



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 12TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF **SHREE VASU LOGISTICS LIMITED** (THE COMPANY) WILL BE HELD ON SATURDAY, SEPTEMBER 29, 2018 AT 12:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT LOGISTICS PARK, OPP. JAIKA AUTOMOBILES, RING ROAD NO. 1, RAIPUR- 492001, CHHATTISGARH TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESSES:

(1) Adoption of Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon.

(2) Appointment of Mr. Atul Garg (DIN-01349747), as a Director, liable to retire by rotation

To appoint a Director in place of Mr. Atul Garg (DIN-01349747), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.

(3) Appointment of Statutory Auditors

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 139 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Agrawal & Pansari, Chartered Accountants (Firm Registration No. 003350C) be and is hereby appointed as Auditors of the Company in place of M/s. Agrawal Mahendra & Co., Chartered Accountants (Firm Registration No. 322273C) who has submitted their ineligibility to the Company to be

appointed as Statutory Auditors from the conclusion of this Annual General Meeting and the incoming Statutory Auditors shall hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the Seventeenth (17th) AGM to be held in 2023, subject to ratification by the members of their appointment at every AGM, at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors upon recommendation of the Audit Committee.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such acts, deeds and things as may be considered necessary to give effect to the above said resolution."

SPECIAL BUSINESSES:

(4) Appointment of Mr. Kulamani Mohanty (DIN:08206986) as an Independent 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, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Kulamani Mohanty (DIN: 08206986), who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing



under Section 160 of the Act from Mr. Mohanty, himself, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, that is, with effect from September 29, 2018 up to September 28, 2023."

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such acts, deeds and things as may be considered necessary to give effect to the above said resolution."

(5) Revision in the remuneration payable to Mr. Atul Garg (DIN: 01349747), Managing 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 Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014(including any statutory modification(s) or re-enactment thereof for the time being in force),, the consent of the members be and is hereby accorded that Mr. Atul Garg (DIN: 01349747), Managing Director of the Company be paid remuneration Rs. 3,00,000/- per month w.e.f. April 1, 2018 for a period of 3 years by way of Salary, Perquisites and Allowances as provided in the explanatory statement to the notice, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT except for the aforesaid revision in terms of remuneration, all other existing terms and conditions of his appointment as Managing Director of the Company shall remain unchanged.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such acts, deeds and things as may be considered necessary to give effect to the above said resolution."

(6) Revision in remuneration payable to Mr. Shree Bhushan Garg (DIN: 01349775), Wholetime 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 Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014(including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded that Mr. Shree Bhushan Garg (DIN: 01349775), Whole Time Director of the Company be paid remuneration Rs. 3,00,000/- per month w.e.f. April 1, 2018 for a period of 3 years by way of Salary, Perquisites and Allowances as provided in the explanatory statement to the notice, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT except for the aforesaid revision in terms of remuneration, all other existing terms and conditions of his appointment as Whole Time Director of the Company, shall remain unchanged.



RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such acts, deeds and things as may be considered necessary to give effect to the above said resolution."

(7) Approval of Commission payable to Ms. Preeti Garg, (DIN: 07048745) Non-Executive 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 Section 196, 197 and 198 of the Companies Act, 2013 ("the Act") and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded for the payment of commission of an amount of Rs. 200000/- per month w.e.f. April 1, 2018 to Ms. Preeti Garg, (DIN: 07048745) Non-Executive Director of the Company, in addition to the sitting fees for attending the meetings of the Board or Committees thereof, which is exceeding 1% of the net profits but not exceeding the overall limit of managerial remuneration aggregating to 11% of the net profits of the Company.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such acts, deeds and things as may be considered necessary to give effect to the above said resolution."

(8) Appointment of Mr. B. Umakanth (DIN: 08047765) as an Independent 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, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with

Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. B. Umakanth (DIN: 08047765), in respect of whom the Company has received a notice in writing on August 29, 2018 under Section 160 of the Act, proposing himself for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) with effect from September 29, 2018 up to September 28, 2023, not liable to retire by rotation."

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such acts, deeds and things as may be considered necessary to give effect to the above said resolution."

By Order of the Board
For Shree Vasu Logistics Limited

Neelam Dahiya
Company Secretary
August 31, 2018, Raipur
Registered Office: Logistics Park,
Opp. Jaika Automobiles Ring Road No.1,
Raipur - 492001.
CIN: L51109CT2007PLC020232

IMPORTANT NOTES:

(1) PROXY: A member entitled to attend and vote at the meeting may appoint a proxy to attend and, to vote on poll/ballot, instead of himself/herself and a proxy need not be a member of the company. The instrument appointing the proxy in order to be effective must be duly completed and deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the company carrying voting rights. If shares are held jointly, proxy form must be signed by all the members. If proxy form is signed by



authorized representative of body corporate or attorney, certified copy of board resolution / power of attorney / other authority must be attached with the proxy form.

(2) ATTENDANCE SLIP: Members / proxies /authorized representatives should bring their copy of the Annual Reports along with their Attendance Slip attached herewith duly filled and signed in accordance with Specimen Signatures registered with the company to attend the meeting. Members who hold shares in dematerialized form are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.

(3) EXPLANATORY STATEMENT: The relative Explanatory Statement pursuant to Section 102 of Companies Act 2013, in respect of business under Item Nos. 4 to 8 of the notice is annexed hereto.

(4) AUTHORISED REPRESENTATIVE: Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified true copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

(5) REGISTRATION OF TRANSFERS: SEBI has mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities. Also, on June 8, 2018, SEBI vide its notification No. SEBI/LAD-NRO/GN/2018/24 had amended the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) and mandated transfer of shares in dematerialised form alone. This comes into effect from December, 2018 and hence you are requested to take note of it and take necessary steps to dematerialise your shares that are held in physical form.

(6) CLOSURE OF BOOKS: Register of Members and the Share Transfer Books of the Company will remain closed from Sunday, September 23, 2018 to Saturday, September 29, 2018 (both days inclusive).

(7) NRI SHAREHOLDER: The non-resident Indian shareholders are requested to inform the company immediately about:

1. The change in the residential status on return to India for Permanent settlement.
2. The particulars of NRO bank account in India if not furnished Earlier.

(8) NOMINATION: Members are entitled to make nomination in respect of the shares held by them in physical form. Members desirous of making nominations may send their request in Form SH.13 in duplicate to the Registrars and Share Transfer Agents(RTA) of the Company. Members may obtain a blank Form SH.13 upon request to the Company or its RTA.

(9) The Company has made necessary arrangements for the members to hold their shares in dematerialised form. Members are also entitled to make nomination in respect of the shares held by them in dematerialised form with their respective DPs.

(10) UPDATION OF MEMBERS' DETAILS:

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Company or the RTA.

(11) REGULATION 36(3) AND SECRETARIAL

STANDARD-2 : Additional Information, pursuant to Regulation 36 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, in respect of the directors seeking appointment/ re-appointment at the Annual General Meeting, is furnished as annexure to the Notice. The directors have furnished consent /declaration for their appointment/ reappointment as required under the Companies Act, 2013 and the rules there under.

(12) DISPATCH OF ANNUAL REPORT: Pursuant to the provisions of Sections 101 and 136 of the Act read



with the Companies (Accounts) Rules, 2014, Annual Report for the Financial Year 2017-18, the notice of the 12th Annual General Meeting along with Attendance Slip and Proxy form, are being sent by electronic mode to all the members whose email addresses are registered with the Company/ Depository Participant(s) unless a member has requested for a physical copy of the document. For members who have not registered their email addresses, physical copies of the Documents are being sent by the permitted mode.

(13) INTIMATION OF CHANGE IN THE DETAILS:

Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or contact our Registrar and Transfer Agent i.e. Big Share Services Private Limited (Mumbai).

(14) COMPLIANCE UNDER SECTION 136(1):

The Annual Report of the Company will be available on the Company's website, www.shreevasulogistics.com and on the website of respective Stock Exchange where the equity shares of the Company are listed, www.nseindia.com/emerge/. As per Section 136(1), the physical copies of the aforesaid documents and relevant documents referred to in the accompanying Notice and Explanatory Statement will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at cs@logisticpark.biz.

(15) REGISTERS:

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

(16) JOINT-HOLDER: In case of Joint holders attending the meeting, the Joint-holders who are higher in the order will be entitled to vote at the meeting.

(17) ROUTE MAP: A route map showing direction to reach the venue of the meeting is given at the end of this Notice.

(18) REMOTE E-VOTING: E-Voting is not applicable on the companies who has less than 1000 shareholders and listed their securities on the SME platform as per the Amendment in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

(19) REQUEST TO MEMBERS: Members are requested to send their question(s), if any, relating to the financial statements, shareholding, etc., to the Company Secretary/Chief Financial Officer at the Registered Office of the Company, on or before Thursday, September 27, 2018, so that the answers/details can be kept ready at the AGM.

EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (HEREINAFTER CALLED "THE ACT")

Item No. 4

The Board of Directors of the Company had appointed Mr. Kulamani Mohanty (DIN: 08206986) as an Independent Director of the Company subject to approval of members at AGM. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Kulamani Mohanty signifying his candidature as Independent Director of the Company.

The Company has received a declaration of independence from Mr. Kulamani Mohanty. In the opinion of the Board, Mr. Kulamani Mohanty fulfills the conditions specified in the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as Independent Director. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company.



during business hours on any working day and is also available on the website of the Company.

A justification for his appointment including other details pursuant to Regulation 36 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings is annexed to the Notice as Annexure 1.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Ordinary resolution as set out at Item No. 4 of the Notice. The Board recommends the resolution as set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 5

Mr. Atul Garg, was appointed as Managing Director of the company w.e.f. 01.02.2018 for a period of 5 (five) years.

The Board of Directors at their meeting held on August 24, 2018 approved the proposal to revise his remuneration pursuant to the provisions of Section 196, 197, 203, Schedule V (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and all other applicable provisions of the Companies Act, 2013 and subject to approval of the shareholders of the company by way of ordinary resolution as under:

Salary: Rs. 3,00,000 per months with retrospective from April 01, 2018 for a period of 3 years till March 31, 2021.

Perquisites and Other benefits:

1. Insurance: as per the rules of the Company
2. Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave travel holiday periods, whenever undertaken, whether in India or abroad as per Rules of the Company.
3. Leave travel concession: Return passage for self and family in accordance with the rules specified by the company where it is proposed that the leave be spent in home country.

MINIMUM REMUNERATION

In terms of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, where in any financial year, during the currency of the tenure of managerial personnel, the Company has no profits or its profits are inadequate, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said Section II, subject to the following:-

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.
- (iii) An ordinary resolution has been passed at a general meeting of the Company.

The Company has inadequate profits in the previous year 2017-18. And in view of the relevant extant provisions of law relating to managerial remuneration, the Company has proposed to comply with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

Details; pursuant to Secretarial Standards on General Meetings is annexed to the Notice as Annexure 1.

Statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013 is annexed to this notice as Annexure II.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Atul Garg himself, Mr. Shree Bhushan Garg and Ms. Preeti Garg being relative, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members.

Item No. 6

Mr. Shree Bhushan Garg, was appointed as Wholetime Director of the company w.e.f. 1stOctober, 2017 for a period of 5 (five) years.

The Board of Directors at their meeting held on August 24, 2018 approved the proposal to revise his remuneration pursuant to the provisions of Section 196,



197, 203, Schedule V (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and all other applicable provisions of the Companies Act, 2013 and subject to approval of the shareholders of the company by way of ordinary resolution as under:

Salary: Rs. 3,00,000 per month with retrospective from April 1, 2018 for a period of 3 years till March 31, 2021.

Perquisites and Other benefits:

1. Insurance: as per the rules of the Company
2. Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave travel holiday periods, whenever undertaken, whether in India or abroad as per Rules of the Company.
3. Leave travel concession: Return passage for self and family in accordance with the rules specified by the company where it is proposed that the leave be spent in home country.

MINIMUM REMUNERATION

In terms of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, where in any financial year, during the currency of the tenure of managerial personnel, the Company has no profits or its profits are inadequate, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said Section II, subject to the following:-

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.
- (iii) An ordinary resolution has been passed at a general meeting of the Company.

The Company has inadequate profits in the previous year 2017-18. And in view of the relevant extant provisions of law relating to managerial remuneration, the Company proposes to comply with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

Details pursuant to Secretarial Standards on General Meetings is annexed to the Notice as Annexure 1.

Statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013 is annexed to this notice as Annexure II.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Shree Bhushan Garg himself and Mr. Atul Garg and Ms. Preeti Garg being relative, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

The Board recommends the resolution set forth in Item No. 6 for the approval of the Members.

Item No. 7

Pursuant to the provisions of Section 197 and 198 of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act, a company is allowed to pay remuneration to a director who is neither a whole-time director nor a managing director of a company, by way of remuneration up to 1% of the net profits without the approval of Members. For payment of commission in excess of the 1% limit stated above but subject to the overall limit of managerial remuneration aggregating to 11% of the net profits of the company, approval of the Members is required.

If the amount to be paid exceeds the limit of 1% of net profits of the Company for the financial year as stated in the Act, approval of the Members will have to be sought for payment over and above 1% subject to the overall limit of 11% stated under the Act.

The Board of Directors in its meeting held on August 24, 2018, approved the proposal of the Nomination and Remuneration Committee to pay Commission Rs. 200000/- per month to Ms. Preeti Garg, Non-Executive Director (NED) exceeding 1% of the net profits for Financial Year 2017-18. Therefore, it is proposed to seek member's approval for payment of remuneration to Ms. Preeti Garg exceeding 1% but not exceeding 11% of the net profits of the Company.

Details pursuant to Secretarial Standards on General Meetings is annexed to the Notice as Annexure 1.



None of the Directors and Key Managerial Personnel of the Company and their relatives except Ms. Preeti Garg herself, Mr. Shree Bhushan Garg and Mr. Atul Garg being relative, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

The Board recommends the resolution set forth in Item No. 7 for the approval of the Members.

Item No. 8

On August 29, 2018, the Company has received notice in writing from Mr. B. Umakanth (DIN: 08047765), proposing himself for the office of Director in terms of Section 160 of the Companies Act, 2013. The Company has also received from Mr. B. Umakanth, consent to act as a Director in Form DIR -2, his profile and declaration under Section 149 confirming that he meets the criteria of Independence as provided under section 149(6) of the Act.

Since Mr. B. Umakanth (DIN: 08047765) has sent the requisite notice under Section 160 of the Act, pursuant to Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Section 160(2) of the Act, the Company is required to inform the members about the above referred candidature and place notice of such candidature on its website. Accordingly, this item to Notice is being issued as Special Business for appointment Mr. B. Umakanth as an Independent Director for a period of five years.

The details pursuant to Regulation 36 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings is annexed to the Notice as Annexure 1.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Ordinary resolution as set out at Item No. 8 of the Notice.

Annexure 1

Details pursuant to Regulation 36 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings – Item Nos. 4,5,6 and 7)

Sr No.	Particulars	Mr. Kulamani Mohanty	Mr. Atul Garg	Mr. Shree Bhushan Garg	Ms. Preeti Garg	Mr.B. Umakanth
1.	Age	60	42	71	40	66
2.	Qualifications	M. Com and PGDBM (from Pt. Ravi Shankar Shukla University, Raipur)	B. Com and PGDBM (from Pt. Ravi Shankar Shukla University, Raipur)	Graduate	B. Com and PGDBM (from Pt. Ravi Shankar Shukla University, Raipur)	MA (Economics), MBA (Finance), CAIIB & PGDIRPM
3.	Experience	36	23	49	5	35
4.	Terms and conditions of appointment	Independent Director not liable to retire by rotation, for a period of 5 years w.e.f 29 th September, 2018 to 28 th September, 2023.	Appointed as Managing Director for a period of 5 years with effect from 1 st February, 2018 to 31 st January, 2023 liable to retire by rotation	Appointed as Wholetime Director liable to retire by rotation for a period of 5 years with effect from 1 st October, 2017 to 30 th September, 2022	Appointed as Non-Executive Director liable to retire by rotation with effect from 1 st December, 2017.	Independent Director not liable to retire by rotation, for a period of 5 years w.e.f 29 th September, 2018 to 28 th September, 2023.
5.	Expertise in specific functional areas	Proficient at developing procedures and implementing policies, Sound Knowledge of Economics and well versed with all the Process parameters in Administration and Management	Excellent in creating strategic alliances with organization leaders to effectively align with and support key business initiatives. Excel at building and retaining high performance among teams by hiring, developing and motivating skilled professionals.	Effectively exhibit leadership in managing the warehouses & dispatches, with minimum delay, in varied weather conditions and sound knowledge of 3PL working.	Developing financial strategies to facilitate the company's growth plans, along with a constant challenge to improve the existing processes and systems. Generate procedures, for staff to achieve a positive business turnaround. Exceptional leader, motivator, and team builder with a planned goal-orientation.	Banking, Financial Strategy & Corporate Governance
6.	Relationship with other Directors, Manager and other Key	Not Related to any Director	Mr. Shree Bhushan Garg (WTD)- Father Ms. Preeti Garg (NED)- Wife	Mr. Atul Garg (MD)- Son Ms. Preeti Garg (NED)- Son's Wife	Mr. Atul Garg (MD)- Husband Mr. Shree Bhushan Garg (WTD)- Father-in-Law	Not Related to any Director

	Managerial Personnel, if any					
7.	Date of first appointment on the Board	NA	21/03/2007	21/03/2007	01/12/2017	NA
8.	Shareholding in the company	Nil	2799000	2205000	189000	Nil
9.	The number of Meetings of the Board attended during the FY 2017-18	NA	28	28	20	NA
10.	Other Directorships	NA	1. East India Logistics Private Limited 2. Logicbox India Private Limited	1. East India Logistics Private Limited 2. Logicbox India Private Limited 3. Shri Sai Kripa Shares Private Limited	1. Bengal Logistics Private Limited 2. Logicbox India Private Limited	1. Sab Events & Governance Now Media Limited 2. Sri Adhikari Brothers Television Network Limited 3. TV Vision Limited
11.	Membership/ Chairmanship of Committees of other Boards	NA	NA	NA	NA	NA
12.	Details of remuneration sought to be paid	Nil	Rs. 300000/- per month w.e.f. April 2018	Rs. 300000/- per month w.e.f. April 2018	Rs. 200000/- per month w.e.f. April 2018	Nil
13.	Remuneration last drawn	NA	Rs. 200000/- per month	Rs. 200000/- per month	Nil	NA
14.	Brief Profile and Justification for appointment of Independent Directors	Mr.Kulamani Mohanty, aged 60 years, is an Executive Director of Kaanger Valley Academy (Higher Secondary School) since last 13 years. He holds masters degree in	Mr. Atul Garg has been on the Board of the Company since its inception i.e. 2007. He is commerce Graduation from Pt. Ravishankar Shukla University He is a dynamic & Results-oriented Managing Director drives a goal to establish	Mr. Shree Bhushan Garg has been on the board of the company since incorporation of the company and has been serving as on the board since 2007. He is a Commerce Graduate degree. He possesses	Ms. Preeti Garg is a Non Executive Director of the Company. She has vast experience in developing financial and generate procedures, to achieve a positive business turnaround.	Mr.B. Umakanthhad joined Syndicate Bank in 1975 as Probationary Officer and retired as Assistant General Manager.He had also worked on deputation to North Malabar

		<p>commerce and PGDBM. He is a self-driven, multi lingual person with excellent analyzing skills and having adoptive and optimistic nature, exhibiting high level of team spirit to achieve predetermined goals. Keeping in view, Mr. Kulamani Mohanty's expertise and knowledge, the association of Mr. Kulamani Mohanty as Independent Director of the Company shall be beneficial to the progress of the Company.</p>	<p>strategic & mutually beneficial partnerships, along with relationships with associate companies, vendors, service providers. He has a vision to make the Company number one 3PL Company. His association with the Company is beneficial to the Company.</p>	<p>valuable experience in managing the issues faced by large and complex corporations. He has significant experience in management, finance and operations. His association with the Company is in best interest of the Company.</p>	<p>Exceptional leader, motivator, and team builder with a planned goal-orientation. On basis of her expertise her association with the Company is valuable.</p>	<p>Trainen Bank, as GM (Credit) for 3 years. He had handled Large Advances Portfolio in Farida bad, RP Road, Secunderabad & Banjara Hills, Hyderabad branches. He was Head of Central Processing Centre, Hyderabad for 2 years. His rich and varied experience in Banking, coupled with Academic qualifications in Finance & Banking, will stand him in good stead in the corporate world</p>
--	--	--	--	--	---	---

Annexure 2

Statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013

I. General Information:

1. Nature of Industry	The Company is engaged in the business of providing Logistics Services.	
2. Date or expected date of Commercial Production	Commercial operations commenced in the year 2007.	
3. In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable.	
4. Financial performance:-	Particulars	2017-18 (as per Audited Financials- Rs. In Lakhs.)
	Paid up Capital	558.00
	Reserves and Surplus	241.51
	Total Revenue from Operations	3143.83
	Total Expenses	2833.56
	Profit before Tax	310.27
	Tax Expenses	84.87
	Profit after Tax	225.40
5. Foreign Investments or collaborations, if any –	There is no direct foreign investment in the Company except to the extent shares held by Foreign Institutional Investors (FII) acquired through secondary market. There is no foreign collaboration in the Company	

II. Information about the Appointees:

	Mr. Atul Garg	Mr. Shree Bhushan Garg
1. Background details	Dynamic & Results-oriented Managing Director drives a goal to establish strategic & mutually beneficial partnerships, along with relationships with associate companies, vendors, service providers. He is associated with the Company since its inception.	Founded the Firm, 30 years ago, and continued under "Shree Vasu Logistics Pvt. Ltd" banner, with few Clients. With his negotiating skills, increasing Company's Clientele year-to-year and opening business opportunities in 3PL sector.
2. Past Remuneration	Rs. 200000/- Per Month	Rs. 200000/- Per Month
3. Recognition or awards	National Certification (Quality) Awarded by: IMC (Ramkrishna Bajaj Foundation) Face Award- Awarded by: CII	Nil
4. Job profile and his suitability	Appointed as Managing Director for a period of 5 years with effect from 1 st February, 2018 to 31 st January, 2023 liable to retire by rotation	Appointed as Wholetime Director for a period of 5 years with effect from 1 st October, 2017 to 30 th September, 2022 liable to retire by rotation
5. Remuneration proposed	Rs. 300000/- Per Month	Rs. 300000/- Per Month
6. Comparative remuneration profile	The remuneration payable have been benchmarked with the	The remuneration payable have been benchmarked with the remuneration

<p>with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)</p>	<p>remuneration being drawn by peers in similar capacity in Logistics Companies of comparable size in the Logistics Industry and has been considered by the Nomination and Remuneration Committee of the Company at the meeting held on 24th August, 2018. The profile of the Managing Director, his responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration.</p>	<p>being drawn by peers in similar capacity in Logistics Companies of comparable size in the Logistics Industry and has been considered by the Nomination and Remuneration Committee of the Company at the meeting held on 24th August, 2018. The profile of the Mr. Shree Bhushan Garg, his responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration.</p>
<p>7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any</p>	<p>Besides the remuneration proposed, Mr. Atul Garg also holds 27,99,000 equity shares of the Company. Mr. Shree Bhushan Garg, Whole Time Director is his Father.</p>	<p>Besides the remuneration proposed, Mr. Shree Bhushan Garg also holds 22,05,000 equity shares of the Company. Mr. Atul Garg, Managing Director is his Son.</p>

III. Other Information:

- Reasons of loss or inadequate profits:** The Company has earned net Profit of Rs. 2,25,39,993.76 during the Financial Year 2017-18. Though the profit is higher than the previous year's profit, it is inadequate for the payment of managerial remuneration as per the limits prescribed in section 197 of the Companies Act, 2013. The company has expanded its business operations during financial year 2017-18 and enhanced its working capacity by employing manpower which results into inadequacy of profit.
- Steps taken or proposed to be taken for improvement:** The Company has made a significant investment in new warehouse and expanding its manpower to cater to these needs and is well positioned to reap the benefits of this opportunity. The Company has been laying great stress on domestic marketing. Improving cash flow has been accorded top priority with a drive on collection of dues from customers/ vendors and careful control of cash outflows so as to reduce the borrowings. Control of operating expenses and overheads across the organization is being exercised. The Company has initiated various measures towards achieving organizational and operating efficiencies and strengthening core competencies
- Expected increase in productivity and profits in measurable terms:** In addition to steps proposed to be taken for improvement as detailed hereinabove, key focus areas would be profit maximization, conservation of cash, operational efficiencies, cost and working capital containment. While it is difficult to give precise figures, the above initiatives are expected to improve further the productivity and profitability.

IV. Disclosures:

- Disclosures to be made in the Board of Director's report under the heading "Corporate Governance", if any, attached to the Financial statement**

The Corporate Governance requirements as stipulated under SEBI (LODR) Regulations, 2015 is not applicable to the company as per Regulation 15 of the said regulations. Therefore, this clause is not applicable.

**SHREE VASU LOGISTICS LIMITED**

Registered Office: Logistics Park, Opp. Jaika Automobiles Ring Road No.1 Raipur Chhattisgarh 492001

Email ID: cs@logisticspark.biz Website: www.shreevasulogistics.com

CIN: L51109CT2007PLC020232

PROXY FORM**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014- Form No. MGT-11]**

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We being the member(s) of _____ shares of the Company, hereby appoint

- Name: _____, Address: _____
E-mail Id: _____, Signature _____ or failing him/her;
- Name: _____, Address: _____
E-mail Id: _____, Signature _____ or failing him/her;
- Name: _____, Address: _____
E-mail Id: _____, Signature _____ or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual General Meeting of the company, to be held on Saturday, 29th Day of September, 2018 at 12:00 p.m. at Logistics Park, Opp. Jaika Automobiles Ring Road No.1, Raipur, Chhattisgarh - 492001 and at any adjournment thereof in respect of such resolutions as are indicated below:

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

Sr.No.	Resolutions	Optional*	
		For	Against
ORDINARY BUSINESS:			
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon		
2	To appoint a Director in place of Mr. Atul Garg (DIN-01349747), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.		
3	To appoint Statutory Auditors and fixing there remuneration.		
SPECIAL BUSINESS:			
4	To appoint Mr. Kulamani Mohanty (DIN: 08206986) as an Independent Director of the Company		
5	To revise the remuneration payable to Mr. Atul Garg (DIN: 01349747), Managing Director of the Company		
6	To revise the remuneration payable to Mr. Shree Bhushan Garg (DIN: 01349775), Wholetime Director of the Company		
7	To approve Commission payable to Ms. Preeti Garg, Non-Executive Director of the Company		
8	To appoint Mr. B. Umakanth (DIN: 08047765) as an Independent Director of the Company		

Signed this _____ day of _____ 20__

Signature of shareholder

Signature of Proxy holder(s)

Affix

Revenue

Stamp



Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
4. *This is only optional. Please put a 'X' 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.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



SHREE VASU LOGISTICS LIMITED

Registered Office: Logistics Park, Opp. Jaika Automobiles Ring Road No.1 Raipur Chhattisgarh 492001

Email ID: cs@logisticspark.biz Website: www.shreevasulogistics.com

CIN: L51109CT2007PLC020232

ATTENDANCE SLIP

(To be presented at the entrance)

**ANNUAL GENERAL MEETING ON SATURDAY, 29TH DAY OF SEPTEMBER, 2018 AT 12:00 P.M.
AT LOGISTICS PARK, OPP. JAIKA AUTOMOBILES RING ROAD NO.1 RAIPUR
CHHATTISGARH 492001.**

Regd. Folio No./DP ID / Client ID

Name & Address of First/Sole Shareholder

No. of Shares held

Name of the Joint Holder, if any

I hereby record my presence at the 12thAnnual General Meeting of the Company to be held on Saturday, September 29th, 2018 at 12:00 p.m.at Logistics Park, Opp. Jaika Automobiles Ring Road No.1 Raipur Chhattisgarh 492001.

Signature of Members/Proxy

Notes:

- (a) Only Member/Proxy can attend the Meeting. No minor would be allowed at the Meeting.
- (b) Member/Proxy wish to attend the Meeting must bring this attendance slip to the Meeting and handover at the entrance duly filled in and Signed.
- (c) Shareholder/Proxy Holder attend the meeting is requested to bring his/her copy of the Annual Report.
- (d) In the case of joint holders, the signature of any one holder shall be sufficient, but the names of all joint holders should be stated.



SHREE VASU LOGISTICS LIMITED

Registered Office: Logistics Park, Opp. Jaika Automobiles Ring Road No.1 Raipur Chhattisgarh 492001

Email ID: cs@logisticspark.biz Website: www.shreevasulogistics.com

CIN: L51109CT2007PLC020232

Venue of the Meeting

Logistics Park, Opp. Jaika Automobiles, Ring Road No. 1,
Raipur - 492001, Chhattisgarh.

Route map of the Venue of **Annual General Meeting**

