

# Notice

NOTICE IS HEREBY GIVEN THAT THE 22<sup>nd</sup> ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF S J LOGISTICS (INDIA) LIMITED WILL BE HELD ON WEDNESDAY, 03<sup>RD</sup> SEPTEMBER, 2025 AT 3:00 PM (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS. THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 901/902/903, CENTRUM, OPPOSITE RAILA DEVI LAKE, WAGLE ESTATE, THANE - 400604

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Auditors thereon.
3. To consider re-appointment of Mr. Rajen Shah (DIN: 01903150), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

### **4. Re-appointment of Mr Rajen Hasmukhlal Shah (DIN: 01903150) as 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 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Rajen Hasmukhlal Shah as Chairman & Managing Director of the Company for a period of 5 Years with effect from 12<sup>th</sup> September, 2025 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Shah.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

5. To Appoint Mr. Rushabh Doshi, Practicing Company Secretary as Secretarial Auditors for a term of five (5) consecutive years.



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

**“RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Rushabh Doshi, Practicing Company Secretary (COP No. 25328) as the Secretarial Auditor of the Company for a period of five (5) years, commencing from the Conclusion of this Annual General Meeting until the Annual General Meeting of Financial Year 2029-30, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.

**6. To ratify appointment of Mr. Prashant Arvindlal Shah (DIN: 01081078) as Non-Executive Non-Independent Director on the Board of the Company.**

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

**“RESOLVED THAT** pursuant to provisions of section 152 and any other applicable provisions of the Companies Act, 2013 (‘the Act’), the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendations of the Nomination and Remuneration Committee, Mr. Prashant Arvindlal Shah (DIN 01081078) who was appointed by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, as an additional director under section 161(1) of the Act be and is hereby appointed as a Non-Executive and Non-Independent Director, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of section 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Prashant Arvindlal Shah be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

Place: Thane

Date: August 01, 2025

Registered Office:

S J Logistics (India) Limited

(CIN: L63000MH2003PLC143614)

901/902/903, Centrum, Opposite Raila Devi Lake, Wagle

Estate, Thane - 400604

Tel: 022-61982800

Web: [www.sjlogistics.co.in](http://www.sjlogistics.co.in)

By Order of the Board of Directors

Sd/-

Rajen Hasmukhlal Shah

Chairperson & Managing Director

DIN: 01903150



#### NOTES:

1. Pursuant to General Circular No. 09/2024 dated September 19, 2024, General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 respectively, issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Circular No. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR /P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India ("**SEBI Circulars**") and in compliance with the provisions of the Companies Act, 2013 ("**Act**") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations/SEBI Listing Regulations**"), the 22nd Annual General Meeting ('**22<sup>nd</sup> AGM/AGM**') of the Company is being conducted through VC/OAVM Facility, without the physical presence of members at a common venue. The deemed venue for the 22nd AGM shall be the Registered Office of the Company.
2. Pursuant to MCA Circulars the AGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the members to attend and cast vote for the members is not available for this AGM and hence the proxy form and attendance slip including route map are not annexed to the Notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate member / institutional members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at [cs@sjl.co.in](mailto:cs@sjl.co.in)
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the AGM and the relevant details of director seeking appointment and re-appointment as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as required under Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.
6. The Company had sent notice of Extra-Ordinary General Meeting ("**EOGM**") on September 12, 2024 to Shareholders of the Company, agenda of which being preferential issue of Warrants and Equity Shares to identified Persons. On the aforesaid Notice, National Stock Exchange ("**NSE**") through e-mail dated September 19, 2024 and through various other requirement letters had sent comments/suggestions/advisory therein. Accordingly Company rectified / provided additional details through Corrigendum dated September 30, 2024. Furthermore, the Company vide email dated November 26, 2024 informed Shareholders regarding changes suggested by NSE on the EOGM Notice and as required the same is brought before shareholders through this



AGM Notice. The Shareholders who wish to go through EOGM Notice or its Corrigendum can visit NSE website at [www.nseindia.com](http://www.nseindia.com) or can send an email at [cs@sjl.co.in](mailto:cs@sjl.co.in).

7. All documents referred to in the Notice along with Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act shall be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. AGM day & date. Members seeking to inspect such documents can send an email to [cs@sjl.co.in](mailto:cs@sjl.co.in).
8. Shareholders who would like to express their views/ask questions during the meeting may register themselves as speaker by sending their request till **August 01, 2025 (05:00 pm)** mentioning their name, demat account number/folio number, email id, mobile number at [cs@sjl.co.in](mailto:cs@sjl.co.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries till **August 01, 2025 (05:00 pm)** mentioning their name, demat account number/folio number, e-mail id, mobile number at [cs@sjl.co.in](mailto:cs@sjl.co.in). These queries will be replied to by the company suitably by e-mail.
9. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2020. All the securities of the Company are in dematerialized form.
10. To support the 'Green Initiative', Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form.
11. Members holding shares in the dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to the Company's Registrar & Transfer Agents. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, **M/s Maashitla Securities Private Limited**.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. The Board of Directors have appointed Mr. Rushabh Doshi (Membership No. ACS 24406), Practicing Company Secretaries as the Scrutinizer to scrutinize the votes cast through the e-voting system at the meeting and remote e-voting process in a fair and transparent manner.
14. The Scrutinizer shall submit his report to the Chairman of the Meeting or any person authorized by him within two working days of the conclusion of the AGM. The Results declared along with the report of Scrutinizer shall be placed on the website of the Company [www.sjlogistics.co.in](http://www.sjlogistics.co.in) and on website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after declaration of results by the Chairman or person authorized by him in this behalf. The Company shall simultaneously forward the results to NSE, where the shares of the Company are listed.
15. Regulation 36(1) (b) and (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribes that a listed entity shall send a letter providing the web-link, including the exact path, where complete details of the Annual Report is available to those shareholder(s) who have not so registered their email addresses and hard copies of full annual reports to those shareholders, who request for the same, respectively. However, in line with MCA Circulars and SEBI Circulars the Notice of AGM are being sent in electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the AGM and the Annual Report for the



Financial Year 2024-25 will also be available on the Company's website [www.sjlogistics.co.in](http://www.sjlogistics.co.in) websites of the Stock Exchange at [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ('NSDL') for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
17. AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circulars, as applicable.

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

The remote e-voting period begins on August 31, 2025 at 09:00 A.M. and ends on September 02, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. August 29, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 29, 2025.

**How do I vote electronically using NSDL e-Voting system?**

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

Step 1: Access to NSDL e-Voting system





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

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see</li> </ol>



	<p>e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p>  </div> <div style="text-align: center;">  <p><b>Google Play</b></p>  </div> </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting</li> </ol>



	<p>your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911





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

**How to Log-in to NSDL e-Voting website?**

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

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

4. Your User ID details are given below :

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





5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders** whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.



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

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

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

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs@sjl.co.in](mailto:cs@sjl.co.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ["Forgot User Details/Password?"](#) or ["Physical User Reset Password?"](#) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Apeksha Gojamgunde at [evoting@nsdl.com](mailto:evoting@nsdl.com)



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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@sjl.co.in](mailto:cs@sjl.co.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@sjl.co.in](mailto:cs@sjl.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to **NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.



3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@sjl.co.in](mailto:cs@sjl.co.in). The same will be replied by the company suitably.

6. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

7. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the AGM.



## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice

### Item No. 04

The Company had appointed Mr. Rajen Hasmukhlal Shah as Managing Director of the Company for a period of Five Years from 12th September, 2020. The Members had subsequently approved the said appointment and terms of his remuneration. Mr. Rajen Hasmukhlal Shah, aged 59 years is the current Chairman & Managing Director of the Company having over 35 years of industry experience in the field of Shipping, Logistics & Transportation Industry. He has been associated with the Company since incorporation. He is a Qualified Chartered Accountant since 1990. During 2024-25, Mr. Shah attended 5 Meetings of the Board of Directors. He is a Director in the following Companies:

Sr. No	Name of Company	Origin of Country	Designation	Relation with S J Logistics
1	SJA Logisol (India) Pvt Ltd	India	Director	Wholly-owned Subsidiary
2	S. J. L. Group (Singapore) Pte. Ltd.	Singapore	Director	Wholly-owned Subsidiary
3	S J Logisol Shipping L.L.C	Dubai	Director/ Manager	Wholly-owned Subsidiary

His current term of appointment as the Chairman & Managing Director of the Company expires on 11<sup>th</sup> September, 2025. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Rajen Hasmukhlal Shah should be available to the Company for a further period of 5 (Five) years with effect from 12th September, 2025.

In terms of the provisions of the Act and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meetings held on 01<sup>st</sup> August, 2025 re-appointed him as Chairman & Managing Director of the Company for a further period of 5 (Five) years with effect from 12th September, 2025.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment and the terms of remuneration payable to Mr. Rajen Hasmukhlal Shah requires approval of members by passing Ordinary Resolution. Hence, the members are requested to pass the **Ordinary Resolution** accordingly.

The Board recommends the Resolution at Item No. 4 for approval of the Shareholders.



None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution except Mr. Rajen Hasmukhlal Shah and Mr. Jeet Rajen Shah (son of the proposed Managing Director).

A brief profile of Mr. Rajen Hasmukhlal Shah including the nature of his expertise and other details in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 is annexed to the Notice convening the AGM.

**Item No. 05:**

Pursuant to the amended Regulation 24A of the SEBI Listing Regulations, 2015, every Listed Company based on the recommendation of the Board of Directors shall appoint or re-appoint, with the approval of its shareholders in its Annual General Meeting:

- i. An individual as Secretarial Auditor for not more than one term of five consecutive years or;
- ii. Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years.

Accordingly, the Board of Directors at its meeting held on 30th June, 2025, recommended the appointment of Mr. Rushabh Doshi, Practicing Company Secretary (PR No. 4008/2023), as Secretarial Auditor of the Company for a term of five consecutive years to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report for the period commencing from FY 2025-26 till FY 2029-2030, for approval of shareholders at its ensuing Annual General Meeting.

Mr. Rushabh Doshi, Practicing Company Secretary has consented to the said appointment and confirmed that their appointment, if made, would be within the limit specified by the Institute of Companies Secretaries of India. Mr. Rushabh Doshi has further confirmed that they have not incurred any disqualification and are eligible to be appointed as Secretarial Auditor of the Company in terms of Regulation 24A (1A) of SEBI Listing Regulations, 2015, provisions of Section 204 of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024.

**Other information:**

Particulars	Details
Brief Profile of Mr. Doshi	<p>Mr. Doshi is an experienced Practising Company Secretary and Bachelor of Law with expertise in corporate laws, SEBI regulations, FEMA, and secretarial compliances under the Companies Act, 2013. Providing professional services in corporate governance, regulatory filings, legal advisory, and secretarial audits to listed, unlisted, and private companies.</p> <p>Committed to ensuring statutory compliance, corporate transparency, and ethical business practices, while offering strategic advisory services to support businesses in their growth and expansion.</p>



Proposed audit fee payable to auditors	<p>The fees proposed for the secretarial audit is Rs. 1,20,000/- per annum (excluding applicable taxes) (inclusive of Annual Secretarial Compliance Report and Certifications) with power to Board to revise the fees of Auditor as per mutual discussion.</p> <p>The said fees shall exclude reimbursements and other outlays. The fees proposed are based on knowledge, expertise, industry experience, time and efforts required to conduct the secretarial audit effectively.</p>
Terms of appointment	The Secretarial Auditor would be appointed for period of Five consecutive years commencing from FY 2025-26 till FY 2029-30.
Material changes in fee payable and rationale thereof	<p>With the listing of the Company and consequently with the applicability of enhanced regulations, the scope of work and responsibilities assigned to the Secretarial Auditor (proposed for appointment) have increased.</p> <p>Accordingly, the fees payable to proposed secretarial auditor has been increased viz-a-viz outgoing secretarial auditor. The audit fees Auditor for FY 2025 was Rs. 60,000/-.</p>
Basis of recommendation and auditor credentials	While recommending Mr. Rushabh Doshi, for appointment, the Board evaluated its clientele, technical expertise and eligibility criteria prescribed under SEBI Listing Regulations 2015.

The Board recommends the Resolution at Item No. 4 for approval of the Shareholders as Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution.

#### **Item No. 6**

Mr. Prashant Arvindlal Shah (DIN 01081078), was appointed as an Additional Director of the Company w.e.f 30th June, 2025, by the Board. In the terms of provisions of section 161 of the Companies Act 2013, a Director appointed by Board as an Additional Director can hold his office up to 3 months from appointment or next general meeting whichever is earlier and his appointment needs to be confirmed by shareholders of the company. Therefore, the resolution for confirmation of appointment of Mr. Prashant Arvindlal Shah as a Director of the Company is placed before the Members.





Accordingly, the Board of S J Logistics (India) Limited has approved to appoint Mr. Prashant Arvindlal Shah, as a Non-Executive Non-Independent Director on the Board of the Company w.e.f. 30th June, 2025.

Mr. Prashant Arvindlal Shah is Advocate, Practicing in Sales Tax, value added tax, Goods and Service Tax & Professional Tax since Last 40 years. At present, he is providing consultancy to many Companies and appearing up to the Hon'ble Tribunal.

Therefore, the above resolution is placed before shareholders.

None of the Directors is concerned or interested in the above resolution.

**Place:** Thane

**Date:** August 01, 2025

**By Order of the Board of Directors**

**Registered Office:**

**S J Logistics (India) Limited**

(CIN: L63000MH2003PLC143614)

901/902/903, Centrum, Opposite Raila Devi Lake,

Wagle Estate, Thane - 400604

Tel: 022-61982800

Web: [www.sjlogistics.co.in](http://www.sjlogistics.co.in)

Sd/-

**Rajen Hasmukhlal Shah**

**Chairperson & Managing Director**

**DIN: 01903150**



Information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 for appointment / re-appointment of Directors is as below

Name of the Director	Mr. Rajen Hasmukhlal Shah	Mr. Prashant Arvindlal Shah
DIN	01903150	01081078
Date of Birth & Age	14/01/1966, 59 Years	05/04/1966, 59 Years
Date of Appointment	23/12/2003	30/06/2025
Date of appointment at current designation	September 12, 2020	June 30, 2025
Category	Chairman & Managing Director	Non - Executive Non - Independent Director
Brief Resume along with Qualification and Nature of expertise in specific functional areas and Experience	<p>Rajen Hasmukhlal Shah, is a qualified Member of the Institute of Chartered Accountants of India since year 1990.</p> <p>Currently he is Promoter, Chairman &amp; Managing Director of our Company. He has been associated with the Company since incorporation.</p> <p>He has a work experience of more than 35 years in the field of shipping, Logistics &amp; Transportation Industry.</p> <p>He has been instrumental in taking major policy decision of the Company and is playing vital role in formulating business strategies and effective implementation of the same. He is responsible for the business development, Legal operations &amp; Compliance and overall management of the business of our Company. Under his guidance, our Company has witnessed continuous growth</p>	<p>Prashant Arvindlal Shah is a B. Com graduate and holds a degree of L.L.B.</p> <p>Mr. Prashant Shah is a highly experienced professional with an impressive tenure of 40 years, bringing extensive expertise in governance, litigation, and indirect taxation. Throughout his illustrious career, he has developed a deep understanding of complex regulatory frameworks and has successfully navigated numerous challenges in his field.</p> <p>Currently, he leverages his vast experience to provide consultancy services to several listed companies, offering strategic guidance and expert advice on governance, litigation, and indirect taxation matters. His insights and recommendations have been invaluable to these organizations, helping them navigate complex issues and make informed decisions.</p>



<b>Terms and conditions of appointment/ reappointment</b>	Re-appointed as Managing Director as stated in resolution no. 4	Appointment as Non-Executive Non-Independent Director
<b>Number of shares held in the Company</b>	58,15,450 Equity Shares of Rs. 10 each and 5,30,000 Warrants convertible into Equity.	51,000 equity shares of Rs. 10 each.
<b>Remuneration to be paid</b>	There is no change in remuneration and tenure of appointment proposed to be extended.	He will be eligible for payment of sitting fee and commission, as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company
<b>Directorship held in other Companies</b>	As mentioned in Item No 4 of Explanatory Statement	Tapi Chamber of Commerce and Industry
<b>Memberships/ Chairmanships of Committees of other Companies</b>	None	None
<b>Relationships between Directors inter-se</b>	Father of Mr. Jeet Rajen Shah, Whole-time Director.	Not Applicable
<b>Last Drawn Remuneration and No. of Board Meetings attended during the year</b>	The Last drawn salary of Mr. Rajen Hasmukhlal Shah was Rs. 36 Lakhs p.a.  He has attended 05 Board Meetings during the Financial year 2024-25.	Not Applicable

