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Sanco Trans Limited



CIN : L60220TN1979PLC007970
S.T. TOWER, New Number : 24 & 25,
Jehangir Street (2nd Line Beach Road),
Chennai 600 001, INDIA.

May 09, 2021

The Department of Corporate Relations
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

Scrip Code: 523116

Dear Sir/Madam,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

With reference to captioned subject, we have enclosed herewith Postal Ballot Notice dated May 07, 2021 (Postal Ballot Notice) sent to the shareholders of the Company through permitted mode, seeking their approval as set out in the Postal Ballot Notice.

In accordance with provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020 and the General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs (“MCA Circulars”), the Postal Ballot Notice is being sent in electronic form only to those members whose name appear whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, the 07th May, 2021 (“cut-off date”) and whose e-mail IDs are registered with Registrars and Transfer Agents of the Company or Depository/Depository Participants.

The remote e-voting period shall commence at 9:00 a.m. on Wednesday, the 12th May, 2021 and conclude at 5:00 p.m. on Thursday, the 10th June, 2021.

Thanking you,

Sincerely,
For SANCO TRANS LIMITED

PRASANNA N
Company Secretary & Compliance Officer

“Service And Trust - Part Of Our Tradition”



SANCO TRANS LIMITED

CIN: L60220TN1979PLC007970

Registered Office: S.T. Tower, New no. 24 & 25, II Floor,

Second Line Beach Road, Chennai – 600 001;

Tel: 044 – 6644 9000; Fax: 044 – 66449009;

Website: www.sancotrans.com; Email: shareholder@sancotrans.com

NOTICE OF POSTAL BALLOT TO THE SHAREHOLDERS OF THE COMPANY (Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

Notice is hereby given that pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020 and the General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs (“MCA Circulars”) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations, that the Resolution set out below are proposed to be passed by way of Postal Ballot through remote voting by electronic means only. An Explanatory Statement pertaining to the said Resolution setting out the material facts concerning and the reasons thereof is annexed to the Notice for your consideration. The Board at its meeting held on May 07, 2021 resolved to transact the resolutions by means of Postal Ballot.

Mr. Pankaj Mehta, Practicing Company Secretary, Partner, A. K. Jain & Associates, Chennai has been appointed as Scrutinizer for conducting the postal ballot process and also to scrutinize the e-voting process in a fair and transparent manner.

On account of the threat posed by COVID-19 and in terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only, to all its Members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/Depository Participants and the communication of assent/dissent of the Members will only take place through the remote e-voting system. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. The instructions for remote e-voting are appended to this Notice.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman & Managing Director of the Company after completion of the scrutiny of the e-voting and the results thereof will be announced on or before June 12, 2021 at the Registered Office of the Company at S.T. Tower, New No. 24 & 25, II Floor, Second Line Beach Road, Chennai – 600 001. The result of the Postal Ballot shall be posted on the Company's website www.sancotrans.com besides communicating to BSE Limited and Central Depository Services (India) Limited ("CDSL"). The results of the Postal Ballot shall also be announced through newspaper advertisement.

SPECIAL BUSINESS:

Resolution No. 1 - Continuation of Directorship of Mr. T. R. Chandrasekaran.

To consider, and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, the continuation of directorship of Mr. T. R. Chandrasekaran (DIN: 00399104) as Non-Executive and Independent Director of the Company be and is hereby approved as per the terms of his original appointment"

"RESOLVED FURTHER THAT Mr. V. Upendran (DIN: 00557511) Managing Director of the Company be and is hereby authorized to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard."

For and on behalf of the Board of Directors
For SANCO TRANS LIMITED

Place: Chennai
Date: May 07, 2021

V UPENDRAN
Chairman and Managing Director

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto and forms part of this Notice.
2. On account of the threat posed by COVID-19 and in terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice in electronic form only and expresses its inability to dispatch the physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
3. The Notice will be sent electronically to the Members, whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 07.05.2021 (Cut-off date). The voting shall be

reckoned in proportion to the paid-up equity share capital held by the Members as on Cut-off date i.e., 07.05.2021.

4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible for casting their votes through remote e-voting. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes only.

5. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and MCA Circulars, the Company is pleased to provide members, facility to exercise their right to vote on the resolutions sent through the Postal Ballot by electronic means. The Company has engaged e-voting services provided by Central Depository Services (India) Limited (CDSL) for this postal ballot.

6. The remote e-voting shall commence on Wednesday, May 12, 2021 at 9.00 A.M. (IST) and end on Thursday, June 10, 2021 at 5.00 P.M. (IST). During this period, Members of the Company holding shares in physical or dematerialized form as on the Cut – Off Date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

7. The Company has appointed Mr. Pankaj Mehta, Practicing Company Secretary, Partner, A. K. Jain & Associates, Chennai as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

8. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the Listing Regulations, the Company shall serve notice through electronic mode to those Members who have registered their email addresses either with the Depository Participant(s) or the RTA. Members who have not registered their email addresses can now register the same by sending a request letter to RTA at the email ID: kandhimathi@cameoindia.com. Members holding shares in demat form are requested to register their email addresses with their Depository Participant(s) only. Those Members who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's RTA to enable servicing of notices/ documents/ Annual Reports electronically to their email address.

9. The vote in this Postal Ballot cannot be exercised through proxy.

10. The Scrutinizer will submit his report to the Chairman after scrutiny of the Postal Ballot forms and voting by the members through electronic means and the result of the Postal Ballot shall be declared by the Chairman, or in his absence, by any other person authorised by the Chairman, on or before 12.06.2021. The resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman or by the authorized person, if the result of the Postal Ballot indicated that the requisite majority of the Members had assented to the resolution. Further, resolution passed by the Members through e-voting is deemed to have been passed effectively at a general meeting. The result of the Postal Ballot shall also be announced through newspaper advertisement and shall be posted on the website of the Company www.sancotrans.com besides communicating to BSE Limited and CDSL.

11. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final.

12. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days during normal business hours, upto the date of declaration of the result of Postal Ballot.

13. Members may also note that the Notice of Postal Ballot will also be available on the company's website i.e. www.sancotrans.com for downloading.

14. Instructions for E-VOTING

i. The voting period begins on Wednesday, May 12, 2021 at 9.00 A.M. (IST) and ends on Thursday, June 10, 2021 at 5.00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 07.05.2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. The shareholders should log on to the e-voting website www.evotingindia.com.

iii. Click on Shareholders

iv. Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

v. Next enter the Image Verification as displayed and Click on Login.

vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date Of Birth(DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

viii. After entering these details appropriately, click on “SUBMIT” tab.

ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. Click on the relevant EVSN for SANCO TRANS LIMITED on which you choose to vote.

xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

xvii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE

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

The statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts relating to the Special Business mentioned in the accompanying notice are as follows:

Item No.1

Mr. T. R. Chandrasekaran is a Non-Executive and Independent Director of the Company. He is a Graduate in Commerce and a qualified Chartered Accountant. He also holds Diploma in Labour Law and Administrative Law. He commenced his career in Automobile industry in 1972. He then joined as a specialist Chartered Accountant in 1976 with Indian Bank and worked in various capacities for three decades. He later served as Vice President of Indian Bank Mutual Fund and subsequently as a Director in Karnataka Bank Limited. He is currently practicing as Chartered Accountant and partner in M. C. Ranganathan & Co, Chartered Accountants, Chennai.

Mr. T. R. Chandrasekaran was appointed as the Non-Executive and Independent Director of the Company in his current term from September 15, 2016 till September 14, 2021 pursuant to Section 149, 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the Annual General Meeting of the Company of the held on September 15, 2016.

Mr. T. R. Chandrasekaran will be attaining the age of Seventy-Five years old from June 09, 2021. Pursuant to Regulation 17(1A) of the Listing Regulations, Special Resolution for continuation of his directorship in the Company for his current term till September 14, 2021 will be required to be passed. The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that, given his experience and contributions made by him during his Directorship, the continued association of Mr. T. R. Chandrasekaran would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director of the Company. Hence the Board recommends the Special resolution set out at Item No. 1 of the Notice of the Postal Ballot for the approval of the members.

Profile and justification for continuation of the directorship:

1.	Name of the Director	Mr. T. R. Chandrasekaran
2.	Date of Birth:	09.06.1946
3.	Age:	74 years
4.	Justification for continuation:	He is a Graduate in Commerce and a qualified Chartered Accountant. He holds Diploma in Labour Law and Administrative Law. He has a vast experience in various capacities for more than three decades. His association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.
5.	Directorship in other companies including listed companies	1. Ind Bank Housing Limited. Chairman - Audit Committee of Ind Bank Housing Limited

6.	Shareholding in the Company	He does not hold any shares in the company.
7.	Relationship with other Directors/Key Managerial Personnel	He is not related to any other Directors/Key Managerial Personnel in the Company.

None of the Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Key Managerial Personnel, except Mr. T. R. Chandrasekaran, are in anyway concerned or interested in the resolution.

For and on behalf of the Board of Directors
For SANCO TRANS LIMITED

Place: Chennai
Date: May 07, 2021

V UPENDRAN
Chairman and Managing Director