



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, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 08, 2021, the General Circular No. 03/2022 dated 5th May 2022 and the General Circulars No. 10/2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable laws, rules and regulations, that the resolutions 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 resolutions 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 February 14, 2023 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.

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 of the Company after completion of the scrutiny of the e-voting and the results thereof will be announced on or before May 08, 2023 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:

i. Appointment of Mr. V. Upendran as Executive Chairman of the Company:

To consider and, if thought fit, to pass the following resolution as special resolution:

"RESOLVED that pursuant to the provisions of sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) approval of the members of the Company be and is hereby accorded to the appointment of Mr. V. Upendran (DIN: 00557511) as Executive Chairman of the Company for a period of three years effective from April 01, 2023 upon the terms and conditions of appointment and remuneration as mentioned in the Explanatory Statement annexed to the notice of the Postal Ballot dated February 14, 2023 and the Board of Directors be and are hereby authorized to alter and vary such terms of appointment and remuneration so as to not to exceed the limits specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) thereof, as may be agreed to by the Board of Directors and Mr. V. Upendran."

"RESOLVED FURTHER THAT Mr. S. Sathyanarayanan (DIN: 00446573), Joint Managing Director of the Company, be and is hereby authorized to sign necessary forms and do all such acts, deeds, things as may be required to give effect to the above resolution."

ii. Re-designation of Mr. S. Sathyanarayanan as Managing Director of the Company:

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“RESOLVED that pursuant to the Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the resolutions passed by shareholders of the Company vide postal ballot on May 07, 2022, the approval of the members of the Company be and is hereby accorded for the redesignation of Mr. S. Sathyanarayanan (DIN: 00446573) as Managing Director of the Company with effect from 01.04.2023 till 31.03.2025 in his current tenure on the same terms and conditions as approved by the shareholders of the Company in his original appointment from 01.04.2022 to 31.03.2025”

“RESOLVED FURTHER THAT Mr. Udayabhaskar Reddy. U (DIN: 02360396), Whole Time Director of the Company, be and is hereby authorized to sign necessary forms and do all such acts, deeds, things as may be required to give effect to the above resolution.”

**By order of the Board
For SANCO TRANS LIMITED**

Place: Chennai

Date: February 14, 2023

**PRASANNA N
Company Secretary**

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. In terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice in electronic form only. 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 31.03.2023 (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., 31.03.2023.
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 Friday, April 07, 2023 at 9.00 A.M. (IST) and end on Saturday, May 06, 2023 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 May 08, 2023. 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 April 07, 2023 (09.00 A.M IST) and ends on May 06, 2023 (05.00 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 March 31, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders	1. 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

<p>holding securities in Demat mode with CDSL</p>	<p>authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2. 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 your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration</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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at</p>

	<p>https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form:

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on Shareholders module
3. 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. Shareholder holding shares in Physical Form should enter Folio Number registered with the Company
4. Next enter the Image Verification as displayed and Click on Login.
5. 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.
6. If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
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> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

7. After entering these details appropriately, click on "SUBMIT" tab.
8. 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.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the relevant EVSN for SANCO TRANS LIMITED on which you choose to vote.

11. 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.

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

13. 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.

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

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

16. 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.

17. Additional facility for Non – Individual Shareholders and Custodians – For Remote Voting only

- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; shareholder@sancotrans.com, if they have voted from

individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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:

The Board of Directors of the Company at its meeting held on February 14, 2023 appointed Mr. V. Upendran as Executive Chairman of the Company for a period of three years effective from April 01, 2023. The Nomination and Remuneration committee of the Board of Directors had approved, by its resolution, the terms of the remuneration, payable to Mr. V. Upendran and the same is in accordance with and within the ceiling of remuneration permitted under Section II of Part II of Schedule V to the Companies Act, 2013.

The Nomination and Remuneration Committee of the Board has examined and fixed the remuneration package of Mr. V. Upendran objectively taking into account the interest of the Company and the shareholders, the financial position of the Company, Mr. V. Upendran's qualification, experience, past performance and past remuneration.

The said resolution has also been approved by the Board of Directors of the Company on the following terms and conditions as recommended by the Nomination and Remuneration Committee:

1. Monthly remuneration

Rs. 6,00,000/- (Rupees Six Lakhs Only) towards i) salary – Rs. 5,50,000/- (Rupees Five Lakhs Fifty Thousand Only) and ii) perquisites – Rs. 50,000/- (Rupees Fifty Thousand Only) with such annual increments/increases as may be decided by the Nomination and Remuneration Committee from time to time.

2. Computation of Perquisites

The following shall not be included the computation of perquisites (i) Company's contribution to provident fund and superannuation fund to the extent they are singly or put together are not taxable under the Income-tax Act, (ii) Gratuity at the rate of half a month's salary for each completed year of service; (iii) Leave with full pay as per the rules of the Company with encashment of un-availed leave being allowed.

3. Minimum remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. V. Upendran, the Company has no profits or the profits of the Company are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above.

4. Valuation of perquisites

Perquisites/allowances shall be valued as per Income-tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

5. Other terms

The terms and conditions of the said appointment may be altered and varied from time to time by the Board of directors as it may, in its discretion, in accordance with the provisions of the said Act or any amendments made therein or with the approval of the Central government, if required.

Since the proposed remuneration package is governed under Section II of Part II of Schedule V to the Companies Act, 2013, the following additional information as required in clause (IV) of the proviso under Section II of the said schedule is furnished.

I. General Information

- (1) Nature of the industry: Logistics
- (2) Date of commencement of business: 12th October 1979
- (3) Financial Highlights:

Rs in Lakhs						
Year ended 31st March	Revenue	Profit after tax	Total Comprehensive income	Net worth	Fixed Assets-net	Earnings per share (Rupees)
2018*	9122.94	(79.29)	(75.14)	9326.27	10394.77	(4.41)
2019*	10830.58	(37.27)	(54.89)	9322.49	9976.87	(2.07)
2020	9795.49	11.94	7.66	9310.59	10022.96	0.66
2021	10360.20	292.18	280.67	9591.26	9920.12	16.23
2022	12004.73	834.16	831.34	10395.59	9830.89	46.34

* Figures are regrouped / restated as per Indian Accounting Standards

II. Information about the appointee:

1.	Background details / Brief Resume	Mr. V. Upendran, 77 years of age, is a graduate in Science from University of Madras. He was appointed as the Managing Director of the Company on January 01, 1986 and has the distinction of leading the Company since then. He has held important positions in various Chambers of Commerce, as Trustee in Chennai Port Trust and President of The Chennai Customs House Agents' Association and President in National Association of Container Freight Stations.
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2.	Past remuneration	<p>1. Rs. 4,50,000/- (Rupees Four Lakh Fifty Thousand only) towards i. salary of Rs. 4,00,000/- (Rupees Four Lakhs only) and ii. Perquisites of Rs. 50,000/- (Rupees Fifty Thousand only) for the period from April 01, 2020 to March 31, 2021.</p> <p>2. Rs. 4,75,000/- (Rupees Four Lakh Seventy-Five Thousand only) towards i. salary of Rs. 4,25,000/- (Rupees Four Lakh Twenty-Five Thousand only) and ii. Perquisites of Rs. 50,000/- (Rupees Fifty Thousand only) for the period from April 01, 2021 to March 31, 2022.</p> <p>3. Rs. 5,00,000/- (Rupees Five Lakhs only) towards i. salary of Rs. 4,50,000/- (Rupees Four Lakh Fifty Thousand only) and ii. Perquisites of Rs. 50,000/- (Rupees Fifty Thousand only) for the period from April 01, 2022 to March 31, 2023.</p>
3.	Recognition and awards	<p>(i) He had held important positions in various chambers of commerce.</p> <p>(ii) He was a Trustee of Chennai Port Trust</p> <p>(iii) He was President of The Chennai Customs House Agents' Association.</p> <p>(iv) He was President of National Association of Container Freight Stations</p>
4.	(i) Job profile/ Nature of expertise	As Executive Chairman, he is in charge of the management of the affairs of the Company
	(ii) His suitability	His experience for the last 35 years as Managing Director of the company makes him ideally suitable for the said position.
5.	Remuneration proposed Monthly Remuneration for the period of three years term as mentioned above	Rs. 6,00,000/- (Rupees Six Lakhs Only) towards i) salary – Rs. 5,50,000/- (Rupees Five Lakhs Fifty Thousand Only) and ii) perquisites – Rs. 50,000/- (Rupees Fifty Thousand Only) and other proposed terms as mentioned supra
6.	Comparative remuneration profile with respect to industry	Information not available
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the Managerial	<p>Mr. V. Upendran holds 79,900 Equity Shares of Rs.10/- each in the Company.</p> <p>He is related to Mrs. S. Devaki, Director and Mr. U. Udayabhaskar Reddy, Whole Time Director.</p>

	Personnel	
8.	Directorship in other companies and membership of Committees of the board	1. Sanco Estates and Farms Private Limited 2. Shreyas Wheels Private Limited 3. Sudharsan Logistics Private Limited 4. Premium Mint and Herbs Private Limited 5. The Devashola Nilgiri Tea Estates Company Limited <u>Sanco Trans Limited</u> Chairman – Finance & Investment Committee Member – Corporate Social Responsibility Committee <u>The Devashola Nilgiri Tea Estates Company Limited</u> Chairman – Audit Committee
9.	No. of Board Meetings attended during financial year 2022-2023 till February 14, 2023	5 out of 5

III. Other Information:

(1) Reason for loss or inadequate profits:

The inadequacy of profits was due to declining storage revenue and reduced margin on the contracts/jobs in view of the competition.

(2) Steps taken or proposed to be taken for improvement:

The Company is continuously taking steps to reduce the cost in all possible areas.

(3) Expected increase in productivity and profits in measurable terms:

The steps taken as above in the areas of operations as well as other administrative areas will yield more profits in the ensuing years.

Mrs. Devaki Santhanam and Mr. Udayabhaskar Reddy. U being relatives of Mr. V. Upendran and Mr. V. Upendran himself are concerned or interested in the aforesaid re-appointment and proposed remuneration package to Executive Chairman. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015 and the Secretarial Standard on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India. Since Mr V. Upendran is 77 years old, his appointment as Executive Chairman and proposed remuneration are subject to the approval of the shareholders by way of special resolution as per Section 196 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for the approval of the members.

Item No. 2:

The Board of Directors of the Company at its meeting held on February 12, 2022 reappointed Mr. S. Sathyanarayanan as Joint Managing Director of the Company for a period of three years effective from April 01, 2022 till March 31, 2025 and the terms of remuneration as recommended by the Nomination and Remuneration Committee of the Board of Directors. The Nomination and Remuneration committee in its meeting held on February 12, 2022, had approved, by its resolution, the terms of the remuneration, payable to Mr. S. Sathyanarayanan and the same is in accordance with and within the ceiling of remuneration permitted under Section II of Part II of Schedule V to the Companies Act, 2013. The abovesaid reappointment of Mr. S. Sathyanarayanan as Joint Managing Director of the Company for the period of three years from April 01, 2023 till March 31, 2025 with the terms of remuneration and other terms and conditions was approved by the Shareholders of the Company vide Postal Ballot on May 07, 2022.

The Board of Directors of the Company in its meeting held on February 14, 2023 has redesignated Mr. S. Sathyanarayanan as Managing Director of the Company with effect from April 01, 2023 till March 31, 2025 in his current term with the same terms of remuneration and other terms and conditions as approved by the shareholders of the Company vide postal ballot on May 07, 2022. The Nomination and Remuneration Committee of the Board of Directors has also approved and recommended the redesignation of Mr. S. Sathyanarayanan as Managing Director of the Company with effect from April 01, 2023 till March 31, 2025 in his current term with the same terms of remuneration and other terms and conditions as approved by the shareholders of the Company vide postal ballot on May 07, 2022.

Disclosure under SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015 and the Secretarial Standard on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India are as follows:

1.	Background details	Mr. S. Sathyanarayanan, 49 years of age, is a graduate in Business (Shipping) Management from the Australian Maritime College, Tasmania and also a Post Graduate in Transport management from the University of Sydney. He was appointed as Director of the Company in August 1995 and Whole Time Director of the Company in March 2000 and has the distinction of leading the Company since then. He was appointed as Deputy Managing Director effective from April 01, 2005 and Joint Managing Director effective from April 01, 2019.
2.	(i) Job profile and nature of his expertise (ii)His suitability	i. As Joint Managing director, he is in charge of the management of the affairs of the Company. ii. His experience for the last 26 years as Director of the company including 13 years as Deputy Managing Director and 4 years as Joint Managing Director makes

		him ideally suitable for the said position with the said remuneration. He has vast industrial experience.
3.	Details of monthly remuneration as approved by shareholders of the Company vide postal ballot on May 07, 2022	Rs. 3,85,000/- per month including salary, allowances and perquisites and other proposed terms as mentioned supra.
3.	Pecuniary relationship directly or indirectly with the company, or relationship with the Managerial Personnel	Mr. S. Sathyanarayanan holds 200500 Equity Shares of Rs.10 each in the Company. He is son of Mrs. Devaki Santhanam, Director.
4.	Directorship in other companies and membership of Committees of the board.	Directorship: 1. Sanco Estates and Farms Private Limited 2. Sakthi Hi-Tech Constructions Private Limited 3. Shreyas Wheels Private Limited 4. Sudharsan Logistics Private Limited 5. Premium Mint and Herbs Private Limited Membership in Committees of Board: <u>Sanco Trans Limited</u> Chairman – Corporate Social Responsibility Committee Member – Finance & Investment Committee
5.	No. of Board meetings attended during the financial year 2022-2023 till February 14, 2023	5 out of 5

Mrs. Devaki Santhanam being relative of Mr. S. Sathyanarayanan and Mr. S. Sathyanarayanan himself are concerned or interested in the aforesaid redesignation.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for the approval of the members.

**By order of the Board
For SANCO TRANS LIMITED**

**Place: Chennai
Date: February 14, 2023**

**PRASANNA N
Company Secretary**