

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 11TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SHREE SHUBHAM LOGISTICS LIMITED WILL BE HELD ON THURSDAY, 10TH AUGUST, 2017 AT 4:30 PM AT THE REGISTERED OFFICE OF THE COMPANY AT KALPA-VRIKSHA LEARNING CENTRE, PLOT NO. A-1 & A-2, GIDC ELECTRONIC ESTATE, SECTOR-25, GANDHINAGAR – 382004, GUJARAT, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - (a) The Audited Financial Statements of the Company for the financial year ended March 31, 2017, the Reports of the Board of Directors and Auditors thereon; and
 - (b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017.
2. To appoint a Director in place of Ms. Nidhi Malhotra (DIN: 03394521), who retires by rotation and being eligible offers herself for reappointment
3. To ratify the appointment of Statutory Auditors and to fix their remuneration and in this regards to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and rules framed thereunder, as amended from time to time, pursuant to recommendation of the Audit Committee and pursuant to resolution passed by members at the AGM held on 15th September, 2014, the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (Firm Registration No.117365W), as Statutory Auditors of the company to hold office till conclusion of twelfth Annual General Meeting be and is hereby ratified at a remuneration to be decided by the Board of Directors in consultation with M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad plus applicable tax and re- imbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

SPECIAL BUSINESS:

4. Appointment of Mr. Sanjay Kumar Jain (DIN: 01014176) as Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sanjay Kumar Jain (DIN: 01014176), who was appointed by the Board of Directors as an additional director of the Company with effect from 11th November, 2016 pursuant to Article 83 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has given a declaration of independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a term of one year commencing from 11th November, 2016 and shall not be liable to retire by rotation.”

5. Appointment of Mr. Sanjeev Kumar Asthana (DIN: 00048958) as Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sanjeev Kumar Asthana (DIN: 00048958), who was appointed by the Board of Directors as an additional director of the Company with effect from 11th November, 2016, pursuant to Article 83 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has given a declaration of independence under Section 149(6) of the Companies Act, 2013,, be and is hereby appointed as an Independent Director of the Company for a term of one year commencing from 11th November, 2016 and shall not be liable to retire by rotation.”

6. **Appointment of Mr. Maneesh Mansingka (DIN: 00031476) as a Managing Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and all other applicable provisions of the Companies act, 2013 and rules framed there under (“the act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time and Articles of association of the Company and subject to such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the appointment and remuneration of Mr. Maneesh Mansingka (DIN: 00031476) as a Managing Director of the Company for a period of 3 years i.e. from 11th November, 2016 to 10th November 2019 (both days inclusive), on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to the “Board” which term shall be deemed to include any Committee of Directors which the Board may have constituted or which may be constituted in future to exercise any or all of its powers including the powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment and /or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.”

“RESOLVED FURTHER THAT notwithstanding anything contained herein, if the Company has no profits or its profits are inadequate, the Company may subject to receipt of the necessary approvals, if any, pay the remuneration as specified in the Explanatory Statement as the minimum remuneration and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

7. **Sale of Land and Building situated at village Netra, Jodhpur**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), and the provisions of the Memorandum and Articles of Association of the Company, and subject to such other applicable statutes and regulations, and subject to such other requisite approvals, consents and clearances, if and wherever necessary, and as may be required and further subject to such terms and conditions as may be prescribed by any authority while granting approvals, consent of the shareholders of the Company be and is hereby accorded for disposal by way of sale of Land admeasuring 103 Bighas (approx. 1,93,274.67 Sq. Yards) situated at Village Netra (Khasra No. 854/84, 854/83, 854/27, 854/85, 854/41, 854/40, 854/23) Bawdi, Jodhpur- 342037, Rajasthan (**“Land”**) and Building thereon (**“Building”**) at price of Rs. 46.89 Crores, as proposed by the Board of Directors of the Company based on the Valuation Reports of Independent Chartered Engineers, on such terms and conditions as the Board of Directors (which shall include a Committee of Board of Directors which may have constituted or which may be constituted in future to exercise any or all of its powers including the powers conferred by this resolution) of the Company may deem fit and appropriate in the interest of the Company and that the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient for giving effect to this resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to finalize the manner and method of disposal/sale and to execute all necessary agreements (including such representations, warranties, indemnities and covenants as may be customary in such transactions), deeds and documents and subsequent modifications thereto, and to do all such acts and thing as may be deemed necessary and/or expedient in the interest of the Company including without limitation, to settle any questions, difficulties, doubts that may arise in this regard, as it may in its absolute discretion deem fit, and also to further delegate from time to time, all or any of the powers conferred herein to any Committee of the Board or individuals.”

8. Approval of related party transaction under Section 188 of the Companies Act, 2013.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules, if any, including any statutory modifications, amendments or re-enactments thereof, and applicable notifications, clarifications, circulars, rules and regulations issued from time to time, to the extent applicable, and pursuant to approval of Audit Committee and Board of Directors of the Company and subject to the Memorandum and Articles of Association of the Company, the requisite approvals, if any, of any relevant statutory, regulatory or governmental authorities, and further subject to such terms and conditions as may be prescribed by any such authority while granting such approvals as may be necessary, the approval of the Company be and is hereby granted for disposal by way of sale of Land admeasuring 103 Bighas (approx. 1,93,274.67 Sq. Yards) situated at Village Netra (Khasra No. 854/84, 854/83, 854/27, 854/85, 854/41, 854/40, 854/23) Bawdi, Jodhpur- 342037, Rajasthan (**“Land”**) and Building thereon (**“Building”**) to Kalpataru Power Transmission Limited, holding Company of the Company at arm’s length price of Rs. 46.89 Crores as proposed by the Audit Committee and Board of Directors of the Company based on the Valuation Reports of Independent Chartered Engineers, on such terms and conditions as the Board of Directors (which shall include a Committee of Board of Directors which may have constituted or which may be constituted in future to exercise any or all of its powers including the powers conferred by this resolution) of the Company may deem fit and appropriate in the interest of the Company and that the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient for giving effect to this resolution.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary from time to time for giving effect to the above resolutions, to approve any alteration or modification to the transaction documents from time to time on such terms and conditions as the Board may deem fit in the best interest of the Company and to settle any questions, difficulty or doubt that may arise with regard to giving effect to the above resolutions, as it may deem in its discretion necessary.”

**By order of the Board
For Shree Shubham Logistics Limited**

**Date: 23.05.2017
Place: Mumbai**

**Sd/-
Puneet Bhandari
Company Secretary**

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A proxy form is attached with the said Notice. The proxy form duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the time of the meeting.
2. Pursuant to provision of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
4. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting.
5. Route-map to the venue of the Meeting is provided at the end of this Notice.
6. Members desirous for any information or queries on accounts / financial statements or relating thereto are requested to send their queries at least seven days in advance to the Company at its registered office address to enable the Company to collect the relevant information and answer them in the Meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the notice and the explanatory statement and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m., on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the annual general meeting and at the venue of the meeting for the duration of the meeting.

**By order of the Board
For Shree Shubham Logistics Limited**

**Sd/-
Puneet Bhandari
Company Secretary**

**Date: 23.05.2017
Place: Mumbai**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 4

Mr. Sanjay Kumar Jain was appointed as an additional director in the category of Independent Director of the Company by the Board on 11th November 2016 for a period of 1 year. As per the provisions of Section 161 of the Companies Act, 2013, Mr. Sanjay Kumar Jain holds office as an additional director till the date of the forthcoming Annual General Meeting.

Mr. Sanjay Kumar Jain holds a degree B.Com (Honours) from Shriram College of Commerce, Delhi and is qualified Chartered Accountant. He also holds Diploma in Business Finance from ICFAI. He has a wide experience of 26 years in Financial Advisory, Agribusiness, Media and Alcobev sectors and is Director in Taj Capital Partners Pvt. Limited since August 2015. Mr. Sanjay Kumar Jain does not hold any shares of the Company.

In light of the experience and expertise of Mr. Sanjay Kumar Jain, the Board is of the view that his association with the Company would be of immense benefit to the Company and that the Company should continue to avail his services. It is, therefore, proposed that Mr. Sanjay Kumar Jain, be appointed as an Independent Director of the Company for a period of 1 (one) year commencing from 11th November, 2016.

Mr. Sanjay Kumar Jain has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. The Board is of the opinion Mr. Sanjay Kumar Jain fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for being appointed as an independent director and that he is independent of the management of the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of Mr. Sanjay Kumar Jain for the office of a Director of the Company.

The terms and conditions of appointment of Mr. Sanjay Kumar Jain shall be open for inspection by the Members at the Registered Office of the Company during the time as mentioned in notes to this Notice.

The Board recommends the said resolutions at Item no. 4 for your approval.

Mr. Sanjay Kumar Jain is interested in the resolution at Item No. 4 since it pertains to his appointment. None of the other Directors or key managerial personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.4.

Item No. 5

Mr. Sanjeev Kumar Asthana was appointed as an additional director in the category of Independent Director of the Company by the Board on 11th November 2016 for a period of 1 year. As per the provisions of Section 161 of the Companies Act, 2013, Mr. Sanjeev Kumar Asthana holds office as an additional director till the date of the forthcoming Annual General Meeting.

Mr. Sanjeev Kumar Asthana is a recognized leader in Investment Banking, Fund Raising for small Enterprises Strategic Consulting, International Business with over 25 year of work experience in India & Internationally. Mr. Sanjeev Kumar Asthana does not hold any shares of the Company.

In light of the experience and expertise of Mr. Sanjeev Kumar Asthana, the Board is of the view that his association with the Company would be of immense benefit to the Company and that the Company should continue to avail his services. It is, therefore, proposed that Mr. Sanjeev Kumar Asthana, be appointed as an Independent Director of the Company for a period of 1 (one) year commencing from 11th November,2016.

Mr. Sanjeev Kumar Asthana has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. The Board is of the opinion Mr. Sanjeev Kumar Asthana fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for being appointed as an independent director and that he is independent of the management of the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of Mr. Sanjeev Kumar Asthana for the office of a Director of the Company.

The terms and conditions of appointment of Mr. Sanjeev Kumar Asthana shall be open for inspection by the Members at the Registered Office of the Company during the time as mentioned in notes to this Notice.

The Board recommends the said resolutions at Item no. 5 for your approval.

Mr. Sanjeev Kumar Asthana is interested in the resolution at Item No. 5 since it pertains to his appointment. None of the other Directors or key managerial personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at

Item No. 6.

The Board of Directors in its meeting held on November 11, 2016 appointed Mr. Maneesh Mansingka as a Managing Director of the company for a period of 3 years w.e.f. November 11, 2016.

Mr. Mansingka holds a bachelor's degree of Commerce from Sydenham College, Mumbai and has completed a Management Development Programme for Edible Oil Industry from IIM-Ahmedabad. He has also done an executive education programme on Managerial Finance from Harvard University, Boston. He has about two decades of experience in various areas of agri commodities, warehousing, trading, finance etc.

The Board of Directors in its meeting held on November 11, 2016 approved the payment of remuneration to Mr. Maneesh Mansingka as tabled below:-

| Particulars | Remuneration |
|--------------------------|---|
| Basic Salary (per month) | Rs. 3,00,000/- (inclusive of Company's Chauffeur Driven car, which shall be subject to all statutory deductions, including income tax.) |
| Perquisites | Telephone at residence shall be provided and personal outstation call shall be on personal account. |
| Commission | The Company also agrees to pay Commission in addition to salary, perquisites and allowances. The actual commission payout will be decided based on the parameters set periodically by the Nomination and Remuneration committee and approved by the Board of Directors of the Company, subject to the overall ceiling stipulated in schedule V of the Companies Act, 2013, from time to time. |

In case of no profits or profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of the Central Government, if any, pay to the Managing Director the above remuneration as the minimum remuneration.

The performance and profitability of the Company had been affected by the significant underutilization of warehousing space due to drought like situation in some of state where SSL operates and high level of competition resulting into low per square feet storage realization rate. However, keeping in view the performance and the expertise of Mr. Maneesh Mansingka, it

necessary to pay remuneration as mentioned above as minimum remuneration. The Board of Directors seeks approval of the Members for payment of above Remuneration as minimum remuneration for a period of three years.

Further in terms of Schedule V of the Companies Act, 2013, a managerial person who is functioning in a professional capacity, no approval of Central Government is required in case of no profits or inadequate profits, if such managerial person is not having any interest in the capital of the company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures and not having any direct or indirect interest or related to the directors or promoters of the company or its holding company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment and possesses graduate level qualification with expertise and specialized knowledge in the field in which the company operates. Since Mr. Maneesh Mansingka satisfies the above mentioned criteria, no approval of Central Government is required.

Information as required under Schedule V of the Companies Act, 2013 is as below:

| I | General Information | Remarks | | | | | | | | | | | | | | | | | | | | | | | |
|-------------------------|---|--|-----------------------------------|--|--|-------------|---------------|--|--|--|-----------------------------------|-----------------------------------|-----------------------------------|-------------------------|-----------|-----------|-----------|-------------------|---------|---------|-----------|------------------|---------|---------|-----------|
| | Nature of Industry | Company undertakes an array of activities in the post-harvest value chain for agri-commodities. The activities include warehousing, procurement, collateral management, funding facilitation, funding, testing & certification, & pest management in relation to agri-commodities. The activities are aimed at a wide spectrum of market participants dealing in agri-commodities, including farmers, traders & aggregators, government agencies, banks and electronic commodities exchanges. | | | | | | | | | | | | | | | | | | | | | | | |
| | Date or expected date of commencement of commercial production | The Company is engaged in the warehousing business since its incorporation i.e. 19-1-2007. | | | | | | | | | | | | | | | | | | | | | | | |
| | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable | | | | | | | | | | | | | | | | | | | | | | | |
| | Financial performance based on given indicators | <table border="1"> <thead> <tr> <th data-bbox="732 1348 906 1386">Particulars</th> <th colspan="3" data-bbox="906 1348 1484 1386">Year ended on</th> </tr> <tr> <td></td> <th data-bbox="906 1386 1065 1507">31st March 2014</th> <th data-bbox="1065 1386 1269 1507">31st March 2015</th> <th data-bbox="1269 1386 1484 1507">31st March 2016</th> </tr> </thead> <tbody> <tr> <td data-bbox="732 1507 906 1623">Revenue from Operations</td> <td data-bbox="906 1507 1065 1623">36,937.69</td> <td data-bbox="1065 1507 1269 1623">31,398.80</td> <td data-bbox="1269 1507 1484 1623">24,887.77</td> </tr> <tr> <td data-bbox="732 1623 906 1703">Profit before Tax</td> <td data-bbox="906 1623 1065 1703">3285.99</td> <td data-bbox="1065 1623 1269 1703">1892.85</td> <td data-bbox="1269 1623 1484 1703">(5791.25)</td> </tr> <tr> <td data-bbox="732 1703 906 1782">Profit After Tax</td> <td data-bbox="906 1703 1065 1782">2218.48</td> <td data-bbox="1065 1703 1269 1782">1181.50</td> <td data-bbox="1269 1703 1484 1782">(4287.79)</td> </tr> </tbody> </table> | | | | Particulars | Year ended on | | | | 31 st March 2014 | 31 st March 2015 | 31 st March 2016 | Revenue from Operations | 36,937.69 | 31,398.80 | 24,887.77 | Profit before Tax | 3285.99 | 1892.85 | (5791.25) | Profit After Tax | 2218.48 | 1181.50 | (4287.79) |
| Particulars | Year ended on | | | | | | | | | | | | | | | | | | | | | | | | |
| | 31 st March 2014 | 31 st March 2015 | 31 st March 2016 | | | | | | | | | | | | | | | | | | | | | | |
| Revenue from Operations | 36,937.69 | 31,398.80 | 24,887.77 | | | | | | | | | | | | | | | | | | | | | | |
| Profit before Tax | 3285.99 | 1892.85 | (5791.25) | | | | | | | | | | | | | | | | | | | | | | |
| Profit After Tax | 2218.48 | 1181.50 | (4287.79) | | | | | | | | | | | | | | | | | | | | | | |

| | Foreign investments or collaborations, if any. | Foreign Investment is made by Tano India Private Equity Fund II in the financial year 2013-2014 | | | | | | | | | |
|--------------------------|---|---|-------------|--------------|--------------------------|--|-------------|---|------------|---|--|
| II | Information about the appointee | | | | | | | | | | |
| | Background details | Mr. Maneesh Mansingka, aged 44 years, holds a bachelor's degree of Commerce from Sydenham College, Mumbai and has completed a Management Development Programme for Edible Oil Industry from IIM-Ahmedabad. He has also done an executive education programme on Managerial Finance from Harvard University, Boston. He has about two decades of experience in various areas of agri commodities, warehousing, trading, finance etc. | | | | | | | | | |
| | Past remuneration | Prior to appointment as Managing Director, Mr. Maneesh Mansingka was associated with the Company as Non-Executive Director and was paid Nil remuneration. | | | | | | | | | |
| | Recognition or awards | Young Entrepreneur of the Year Award, 2005' at the Globoil 2005 International Conference on Edible Oils, held in Mumbai | | | | | | | | | |
| | Job profile and his suitability | He shall be responsible for overall day to day management of the Company under the supervision and control of the Board of Directors of the Company. | | | | | | | | | |
| | Remuneration proposed | <table border="1"> <thead> <tr> <th>Particulars</th> <th>Remuneration</th> </tr> </thead> <tbody> <tr> <td>Basic Salary (per month)</td> <td>Rs. 3,00,000/- (inclusive of Company's Chauffer Driven car, which shall be subject to all statutory deductions, including income tax.)</td> </tr> <tr> <td>Perquisites</td> <td>Telephone at residence shall be provided and personal outstation call shall be on personal account.</td> </tr> <tr> <td>Commission</td> <td>The Company also agrees to pay Commission in addition to salary, perquisites and allowances. The actual commission payout will be decided based on the parameters set periodically by the Nomination and Remuneration committee and approved by the Board of Directors of the Company, subject to the</td> </tr> </tbody> </table> | Particulars | Remuneration | Basic Salary (per month) | Rs. 3,00,000/- (inclusive of Company's Chauffer Driven car, which shall be subject to all statutory deductions, including income tax.) | Perquisites | Telephone at residence shall be provided and personal outstation call shall be on personal account. | Commission | The Company also agrees to pay Commission in addition to salary, perquisites and allowances. The actual commission payout will be decided based on the parameters set periodically by the Nomination and Remuneration committee and approved by the Board of Directors of the Company, subject to the | |
| Particulars | Remuneration | | | | | | | | | | |
| Basic Salary (per month) | Rs. 3,00,000/- (inclusive of Company's Chauffer Driven car, which shall be subject to all statutory deductions, including income tax.) | | | | | | | | | | |
| Perquisites | Telephone at residence shall be provided and personal outstation call shall be on personal account. | | | | | | | | | | |
| Commission | The Company also agrees to pay Commission in addition to salary, perquisites and allowances. The actual commission payout will be decided based on the parameters set periodically by the Nomination and Remuneration committee and approved by the Board of Directors of the Company, subject to the | | | | | | | | | | |

| | | | |
|-----|---|--|---|
| | | | overall ceiling stipulated in schedule V of the Companies Act, 2013, from time to time. |
| | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | The Proposed remuneration is at par with prevailing remuneration in the industries of similar size for similarly placed person. | |
| | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial Personnel, if any. | Nil otherwise than as above. | |
| III | Other information | | |
| | Reasons of loss or inadequate profits | <ul style="list-style-type: none"> • Significant underutilization of warehousing space due to drought like situation in some of states where SSL operates. • High level of competition resulting into low per square feet storage realisation rate • Losses incurred due to trading business • Decrease in overall NCDEX business volume primarily due to suspension of castor seed, Groundnut by NCDEX. | |

| | | |
|------------|---|---|
| | Steps taken or proposed to be taken for improvement | <ul style="list-style-type: none"> • Focusing on increasing utilization of owned warehouses by targeting government business, corporate business & Leasing of warehouses to Non-Agri Clients. • Expansion of CM Business • Geographic expansion-Adding new states for business activities (Delhi, Bihar, Haryana, Karnataka & U.P.). |
| | Expected increase in productivity and profits in measurable terms | The Company expects a better performance of the Company in all measurable parameters in the coming years in view of the various measures taken by the Company to improve on its performance. |
| IV. | Disclosures | |
| | all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors; | As mentioned above |
| | details of fixed component and performance linked incentives along with the performance criteria | As mentioned above |
| | service contracts, notice period, severance fees; and | Service Contract - 3 years Notice Period – 6 months |
| | stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable. | Nil |

Mr. Maneesh Mansingka is interested in the resolution set out at Item No. 6 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the company and their relatives is, in any way, concerned or interested, financially or otherwise, in these resolution.

ITEM NO.7

The Company has a Land admeasuring 103 Bighas (approx. 1,93,274.67 Sq. Yards) situated at Village Netra (Khasra No. 854/84, 854/83, 854/27, 854/85, 854/41, 854/40, 854/23) Bawdi, Jodhpur- 342037, Rajasthan (“**Land**”) and a Building thereon (“**Building**”). Considering the Financial requirement of the Company, it is proposed to dispose by way of sale the said Land and Building at price of Rs. 46.89 Crores as proposed by the Board of Directors of the Company based on the Valuation Reports of Independent Chartered Engineers.

As per Section 180 (1)(a) of the Companies Act, 2013, the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that ‘undertaking’ is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Accordingly, since the investment of the Company in the said Land and Building exceeds 20% of net worth of the Company, the Company is required to obtain approval of shareholders by way of Special Resolution.

The proposed resolution at Item No. 7 provides adequate flexibility and discretion to the Board to finalize the terms of the sale of the said land and building in consultation with advisors, experts or other authorities as may be required.

The Directors recommend the resolution proposed at Item No.7 for your approval by way of Special Resolution.

All documents referred to in the notice and the explanatory statement in respect of item no. 7 shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m., on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the annual general Meeting and at the venue of the Meeting for the duration of the Meeting.

None of the Directors or any key managerial personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in the resolution at out at Item No. 7.

ITEM NO. 8

Considering the Financial requirements, the Company proposes to sale Land admeasuring 103 Bighas (approx. 1,93,274.67 Sq. Yards) situated at Village Netra (Khasra No. 854/84, 854/83, 854/27, 854/85, 854/41, 854/40, 854/23) Bawdi, Jodhpur- 342037, Rajasthan (“**Land**”) and a Building thereon (“**Building**”) to Kalpataru Power Transmission Limited (**KPTL**), holding Company and related party of the Company in terms of provisions of section 2(76) of the Companies Act, 2013. The Audit Committee and Board of Directors of the Company has proposed to sale said Land and Building to KPTL at arm’s length price of Rs. 46.89 Crores based on the Valuation Reports of Independent Chartered Engineers.

Section 188(1) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, inter alia, provides that any contract or arrangement with a related party (as defined under the Act) in respect of transaction involving Selling or disposing of property of any kind exceeding ten percent of net worth of the company or rupees one hundred crore, whichever is lower require prior approval of the shareholders of the company, by way of an Ordinary resolution.

Since the value of said Transaction exceeds the aforesaid prescribed limits and therefore requires approval of shareholders of the Company by way of an Ordinary Resolution.

Details in respect of related party transaction as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 is specified below:

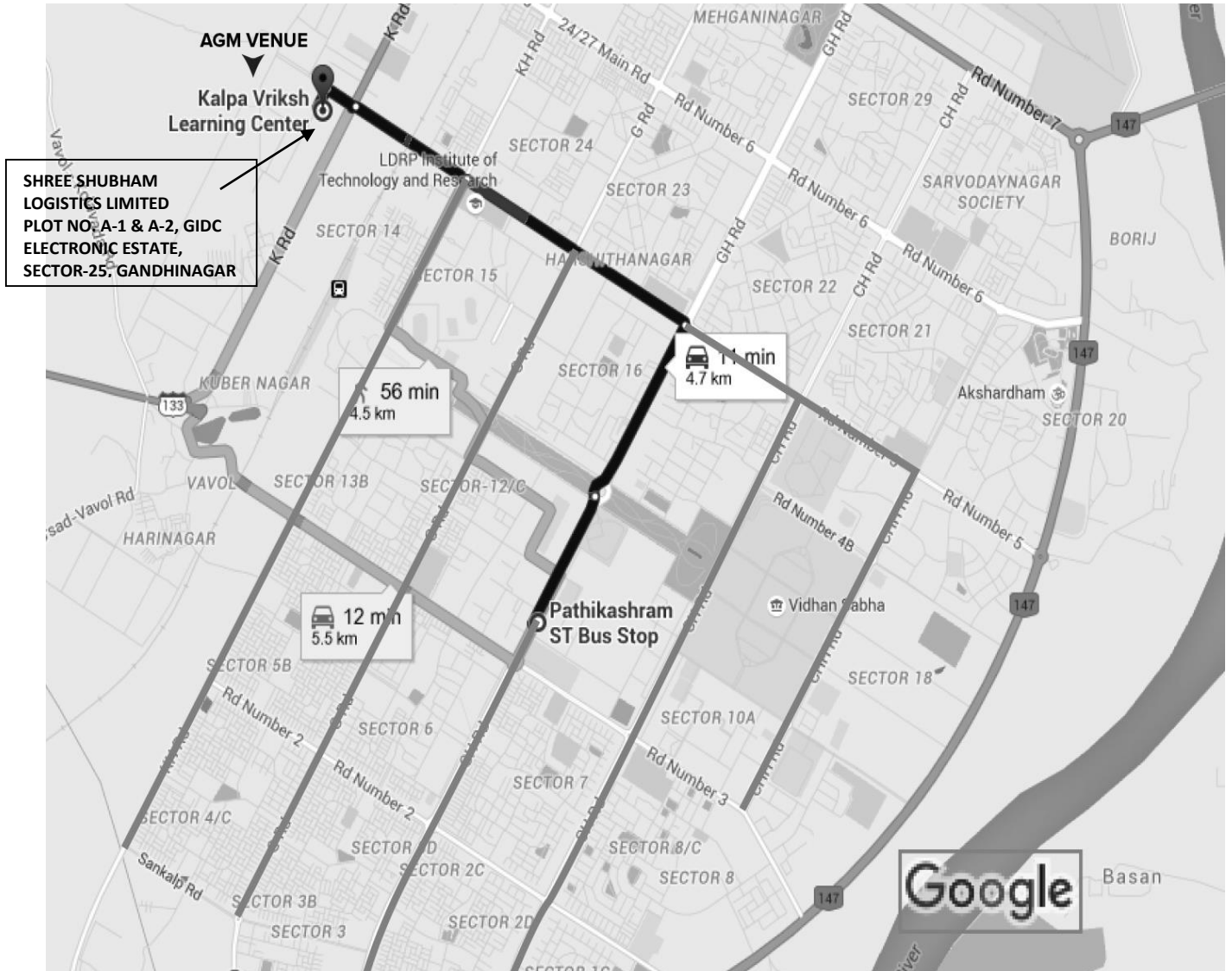
| | |
|---|--|
| Name of Related Party | Kalpataru Power Transmission Limited |
| Name of the director or key managerial personnel who is related, if any | None |
| Nature of relationship | Holding Company of the Company |
| Nature, material terms, monetary value and particulars of the contract or arrangement | <p>Sale of Land admeasuring 103 Bighas (approx. 1,93,274.67 Sq. Yards) situated at Village Netra (Khasra No. 854/84, 854/83, 854/27, 854/85, 854/41, 854/40, 854/23) Bawdi, Jodhpur- 342037, Rajasthan (“Land”) and a Building thereon (“Building”) at arm’s length price of Rs. 46.89 Crores based on the Valuation Reports of Independent Chartered Engineers</p> <p>The authority is being given to Board of Directors to finalize the further terms and conditions of the transaction as the Board may deem fit in the best interest of the Company.</p> |

The Directors recommend the resolution proposed at Item No. 8 for your approval by way of Ordinary Resolution.

All documents referred to in the notice and the explanatory statement in respect of item no. 8 shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m., on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the annual general Meeting and at the venue of the Meeting for the duration of the Meeting.

Mr. Manish Mohnot and Mr. Kamal Kishore Jain, Directors of the Company are Director / Key Managerial Personnel of KPTL. Save and except the above, none of the other Directors / Key Managerial Personnel of the company and their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

Route Map to the AGM Venue



Land Mark : Mahatma Mandir

Distance from Mahatma Mandir : 2.2 km

Distance from Pathikashram Bus Stop : 4.7 km

Shree Shubham Logistics Limited

(CIN: U60232GJ2007PLC049796)

Regd. Office: Plot No. A-1 & A-2, GIDC Electronic Estate, Sector – 25, Gandhinagar – 382004,
Gujarat

Email:cs@ssl.in

Telephone: 022-33647500/01

Website: www.ssl.in

Attendance Slip

I/we certify that I/we am/are registered member(s)/ proxy for the registered member(s) of the Company.

I/we hereby record my/our presence at the **11TH ANNUAL GENERAL MEETING** of the Company being held on Thursday, 10th August, 2017 At 4:30 PM at the registered office of the company at Kalpa-Vriksha Learning Centre, Plot No. A-1 & A-2, GIDC Electronic Estate, Sector-25, Gandhinagar – 382004, Gujarat

| | |
|--|--|
| Registered Folio No./ DP ID/Client ID No. | |
| Name and address of the Member | |
| Joint Holder 1 Joint Holder 2 | |
| No. of equity shares | |

Signature of Proxy

Signature of Member

Notes

Note (s): 1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.

2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

Please read the instructions printed under the Notes to the Notice of this Annual General Meeting

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Shree Shubham Logistics Limited

(CIN: U60232GJ2007PLC049796)

Regd. Office: Plot No. A-1 & A-2, GIDC Electronic Estate, Sector – 25, Gandhinagar – 382004,
Gujarat

| | | | |
|------------------------------|--|---|--|
| Name of Member | | Registered address & Email Id: | |
| DPID & client ID* | | | |
| Folio No. | | No. of Shares | |

I / We, being the member(s) of above Company holding _____ shares, hereby appoint below at sr. no. 1 or failing him sr. 2 or failing him sr. 3,

| Sr. | Name of proxy (ies) | Address & email Id | Signature |
|-----|---------------------|--------------------|-----------|
| 1 | | | |
| 2 | | | |
| 3 | | | |

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the Company, to be held on , THURSDAY 10TH AUGUST, 2017 AT 04:30 PM At The Registered Office Of The Company At Kalpa-Vriksha Learning Centre, Plot No. A-1 & A-2, GIDC Electronic Estate, Sector-25, Gandhinagar – 382004, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below resolution no. (Mentioned in detail in AGM Notice):

** I wish my above Proxy to vote in the manner as indicated in the box below:

| No. | Resolutions | For | Against |
|-----|--|-----|---------|
| 1. | Receive, consider and adopt a) the Audited Financial Statements for the financial year ended March 31, 2017, the Reports of the Board of Directors and Auditors thereon | | |
| | b) the Audited Consolidated Financial Statements for the financial year ended March 31, 2017 | | |
| 2. | Re-appointment of Ms. Nidhi Malhotra (DIN:03394521) as Director, who retires by rotation and being eligible offers herself for reappointment | | |
| 3. | Ratification of appointment of statutory auditors | | |
| 4. | Appointment of Mr. Sanjay Kumar Jain (DIN: 01014176) as a Director of the Company | | |
| 5. | Appointment of Mr. Sanjeev Kumar Asthana (DIN: 00048958) as a Director of the Company | | |
| 6. | Appointment of Mr. Maneesh Mansingka (DIN: 00031476) as a Managing Director of the Company | | |
| 7. | Sale of Land and Building situated at Village Netra, Jodhpur | | |
| 8. | Approval of related party transaction under Section 188 of the Companies Act, 2013. | | |

Signed this _____

Affix
revenue
stamp

Signature of shareholder

Signature of Proxy holder

Notes:

1. The form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not later than 48 hours before the commencement of the meeting.

* Applicable for investors holding shares in electronic form.

** This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.