



PATEL INTEGRATED LOGISTICS LIMITED

CIN:L71110MH1962PLC012396

Regd. Office: Patel House, 5th Floor, Plot No.48, Gazdar Bandh, North Avenue Road, Santacruz (W.), Mumbai-400054
Tel No.:022-26050021, 26052915, Fax No.:022-26052554, Website: www.patel-india.com

POSTAL BALLOT NOTICE

To
The Members of Patel Integrated Logistics Limited

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended), to transact the following special business by the Shareholders of Patel Integrated Logistics Limited by passing the Resolutions through Postal Ballot and Electronic Voting (e-voting). Your consideration and approval is sought for the Resolutions annexed to this Notice. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out the material facts and related particulars are annexed hereto along with a Postal Ballot Form.

Mr. Dinesh Kumar Deora, Company Secretary in practice (ICSI Membership No. FCS 5683) has been appointed by the Board of Directors of your Company as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Form in the enclosed self-addressed postage pre-paid Business Reply Envelope (if posted in India), so as to reach the Scrutinizer on or before the close of business hours that is **IST 5.00 p.m. on May 27, 2019** the last date for receipt of the completed Postal Ballot Forms.

The Scrutinizer will submit his report to the Chairman or Executive Vice Chairman of the Company upon completion of scrutiny in a fair and transparent manner and the result of the postal ballot will be announced on **Tuesday, May 28, 2019** at the Registered Office of the Company. The result of the postal ballot will also be displayed at the said address and posted on the Company's website www.patel-india.com besides communicating to all the Stock Exchanges on which your Company is listed including the National Stock Exchange of India Limited and BSE Limited. The result of the postal ballot shall also be announced through newspaper advertisement.

The last date of receipt of the postal ballot forms / e-voting i.e. May 27, 2019 shall be the date on which the resolutions would be deemed to have been passed if approved by the requisite majority.

E-Voting Option

As required under Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and in compliance with Section 108 of the Companies Act, 2013 and the Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is providing e-voting facility to the Members of the Company and in this regard, it has engaged the services of Central Depository Services (India) Limited (CDSL). E-voting is optional for Members which would enable them to cast votes electronically, instead of dispatching Postal Ballot Form. Detailed instructions to use the e-voting facility are given in the Notice.

RESOLUTIONS:

1) **Alteration in Articles of Association of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** by way of postal ballot:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, as amended, read with the Companies (Incorporation) Rules, 2014, as amended, the approval of the members of the Company be and is hereby accorded for amending the Articles of Association of the Company, by inserting the following new Article as 163A after the existing Article 163 of the Articles of Association of the Company and for adopting, with immediate effect, the altered Articles of Association of the Company:

- 163A (1) The Board shall be entitled to appoint any Promoter Director who has rendered significant or distinguished services of 25 years or more to the Company or to the industry to which the Company's business relates as the Chairman Emeritus of the Company.
- (2) The Chairman Emeritus shall hold office during his life time or until he resigns his office or until such time as may be decided by the Board or a special resolution to that effect is passed by the shareholders in a general meeting.
- (3) The Chairman Emeritus may attend any meetings of the Board or Committee thereof as an invitee. He shall not have any right to vote and shall not be deemed to be a party to any decision of the Board or Committee thereof.
- (4) The Chairman Emeritus shall not be deemed to be a director for any purposes of the Act or any other statute or rules made there under or these Articles including for the purpose of determining the maximum number of Directors which the Company can appoint and he shall not be liable and responsible for any action or liability of the Company.
- (5) Subject to the applicable statutory provisions, the Board may decide to make any payment in any manner as it may deem fit for providing guidance to the Board by the Chairman Emeritus in accordance with the law.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors and / or the Company Secretary of the Company be and are hereby severally authorised from time to time, to take steps and to do all such acts, deeds, matters and things as may be necessary, relevant, usual, customary or expedient, including filing necessary forms with the Registrar of Companies, Mumbai, Maharashtra as may be required in this regard."

2) **Sale of surface transport business carried on in a division called “Patel Roadways”:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** by way of postal ballot:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the enabling provisions in the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, sanctions, consents and permissions as may be deemed necessary to be obtained from the appropriate authorities to the extent applicable and necessary, approval and consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (the “Board”), to sell or transfer or otherwise dispose off as a “going concern” by way of slump sale, Company's surface transport business carried on in a division called “Patel Roadways” (“Undertaking”) on the terms and conditions laid down in the Business Transfer Agreement (“BTA”), together with assets and liabilities, contracts, rights, obligations, licenses, employees as more appropriately defined in BTA, relating to the said Undertaking to Innovative Logistics Service Private Limited, Wholly owned subsidiary of Stellar Value Chain Solutions Pvt. Ltd (“Purchaser”) for a lump sum consideration of ₹ 38,50,00,000/- (Rupees Thirty Eight Crore Fifty Lakh only), subject to closing adjustments as agreed between the parties in terms of the BTA;

RESOLVED FURTHER THAT the Board (which term shall include any committee of the Board that may be constituted to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to undertake all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors or to any Director or Officer(s) or Authorised Representative(s) of the Company in order to give effect to this Resolution.”

By order of the Board,

(Nitin B. Akolkar)
Company Secretary

Place: Mumbai

Date: 18th April, 2019.

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
2. The Board of Directors of the Company has appointed Mr. Dinesh Kumar Deora, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
3. The notice is being sent to all the Members, whose names appeared in the Register of Members/record of Depositories as on **April 19, 2019**. Voting rights shall be reckoned on the paid up value of the shares registered in the name of Members as on that date.
4. Members who have registered their email IDs for receipt of documents in electronic form are being sent the Postal Ballot Notice by e-mail to their email IDs registered with their depository participants / the Company's registrar and share transfer agent. Members who receive the Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download the same from website of the Company www.patel-india.com. For members whose email IDs are not registered, physical copies of this Postal Ballot Notice are being sent either by registered post, speed post or courier along with Postal Ballot Form and a postage-prepaid self-addressed business reply envelope.
5. Any query in relation to e-voting and the resolutions proposed to be passed by Postal Ballot may be addressed to Company Secretary, Patel Integrated Logistics Limited, Patel House, Plot No.48, Gazdar Bandh, North Avenue Road, Santacruz (W.), Mumbai - 400054.
6. **Voting through physical Postal Ballot Form:**
 - (i) Members desiring to exercise vote by physical Postal Ballot shall complete the enclosed Postal Ballot Form in all respects with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed Business Reply Envelope so as to reach the Scrutinizer before the close of working hours on or before IST 5.00 p.m. on May 27, 2019, failing which, it will be treated as if the reply from the Members has not been received.
 - (ii) Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
7. **E-voting Facility:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, a member of the Company holding shares either in physical form or in dematerialized form, may exercise his right to vote by electronic means (e-voting) in respect of the resolutions contained in this notice. Accordingly, the Company is providing e-voting facility, as an alternate, to its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorized Agency to provide e-voting facilities.

The instructions for members for voting electronically are as under:-

The voting period begins on **April 28, 2019 at IST 9.00 a.m. and ends on May 27, 2019 at IST 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on April 19, 2019 the cut-off date (record date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The Notice of Postal Ballot can be downloaded from www.cdslindia.com and www.patel-india.com

A. In case of members receiving e-mail (for Members whose e-mail addresses are registered with the Company / Depositories):

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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">• 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 (refer serial no. printed on the address label/ sticker/Postal Ballot Form/mail) in the PAN field.• 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 serial number 1 then enter RA00000001 in the PAN field.
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. 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.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for PATEL INTEGRATED LOGISTICS LIMITED.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) 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. Apple and Window phone users can download the app from the App Store and the Windows phone Store respectively. Please allow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non-individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com. and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xix) 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.

B. In case of members receiving the physical copy of Postal Ballot Notice:

Please follow all steps from sl.no. (i) to (xix) above to cast vote.

Explanatory Statement pursuant to Sections 102(1) of the Companies Act, 2013 (the “Act”)

Item no. 1

The Board of Directors of the Company, at its meeting held on April 18, 2019, resolved, subject to the approval of the members of the Company, to amend the Articles of Association of the Company by inserting new Article 163A in the subsisting Articles of Association of the Company, thereby making provision in the Articles of Association for the appointment of a Promoter Director who has rendered significant or distinguished services for 25 years and more to the Company and to the industry to which the Company's business relates, as Chairman Emeritus on the terms mentioned therein.

In terms of Section 14 of the Companies Act, 2013, the Board of Directors of a Company cannot except with the consent of the members by a special resolution, amend the Articles of Association of the Company.

Accordingly, the resolution passed by the Board of Directors of the Company, for amending the Articles of Association by insertion of new Article 163A and adopting the Articles of Association, thus amended, is placed before the members of the Company for their approval.

Mr. Areef A. Patel being Promoter Director and his relatives may be deemed to be concerned or interested in the passing of this Resolution. None of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution set out in the Notice.

Your Directors recommend the passing of this resolution as a Special Resolution.

Item no. 2:

In line with the strategic directions outlined by the Board of Directors (the “**Board**”) of Patel Integrated Logistics Limited (the “**Company**”), the Board at its meeting held on April 18, 2019 approved the sale of Company's surface transport business i.e. Full truck load operations (FTL), Less truck load operations (LTL) and Time bound delivery (Patel Retail/Patel Express) carried on in a division called “Patel Roadways” (“Undertaking”) on a going concern basis by way of slump sale to Innovative Logistics Service Private Limited, Wholly owned subsidiary of Stellar Value Chain Solutions Pvt. Ltd (“Purchaser”) upon terms and conditions contained in the Business Transfer Agreement (“BTA”) entered between the Company and Purchaser together with assets and liabilities, contracts, rights, obligations, licenses, employees as more appropriately defined in BTA relating to the said Undertaking for a total consideration of ₹ 38,50,00,000/- (Rupees Thirty Eight Crore Fifty lakh only), subject to customary closing adjustments.

The Company will continue to focus and undertake 'air cargo' business as a separate division called “Patel Onboard Couriers” and 'warehousing' business, under the brand “Patel Warehouse” and “Patel Logistics”.

The proposed transaction is not with a related party and will not result in any change in shareholding pattern of the Company.

The proposed transaction would result in the following benefits to the Company: (i) unlocking value for the Company by sale of part of its business; (ii) Retiring of part of existing loans and reduce corresponding overheads thereby strengthening the profitability of the Company; and (iii) pursuing growth opportunities in line with its strategic directions including Warehousing.

In terms of Section 180(1)(a) of the Act, shareholders' approval is required by a company to sell or otherwise dispose-off the whole or substantially the whole of the undertaking of the company. An undertaking is defined to mean an undertaking in which the investment of a Company exceeds 20% of its net worth as per the audited balance sheet of the preceeding financial year or an undertaking which generates 20% of the total income of a company during the previous financial year. Given that the undertaking being transferred generated more than 20% of the total income during the audited financial year ended March 31, 2018, the sale / transfer of the identified surface transport business requires approval of the members by a special resolution under Section 180(1)(a) of the Act. The approval of the members of the Company is accordingly being sought for the proposed transaction under the provisions of Section 110 of the Companies Act, 2013 read with applicable Rules through Postal Ballot as set out in the accompanying Postal Ballot Notice.

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the Special Resolution for approval of the members through Postal Ballot.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are interested or concerned financially or otherwise in the said Resolution except to the extent of their respective shareholding, if any, in the Company.

The relevant documents referred to in the Postal Ballot Notice and the Explanatory Statement will be available for inspection of the Members in physical or in electronic form at the Registered Office of the Company from the date of dispatch of the Postal Ballot Notice between 10:00 a.m. to 1:00 p.m. on all working days (except Saturdays, Sundays and public holidays).

By order of the Board,

(Nitin B. Akolkar)
Company Secretary

Place: Mumbai
Date: 18th April, 2019