IEPF") during the financial year 2022-23 in terms of the applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time.

13. Inspection of Statutory Registers/documents:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, Memorandum and Articles of Association of the Company and other relevant documents referred to in this Notice of AGM and Explanatory Statement will be made available for inspection electronically on all working days of the Company between 11:00 a.m. and 1:00 p.m. (IST) from the date of circulation of this Notice up to the date of AGM i.e. Wednesday, 20 July 2022 and during the AGM. Members seeking to inspect such documents can send an e-mail request with details of their Folio No. to the Company's Designated email ID.

14. Green Initiative:

To support the Green Initiative, Members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

Members are also advised to:

- keep their KYC, PAN, E-mail address, Bank account details, contact details updated with the Company;
- quote Folio No. in all correspondences with the Company;
- consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names;
- to exercise due diligence to prevent fraudulent transactions and notify the Company of any change in address or demise of any Member as soon as possible.

**By Order of the Board of Directors
For Transtech Logistics Private Limited**

Sd/-
Amarnath Kalale
Director
DIN: 02197584

Registered Office:

No. 16 Mantri Lakeview,
Kanakapura Road, Thalaghattapura,
Bangalore - 560062

CIN: U60231KA2008PTC048036

Email: akalale@shipx.in

Website: www.shipx.in

Contact No.: 98800 58473

Bangalore, 27 May 2022

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

In conformity with the provisions of Section 102 of the Companies Act, 2013 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the following Explanatory Statement and annexure thereto setting out all material facts relating to the Special Business at Item No. 2 mentioned in the accompanying Notice, should be taken as forming part of this Notice.

ITEM NO. 2

Pursuant to provisions of Section 152 of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder, the Board of Directors of the Company at their meeting held on 22 July 2021, approved the appointment of Mr. Naveen Raju Kollaickal (DIN: 07653394) as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from 22 July 2021. In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder and the Articles of Association of the Company, Mr. Naveen Raju Kollaickal being an Additional Director, holds office up to the conclusion of the 14th AGM of the Company and is eligible to be appointed as a Non-Executive Director of the Company.

Mr. Naveen Raju Kollaickal is not disqualified from being appointed as a Non-Executive Director in terms of Section 164 of the Act read with applicable rules made thereunder and has given his consent to act as a Non-Executive Director of the Company. Mr. Naveen Raju Kollaickal is interested in this Resolution as it pertains to his appointment.

Disclosures and details of terms and conditions of appointment of Mr. Naveen Raju Kollaickal as stipulated under the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided hereunder:

Nationality	Indian
Date of first appointment on the Board	22 July 2021
Tenure with the Company (up to 27 May 2022)	10 months
Date of Birth; Age (up to 27 May 2022)	25 May 1974, 48 years
Qualifications	Bachelor's degree in Law from National Law School, Bangalore
Brief Profile and Experience	<p>Mr. Naveen Raju Kollaickal has more than two decades of experience in working with leading Indian private sector companies and started his career in 1996 as in-house counsel with Associated Cement Companies, before moving to Crompton Greaves. In the year 2000, he joined as Head of Legal for the oil and gas business at Reliance Industries. He moved to Mahindra & Mahindra Ltd. In 2014 and since then has been instrumental in implementing a vision to fully integrate the corporate legal function with the group businesses and employ world class skills, systems and processes.</p> <p>Mr. Naveen Raju Kollaickal is General Counsel and Executive Vice President – Group Legal Affairs at Mahindra & Mahindra Ltd. He is a member of the global Board of Directors of the Association of Corporate Counsel, which is the world's largest community of in-house counsel with over 40,000 members across six continents.</p> <p>Mr. Naveen Raju Kollaickal has been listed in "The Legal 500 GC Powerlist: India 2018" and the Chamber listing of "GC Influencers" in 2019. In 2019, he was</p>

	<p>awarded the “General Counsel of the Year – Manufacturing” by India National Bar Association (INBA).</p> <p>He was a member of the competition law review committee of the Government of India and is a member of the regulatory and the judicial reforms committee of the CII and FICCI. He is the Chairman of the Advocacy Committee of the Association of Corporate Counsel and is Co-Chairman of Legal Affairs & IPR Committee of the Bombay Chamber of Commerce and Industry.</p>
List of directorships in other body corporates (as of 27 May 2022)	<ol style="list-style-type: none"> 1. Mahindra Logistics Limited (Listed company) 2. Lords Freight (India) Private Limited 3. 2x2 Logistics Private Limited 4. Mahindra & Mahindra Contech Limited 5. ZipZap Logistics Private Limited 6. Association of Corporate Counsel, U.S.A. 7. Mahindra Automotive North America, INC
Chairman in the Committees of the Boards of companies in which he is a Director and other body corporates	<ol style="list-style-type: none"> 1. Association of Corporate Counsel, U.S.A. <ul style="list-style-type: none"> • Advocacy Committee 2. Bombay Chamber of Commerce and Industry <ul style="list-style-type: none"> • Legal Affairs & IPR Committee
Membership in the Committees of the Boards of companies in which he is a Director and other body corporates	<ol style="list-style-type: none"> 1. Mahindra Logistics Limited <ul style="list-style-type: none"> • Stakeholders’ Relationship Committee • Corporate Social Responsibility Committee 2. Confederation of Indian Industry <ul style="list-style-type: none"> • Judicial Reforms Committee & Regulatory Affairs Committee
Number of equity shares held in the Company by self or on beneficial basis for any other person	Nil
Last drawn remuneration including sitting fees and commission) from the Company (up to 27 May 2022)	Nil
Terms and Conditions of Appointment/Re-appointment	It is proposed to appoint Mr. Naveen Raju as a Non-Executive Director (Non-Independent) of the Company.
Details of Remuneration sought to be paid	Nil
Number of Board meetings attended during the previous year FY 2021-22	3 attended out of 3 held during his tenure (100% attendance)
Relationship with other Directors’/ KMPs’/Manager	<p>He is not related to any other Director of the Company.</p> <p>The Company does not have any KMP or Manager.</p>

The Board is of the view that Mr. Naveen Raju Kollaickal’s vast knowledge and varied experience will be of immense value to the Company and vide resolution dated 27 May 22 has recommended his appointment as Non-Executive Director (Non-Independent) of the Company as set out in the Ordinary Resolution at Item No. 2 of the accompanying Notice for approval by the Members of the Company.

Save and except Mr. Naveen Raju Kollaickal and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the said Resolution set out at Item No. 2. The Company does not have any Key Managerial Personnel as on date of this Notice.

All relevant documents and papers relating to Item No. 2 and referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members of the Company as per the instructions provided in Note No. 13 of this Notice. Members can request inspection of such documents by sending an e-mail to khanna.ruchie@mahindra.com.

**By Order of the Board of Directors
For Transtech Logistics Private Limited**

Sd/-
Amarnath Kalale
Director
DIN: 02197584

Registered Office:

No. 16 Mantri Lakeview,
Kanakapura Road, Thalaghattapura,
Bangalore - 560062

CIN: U60231KA2008PTC048036

Email: akalale@shipx.in

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Bangalore, 27 May 2022