



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;
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 Circular No. 14/2020 dated 8th April 2020, Circular No.17/ 2020 dated 13th April 2020, Circular No. 20/2020 dated 5th May 2020, Circular No. 02/2021 dated 13th January 2021, Circular No. 19/2021 dated 08th December 2021, Circular No. 21/2021 dated 14th December 2021, Circular No. 02/2022 dated 05th May 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 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 11, 2025 resolved to transact the resolutions by means of Postal Ballot.

Mr. Balu Sridhar, 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 Executive Chairman of the Company after completion of the scrutiny of the e-voting and the results thereof will be announced on or before March 24, 2025 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.

RESOLUTIONS:

SPECIAL BUSINESS:

Item No. 1: Re-appointment 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 provisions of sections 152(6), 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) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and is hereby accorded to the reappointment of Mr. S. Sathyanarayanan (DIN: 00446573) as Managing Director of the Company, liable to retire by rotation, for a period of three years effective from April 01, 2025 upon the terms and conditions of appointment and remuneration as mentioned in the Explanatory Statement annexed to the notice of this Postal Ballot dated February 11, 2025 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. S. Sathyanarayanan."

"RESOLVED FURTHER THAT Mr. V. Upendran (DIN: 00557511), Chairman or Mr. Prasanna N, Company Secretary 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."

Item No. 2: Re-appointment of Mr. U. Udayabhaskar Reddy as Whole Time Director.

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

"RESOLVED that pursuant to the provisions of sections 152(6), 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) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and is hereby accorded to the reappointment of Mr. U. Udayabhaskar Reddy (DIN: 02360396) as Whole Time Director of the

Company, liable to retire by rotation, for a period of three years effective from August 01, 2025 upon the terms and conditions of appointment and remuneration as mentioned in the Explanatory Statement annexed to the notice of this Postal Ballot dated February 11, 2025 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. U. Udayabhaskar Reddy.”

“RESOLVED FURTHER THAT Mr. S. Sathyanarayanan (DIN: 00446573), 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.”

Item No .3: Re-appointment of Mr. S. R. Srinivasan as Director - Finance of the Company.

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

“RESOLVED that pursuant to the provisions of sections 152(6), 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) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and is hereby accorded to the reappointment of Mr. S. R. Srinivasan (DIN: 03559408) as Director - Finance of the Company, liable to retire by rotation, for a period of three years effective from June 01, 2025 upon the terms and conditions of appointment and remuneration as mentioned in the Explanatory Statement annexed to notice of this Postal Ballot dated February 11, 2025 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. S. R. Srinivasan.”

“RESOLVED FURTHER THAT Mr. S. Sathyanarayanan (DIN: 00446573), 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.”

**For and Behalf of the Board of Directors
For SANCO TRANS LIMITED**

**Place: Chennai
Date: February 11, 2025**

**V Upendran
Executive Chairman**

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 14.02.2025 (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., 14.02.2025.
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, February 21, 2025 at 9.00 A.M. (IST) and end on Saturday, March 22, 2025 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. Balu Sridhar, 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 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 March 24, 2025. 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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Friday, February 21, 2025 at 9.00 A.M. (IST) and end on Saturday, March 22, 2025 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 (record date) of 14.02.2025 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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

Depository	<p>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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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. 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.</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. 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 toll free no. 1800 22 55 33
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting 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. Shareholders 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 e-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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the relevant EVSN for SANCO TRANS LIMITED on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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 toll free no. 1800 22 55 33

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 at toll free no. 1800 22 55 33

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 11, 2025 re-appointed Mr. S. Sathyanarayanan as Managing Director of the Company for a period of three years effective from April 01, 2025. The Nomination and Remuneration committee of the Board of Directors 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 Nomination and Remuneration Committee of the Board has examined and fixed the remuneration package of Mr. S. Sathyanarayanan objectively taking into account the interest of the Company and the shareholders, the financial position of the Company, Mr. S. Sathyanarayanan'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. 4,42,750/- (Rupees Four Lakhs Forty Two Thousand Seven Hundred and Fifty only) towards i) salary - Rs. 3,20,000 (Rupees Three Lakh Twenty Thousand only), ii) allowances - Rs. 97,750/- (Rupees Ninety Seven Thousand Seven Hundred and Fifty only) and iii) perquisites – Rs. 25,000 (Rupees Twenty Five 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. S. Sathyanarayanan, 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:

Year ended 31st March	Revenue	Profit after tax	Total Compreh ensive income	Net worth	Rs in Lakhs	
					Fixed Assets-net	Earnings per share (Rupees)
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	10395.60	9830.90	46.34
2023	11026.87	136.97	125.18	10439.78	8751.25	7.61
2024	10163.55	114.86	109.44	10527.62	9009.80	6.38

* Figures are regrouped / restated as per Indian Accounting Standards

II. Information about the appointee:

1.	Background details	Mr. S. Sathyanarayanan, 51 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, Joint Managing Director effective from April 01,2019 and Managing Director with effective from April 01,2023.He has rich experience in business strategies and in-depth knowledge of Logistics, transport, Container Freight Station and warehousing business
2.	Past remuneration	Rs. 3,85,000/- per month with effect from April 01, 2022 including salary and perquisites .
3.	Recognition and awards	He was Executive Committee Member of Indo-Australian Chamber of Commerce and India-Asean-Sri Lanka Chamber of

		Commerce & Industry. He is currently Chairman of National Association of Container Freight Station .
4.	(i) Job profile and nature of his expertise	As Managing director, he is in charge of the management of the affairs of the Company.
	(ii)His suitability	His experience for the last 29 years as Director of the company including 13 years as Deputy Managing Director, 4 years as Joint Managing Director and 2 years as Managing Director makes him ideally suitable for the said position with the said remuneration.
5.	Remuneration proposed	Rs. 4,42,750/- per month including salary, allowances and perquisites 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 Personnel	Mr. S. Sathyanarayanan holds 414632 Equity Shares of Rs.10 each in the Company. He further holds 4,98,903 Equity shares as significant Beneficial owner He is son of Mrs. Devaki Santhanam, Director.
8.	Directorship in other companies and membership of Committees of the board.	Directorship: <ol style="list-style-type: none"> 1. Sanco Estates and Farms Private Limited 2. Sakthi Hi-Tech Fabrications Private Limited 3. Shreyas Wheels Private Limited 4. Sudharsan Logistics Private Limited 5. Premium Mint and Herbs Private Limited 6. The Devashola Nilgiri Tea Estates Company Limited Membership in Committees of Board: <u>Sanco Trans Limited</u> Chairman – Corporate Social Responsibility Committee Member – Finance & Investment Committee Member – Stakeholder Relationship Committee
9.	No. of Board meetings attended during the financial year 2024-2025 (till February 11,2025)	6

III. Other Information:

(1) Reason for loss or inadequate profits:

The Company has been a consistent performer for the almost a decade. However the profit margin may remain inadequate due to rising running cost challenging, business environment in logistics sector, stiff competition and global economic factors.

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

The Company is fully geared to increase its revenue with continued control on fixed cost thereby leading to better performance in terms of profitability. The Company also expects normalisation of global economic scenario which will improve the profit.

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

The Company is very conscious about improvement in profitability and undertakes constant measures to work for job/contracts that yield higher profit margin.

Mrs. Devaki Santhanam being relative of Mr S. Sathyanarayanan and Mr. S. Sathyanarayanan himself are concerned or interested in the aforesaid re-appointment and proposed remuneration package to Managing Director. 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.

The Board recommends the Ordinary 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 11, 2025 re-appointed Mr. U. Udayabhaskar Reddy as Whole Time Director of the Company for a period of three years effective from August 01, 2025. The Nomination and Remuneration committee of the Board of Directors had approved, by its resolution, the terms of the remuneration, payable to Mr. U. Udayabhaskar Reddy 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. U. Udayabhaskar Reddy objectively taking into account the interest of the Company and the shareholders, the financial position of the Company, Mr. U. Udayabhaskar Reddy' 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. 2,53,000/- (Rupees Two Lakh Fifty Three Thousand only) towards i) salary - Rs. 1,85,000/- (Rupees One Lakh Eighty five Thousand only) and ii) allowances - Rs. 68,000/- (Rupees Sixty Eight 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. U. Udayabhaskar Reddy, 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)
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	10395.60	9830.90	46.34
2023	11026.87	136.97	125.18	10439.78	8751.25	7.61
2024	10163.55	114.86	109.44	10527.62	9009.80	6.38

* Figures are regrouped / restated as per Indian Accounting Standards

II. Information about the appointee:

1.	Background details	Mr. U. Udayabhaskar Reddy, 52 years of age, is a Post graduate in Economics and holds a Diploma in Business Administration with Specialisation in Marketing. He was appointed as Whole Time Director of the Company in July 2008 and has the distinction of leading the Company since then. He has worked in the various divisions of the Company since 1997 and has a rich experience in the business of the Company.
2.	Past remuneration	Rs. 2,20,000/- per month with effect from August 01, 2022 including salary and allowances.
3.	Recognition and awards	He is the Chairman of Logistics Committee of Madras Chamber of Commerce and Industry.
4.	(i) Job profile and nature of his expertise	As a Whole Time Director, he is in charge of the management of the Operations of the Company.
	(ii) His suitability	His experience for the last 17 years as Whole Time Director of the Company makes him ideally suitable for continuing in the said position.
5.	Remuneration proposed	Rs. 2,53,000/- per month including salary and allowances 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 Personnel	Mr. U. Udayabhaskar Reddy does not hold any shares in the Company. He is son of Mr. V. Upendran, Executive Chairman.
8.	Directorship in other companies and membership of Committees of the board.	Directorship: 1. Mystical Paths Enriching Yathra Private Limited Membership in Committees of Board: <u>Sanco Trans Limited</u> Member – Audit Committee Member – Finance & Investment Committee
9.	No. of Board meetings attended during the financial year 2024-2025 till February 11, 2025)	6

III. Other Information:

Other information provided in Explanatory Statement for Item no. 1 shall be referred.

Mr. V. Upendran being relative of Mr. U. Udayabhaskar Reddy and Mr. U. Udayabhaskar Reddy himself are concerned or interested in the aforesaid re-appointment and proposed remuneration package to Whole-time Director. 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.

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

Item No. 3:

The Board of Directors of the Company at its meeting held on February 11, 2025 reappointed Mr. S. R. Srinivasan as Director - Finance of the Company for a period of three years effective from June 01, 2025. The Nomination and Remuneration committee of the Board of Directors had approved, by its resolution, the terms of the remuneration, payable to Mr. S. R. Srinivasan 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. S. R. Srinivasan objectively taking into account the interest of the Company and the shareholders, the financial position of the Company, Mr. S. R. Srinivasan'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. 2,76,000/- (Rupees Two Lakh Seventy Six Thousand only) towards i) salary - Rs. 2,20,000/- (Rupees Two Lakhs Twenty Thousand only) and ii) allowances – Rs. 56,000/- (Rupees Fifty Six 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. S.R. Srinivasan, 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:

Year ended 31st March	Revenue	Profit after tax	Total Compreh ensive income	Rs. In Lakhs		
				Net worth	Fixed Assets-net	Earnings per share (Rupees)
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	10395.60	9830.90	46.34
2023	11026.87	136.97	125.18	10439.78	8751.25	7.61
2024	10163.55	114.86	109.44	10527.62	9009.80	6.38

* Figures are regrouped / restated as per Indian Accounting Standards

II. Information about the appointee:

1.	Background details	Mr. Srinivasan, 72 years of age, is a Commerce graduate and Chartered Accountant having more than 33 years work experience in the Finance and Accounts of multinational companies in India before joining this company. He was appointed as Director - Finance of the Company in 2011 and managing the Finance and Accounts of the Company since then.
2.	Past remuneration	Rs. 2,40,000/- per month with effect from June 01, 2022 including salary and allowances .
3.	(i) Job profile and nature of his expertise	As Director, he is in charge of the managing finance and accounts of the Company.
	(ii)His suitability	His experience for the last 48 years in various capacities including 14 years as Director – Finance of our company makes him ideally suitable for the said position with the said remuneration.

4.	Remuneration proposed	Rs. 2,76,000/- per month including salary and allowances and other proposed terms as mentioned supra.
5.	Comparative remuneration profile with respect to industry	Information not available
6.	Pecuniary relationship directly or indirectly with the company, or relationship with the Managerial Personnel	He does not hold any Equity Shares in the Company. He is not related to any Directors/Key Managerial Personnel.
7.	Directorship in other companies and membership of Committees of the board.	Directorship: Nil Membership in Committees of Board: <u>Sanco Trans Limited</u> Member – Stakeholder Relationship Committee Member – Finance & Investment Committee
8.	No. of Board meetings attended during the financial year 2024-2025 (till February 11,2025)	6

III. Other Information:

Other information provided in Explanatory Statement for Item no. 1 shall be referred.

None of the Directors of the Company, other than Mr. S. R. Srinivasan, is interested or concerned in this resolution. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India.

Mr. S. R. Srinivasan is currently 72 years of old. Hence, Item No. 3 for his re-appointment as Director-Finance is proposed as Special Resolution for the approval of the members.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for the approval of the members.

**For and Behalf of the Board of Directors
For SANCO TRANS LIMITED**

**Place: Chennai
Date: February 11, 2025**

**V.Upendran
Executive Chairman**