



CIN:L71110MH1962PLC012396

Registered 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

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of members of Patel Integrated Logistics Limited will be held at 11.00 a.m. on Monday the 28th day of December, 2015 at the Sheila Raheja Hall, Rotary Service Centre, Juhu-Tara Road, Santacruz (West), Mumbai – 400 049, to transact the following special business:

PREFERENTIAL ISSUE AND ALLOTMENT OF EQUITY SHARES AND WARRANTS:

To consider and if thought fit to pass, with or without modifications, following resolution as a Special Resolution:

“RESOLVED THAT pursuant to section 62(1)(c) read with section 42 and all other applicable provisions, if any, of the Companies Act, 2013, and Rule 13 of The Companies (Share Capital and Debentures) Rules, 2014, Foreign Exchange Management Act, 1999 (**“FEMA”**) (including any amendment(s) thereto or re-enactment thereof for the time being in force) and in accordance with the provisions of Memorandum of Association and Articles of Association of the Company, Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**“SEBI ICDR Regulations”**), provisions of listing agreement entered into with stock exchanges in India (**“Stock Exchanges”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto, including but not restricted to the, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**“SEBI Takeover Regulations”**) and amendments thereto and subject to other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Securities and Exchange Board of India (**“SEBI Regulations”**) by Government of India, the Reserve Bank of India (**“RBI”**), and/or prescribed by the listing agreements entered into by the Company with the stock exchanges (including any re-enactment thereof for the time being in force) on which the Company’s shares are listed or any other relevant authority from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be required and subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred hereunder) be and is hereby authorized to create, offer, issue and allot up to 7,00,000 equity shares of face value of Rs. 10/- each (**“Equity Shares”**) on preferential basis for cash at an issue price of Rs.115/- per equity share (including premium) and upto 9,29,000 equity warrants [having an option to apply for and be allotted upto 9,29,000 equity shares i.e. one equity share per equity warrant] of face value of Rs. 10/- each (**“Equity Warrants”**) on preferential basis for cash at an issue price of Rs.115/- (including premium) to **Frontline Strategy Limited**, a Company (Registration No. 50344) incorporated and registered in Mauritius (**“Proposed Allottee”**) in one or more modes or in combination thereof and in one or more tranches; provided that the minimum price of the Equity Shares and Equity Warrants so issued shall not be less than the price arrived at in accordance with Chapter VII of the SEBI ICDR Regulations for preferential issue and under FEMA and on such terms and conditions, as are stipulated in the explanatory statement attached and as the Board may deem fit in its absolute discretion.”

“RESOLVED FURTHER THAT the issue and allotment of Equity Warrants including resultant equity shares arising out of exercise of option attached to the Equity Warrants to the Proposed Allottee shall be on the following terms and conditions:

- (a) The issue and allotment of such number of equity shares upon exercise of the Equity Warrants on or before the expiration of 18 months in accordance with Regulation 75 of the SEBI ICDR Regulations from the date of allotment of warrants;
- (b) The price of each equity share to be issued in lieu of the Equity Warrants will be calculated in accordance with the provisions of Regulation 76(1) of Chapter VII of SEBI ICDR Regulations on the basis of the relevant date;
- (c) Amount equivalent to at least 25% of the consideration determined in terms of Regulation 76 of the SEBI ICDR Regulations shall be paid against each Equity Warrant on the date of allotment of Equity Warrants and the balance consideration i.e. 75% shall be paid on or before allotment of equity shares pursuant to exercise of option against each such Equity Warrant;
- (d) The consideration for allotment of Equity Warrants and / or equity shares arising out of exercise of option attached to Equity Warrants shall be paid to the Company from the bank account of the Proposed Allottee;
- (e) In case the option to subscribe to equity shares against Equity Warrants is not exercised by the Proposed Allottee within 18 (eighteen) months from the date of allotment of the Equity Warrants, the Equity Warrants shall lapse and the consideration paid by the Proposed Allottee in respect of such Equity Warrant shall be forfeited by the Company;
- (f) The equity shares allotted pursuant to exercise of options attached to Equity Warrants issued on preferential basis shall be allotted only in dematerialized form and remain locked-in from such date and for such period as specified under Chapter VII of the SEBI ICDR Regulations; and
- (g) Pursuant to Regulation 78 of the SEBI ICDR Regulations, the entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the relevant date upto a period of six months from the date of trading approval granted by the Stock Exchanges.”

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations the **“Relevant Date”** for the purpose of calculating the floor price for issue of the equity shares (including the resultant equity shares out of the exercise of option attached to the Equity Warrants) be and is hereby fixed as 27th November, 2015 being the date 30 days prior to the date of the Extra Ordinary General Meeting scheduled to be held on December 28, 2015 to approve the proposed preferential issue, in terms of section 62 of the Companies Act, 2013. (Since the Relevant Date falls on weekend i.e. Saturday, 28th November 2015, the day preceding i.e. 27th November 2015 is reckoned as Relevant Date in accordance with SEBI ICDR Regulations.)”

“RESOLVED FURTHER THAT all such equity shares (including the resultant equity shares out of the exercise of option attached to the Equity Warrants) issued and allotted by the Board pursuant to the authority hereby given shall rank pari-passu inter-se and with the then existing fully paid up equity shares of the Company in all respects including as to dividend subject to lock-in as per requirements of Chapter VII of the SEBI ICDR Regulations and subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Equity Shares and Equity Warrants (to be allotted by the Company to the Proposed Allottee pursuant to the aforesaid preferential allotment shall be issued in dematerialized form within a period of 15 (fifteen) days from date of passing of this resolution provided that where the issue and allotment of the Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Allottee through Private Placement Offer Letter (in the format of PAS-4), in accordance with section 42 of Companies Act, 2013 read with and rule 14 (1) of Companies (Prospectus and Allotment of Securities), Rules, 2014.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and are hereby authorized or to do, execute and certify all acts, deeds, documents, matters and things, including, but not limited to, signing or execution of agreement(s), making application(s) for issuing and listing of such Equity Shares and Equity Warrants or resultant equity shares arising out of exercise of option attached to the Equity Warrants with Stock Exchanges and depositories, hiring of agents and paying of their remuneration, commission, fees etc., deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the SEBI ICDR Regulations and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory regulatory and other appropriate authorities including Stock Exchanges etc. and settling of any questions, difficulties and doubts that may arise in connection with the issue and allotment of such Equity Shares and Equity Warrants, as it may, in its absolute discretion, deem fit without being required to seek any fresh approval of the shareholders of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any committee or to one or more Directors or executives of the Company in order to give effect to the aforesaid resolution.”

By order of the Board,
For Patel Integrated Logistics Limited

Registered Office:

Patel House, 5th Floor,
Plot No.48, Gazdar bandh,
North Avenue Road,
Santacruz (West),
Mumbai-400 054.

(Nitin B. Akolkar)
Company Secretary

Mumbai,

27th November 2015

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. In order to be effective proxies must be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting. Pursuant to the provisions of section 105 of the Companies Act, 2013, a person shall not act as a proxy for more than 50 (fifty) members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person.
2. Revenue stamp should be affixed on the proxy form. Forms which are not stamped are liable to be considered invalid.
3. Members may please bring the attendance slip duly filled in and hand over the same at the entrance to the Meeting Hall.
4. Corporate members / FIIs / Financial institutions intending to send their authorized representatives to attend the Extra Ordinary General Meeting are requested to send a duly certified copy of the board resolution / such other documents authorizing their representatives to attend and vote at the meeting well in advance.
5. The explanatory statement pursuant to section 102 of the Companies Act, 2013 is enclosed herewith. Relevant documents referred to in the accompanying notice and the explanatory statement are open for inspection by the members at the registered office of the Company during the office hours on all working days between 10.00 a.m. and 2.00 p.m. up to the date except Saturdays.
6. Shareholders may be aware that the Companies Act, 2013, permits service of the notice of the meeting through electronic mode. Electronic copy of the notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with admission slip and proxy form is being sent to all the members whose e-mail IDs are registered with the Company/depository participant(s) for communication purposes. However, those members who desire to have a physical copy may request for the same. For members who have not registered their e-mail address, physical copies of the notice are being sent in the permitted mode.
7. The notice is circulated to the members of the Company, will be made available on the Company's website at www.patel-india.com and also on the website of the Bombay Stock Exchange Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.

8. Voting through electronic means:

1. Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the listing agreement with Stock Exchanges, the Company is pleased to provide members facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

2. The Company has appointed Mr. Dinesh Kumar Deora, Practising Company Secretary (FCS No. 5683 CP No. 4119), as the Scrutinizer to scrutinize the e-voting process, (including voting through Ballot Form received from the members) in a fair and transparent manner.

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

The voting period begins on 25th December 2015 at 9.00 a.m. IST and ends on 27th December 2015 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 21st December 2015 the cut-off date (record date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

4. The Notice of EGM 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 affixed) 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If 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 the 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.

- 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.

B. In case of members receiving the physical copy:

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

C. Other instructions:

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.

- i. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 21st December 2015.
- ii. The facility of ballot/polling paper for voting shall also be made available at the meeting and members attending the meeting who have not already cast their vote through e-voting shall be able to exercise their right to vote at the meeting.
- iii. The members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- iv. The results declared along with the scrutinizer's report shall be placed on the Company's website www.patel-india.com and on the website of CDSL www.cdslindia.com within 2 days of the passing of the resolutions at the EGM of the Company and communicated to the Stock Exchanges.
- v. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on cut-off date i.e. 21st December 2015 may follow the same procedure as mentioned above for e-voting.
- vi. Any person who is not a member of the Company as on cut-off date i.e. 21st December 2015, should treat this notice for information purposes only.

Annexure to Notice

(Explanatory Statement pursuant to Section 102 of the Companies Act, 2013)

The following statement sets out the material facts concerning the special business to be transacted at the Extra Ordinary General Meeting

It is proposed to issue Equity shares and Equity Warrants on preferential basis to foreign corporate who has shown interest in subscribing to Equity Shares and Equity Warrants to infuse fresh capital and provide funds for further expansion and growth opportunities of the Company.

Accordingly, consent of the shareholders is sought for issuing the Equity Shares and Equity Warrants as stated in the resolution to the Proposed Allottee (as referred in the resolution) which shall result in issuance of up to 7,00,000 Equity Shares and 9,29,000 Equity Warrants, on a preferential basis, resulting in an inflow of up to Rs. 18.73 cr. to the Company in accordance with the terms and nature of such securities to be issued by the Company.

Section 62 of the Companies Act, 2013 and the provisions of the listing agreement provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in section 62 unless the shareholders of the Company in general meeting decide otherwise.

The disclosures prescribed under the Companies Act, 2013 and in terms of regulation 73 of Chapter VII of the SEBI ICDR Regulations is given as under:

1) The objects of the issue through preferential offer:

The Company soon will be entering into e-com logistics business which will provide integrated logistic services to e-commerce players in the market. Funds raised from the issue of Equity Shares and Equity Warrants will be utilized for meeting capital expenditure, working capital requirements and also promotional as well as brand building exercise envisaged in the expansion plans and for existing activities of the Company.

2) The proposal of the promoters, directors or key managerial personnel to subscribe to the offer:

The preferential issue is not being made to the promoters, directors or key management personnel of the Company and the promoters, directors or key management personnel of the Company do not intend to subscribe to the offer

3) The total number of Equity Shares / Equity Warrants to be issued:

Equity Shares upto 7,00,000 of face value of Rs. 10/- each and Equity Warrants upto 9,29,000 [having option to apply for and be allotted upto 9,29,000 equity shares i.e. one equity share per Equity Warrant] of face value of Rs. 10/- each provided that the minimum price of

the Equity Shares/Equity Warrants so issued shall not be less than the price arrived at in accordance with provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 for preferential issue and under FEMA.

4) Pricing of Equity Shares / Equity Warrants:

The issue of Equity Shares and Equity Warrants (including resultant equity shares arising out of exercise of option attached to the Equity Warrants) on preferential basis shall be in accordance with regulation 76 of Chapter VII of the SEBI ICDR Regulations i.e made at a price not less than higher of the following :

The average of the weekly high and low of the volume weighted average price of the related shares quoted on the Stock Exchanges during the twenty six weeks preceding the Relevant Date i.e 27th November 2015;

OR

The average of the weekly high and low of the volume weighted average price of the related shares quoted on the Stock Exchanges during the two weeks preceding the Relevant Date. i.e 27th November 2015;

In case of allotment of above Equity Warrants (having an option to apply for and be allotted equity shares of the Rs. 10/- each), minimum 25% of the issue price as determined in terms of regulation 77(2) of Chapter VII of the SEBI ICDR Regulations, shall be payable upfront at the time of allotment and balance of the consideration shall be paid on or before exercise of option to subscribe equity shares, by the warrant holders.

5) The class or classes of persons to whom the allotment is proposed to be made:

The entire allotment is proposed to be made to Proposed Allottee as mentioned in point No.(8) below.

6) Time of Allotment:

Allotment pursuant to this resolution passed in this Extra Ordinary General meeting of shareholders of the Company, granting consent for preferential issue of Equity Shares and Equity Warrants, shall be completed within a period of fifteen days from the date of passing of this resolution. If the Company is required to take any approval from any regulatory authority or Central Government for allotment is pending, the allotment shall be completed within 15 (fifteen) days from the date of such approval provided that this time limit shall not exceed validity period of this special resolution.

7) Terms of Equity Warrants:

- An amount, being not less than 25 % of total issue size of the Equity Warrants shall become payable upfront at the time of allotment and balance of the consideration shall be paid on or before exercise of option to subscribe equity shares, by the Warrant holders.
- The holders of Equity Warrants shall have an option to apply for and be allotted one equity share of the Company per Equity Warrant at any time after the date of allotment but not later than eighteen months (18 months) from the date of allotment of such Warrants;
- The holders of Equity Warrants shall give advance notice of not less than 10 days prior to exercising an option to apply for equity shares and shall pay the remaining amount payable on such Warrants along with such notice;
- Upon receipt of the aforesaid notice, the Board will allot one equity share per Equity Warrant by appropriating Rs.10.00 towards equity capital and balance towards share premium;
- If the holders of Equity Warrants do not exercise their option to convert Equity Warrants into equity shares of the Company within the prescribed period then such right to apply for equity shares of the Company along with other rights attached thereto shall expire and any amount paid on such Equity Warrants shall stand forfeited.
- The Equity Warrants will neither give any voting rights to its holder(s) nor will entitle them to any dividend during its currency.
- The equity shares as above shall rank pari passu in all respects including with respect to dividend, with the then fully paid up equity shares of the Company.

8) The identity of the proposed allottee and the percentage of post-preferential issue capital that may be held by it:

The Proposed Allottee is a strategic investor not related with the promoters, who intends to infuse more funds in the company by way fresh capital for expansion of the Company.

Name, Address, Company Registration Number of the proposed Allottee	Name, Address and Identity proof No. of the Ultimate Beneficial Owner	Category of the Allottee	Pre-Preferential Issue Equity Holding		Post-Preferential Issue Equity Holding(after allotment of shares but before conversion of exercise of Equity Warrants)		Post-Preferential Issue Equity Holding (after allotment of shares and conversion of Equity Warrants into Equity Shares)	
			No. of Equity Shares	%	No. of Equity Shares	%	No. of Equity Shares	%
Frontline Strategy Limited C/o Cim Fund Services Limited, 33 Edith Cavell Street, Port Louis, Mauritius Company No.: 50344	Mr. Atim Kabra 11 Nathan Road, #07-01 Regency Park, Singapore 248732 Passport No.: Z2369740	Incorporated Non-Resident entity	Nil	Nil	7,00,000	4.41	16,29,000	9.69

Frontline Strategy Limited is a limited company incorporated and registered under Laws of Mauritius and has its registered office at C/o Cim Fund Services Limited, 33 Edith Cavell Street, Port Louis, Mauritius.

9) **Shareholding pattern before and after the preferential issue:**

Sr. No.	Category of Shareholders	Pre-Preferential Issue Equity Holding		Post-Preferential Issue Equity Holding(after allotment of shares but before conversion of Warrants)		Post-Preferential Issue Equity Holding(after allotment of shares and conversion of Warrants into Equity Shares)	
		No. of Equity Shares	%	No. of Equity Shares	%	No. of Equity Shares	%
A	Promoters' holding:						
1	Indian:						
	Individual	1270042	8.36	1270042	7.99	1270042	7.55
	Bodies Corporate	3205371	21.11	3205371	20.18	3205371	19.06
	Trust	1371500	9.03	1371500	8.63	1371500	8.16
	Sub Total	5846913	38.50	5846913	36.80	5846913	34.77
2	Foreign Promoters	1065879	7.02	1065879	6.71	1065879	6.34
	Sub Total (A)	6912792	45.52	6912792	43.51	6912792	41.11
B	Non-Promoters' holding:						
1	Institutional Investors	60838	0.41	60838	0.38	60838	0.36
2	Non- Institution:						
	Private Corporate Bodies	881453	5.80	881453	5.55	881453	5.24
	Directors and Relatives	218	0.00	218	0.00	218	0.00
	Indian Public	6367915	41.93	6367915	40.08	6367915	37.87
	Others :						
i	NRIs	441791	2.91	441791	2.78	441791	2.63
ii	Incorporated Non-Resident entity Frontline Strategy Limited (Proposed Allottee)	Nil	0.00	700000	4.41	1629000	9.69
iii	Clearing Members	518605	3.41	518605	3.27	518605	3.08
iv	Trust	3000	0.02	3000	0.02	3000	0.02
	Sub Total (B)	8273820	54.48	8973820	56.49	9902820	58.89
	GRAND TOTAL	15186612	100	15886612	100	16815612	100

Note: While preparing the aforesaid shareholding pattern, an assumption has been made that holders of Equity Warrants will exercise an option to convert such Equity Warrants into equity shares and accordingly, all the Equity Warrants will be converted in to one equity share each.

10) **Lock – in :**

The Equity Shares and the Equity Warrants to be allotted to the Proposed Allottee mentioned above, who are not the part of the promoters, shall be locked-in for a period of one year from the date of trading approval.

The equity shares allotted pursuant to exercise of options attached to Equity Warrants shall be locked in for a period of one year from the date of trading approval.

11) **Change in management:**

The issue of Equity Shares and Equity Warrants under consideration will not result in any change in management or control of the Company or change in the composition of the Board of Directors of the Company.

12) **Undertakings:**

The price of Equity Shares and Equity Warrants computed in terms of Chapter VII of the SEBI ICDR Regulations, shall be re-computed where it is required to do so.

If amount payable on account of re-computation of price is not paid within the time stipulated in Chapter VII of the SEBI ICDR Regulations, the Equity Warrants shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

13) **Auditors' Certificate:**

A certificate dated 27th November, 2015 from the statutory auditors of the Company that the preferential issue of Equity Shares and Equity Warrants covered by this Notice is in accordance with the requirements of Chapter VII of the SEBI ICDR Regulations, as amended to date, is also open for inspection of members at the Registered Office of the Company between 10.00 a.m. to 2.00 p.m. on all working days except Saturdays.

Your Directors recommend the Special Resolution as set out in the notice for your approval.

None of the directors or key management personnel of the Company is concerned or interested in the passing of proposed Special Resolution except as a shareholder as set out in the Notice.

By order of the Board,
For Patel Integrated Logistics Limited

Registered Office:

Patel House, 5th Floor,
Plot No.48, Gazdar bandh,
North Avenue Road,
Santacruz (West),
Mumbai-400 054.

(Nitin B. Akolkar)
Company Secretary

Mumbai,
27th November 2015



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

ATTENDANCE SLIP

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company on Monday, December 28, 2015 at 11.00 a.m. at the Sheila Raheja Hall, Rotary Service Centre, Juhu Tara Road, Santacruz (West), Mumbai -400 049.

Table with 3 columns: For Physical Holding, For Electronic Form (Demat) NSDL/CDSL, No of Shares Held. Includes fields for LF No., DP ID & CLIENT ID, Name of the Member, and Name of the Proxy.

Signature of the Member / Proxy

NOTE:

Only members/proxies and representatives are allowed to attend the Meeting.



PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

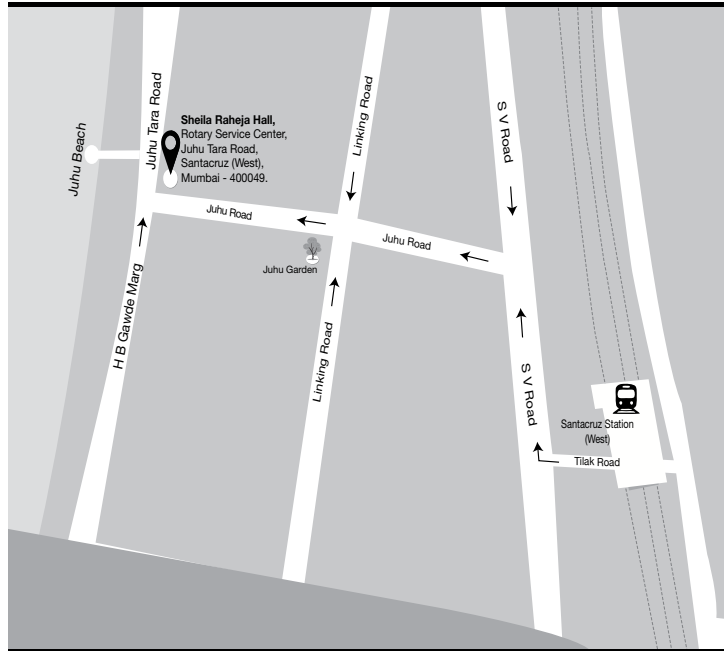
Form No. MGT-11

CIN : L71110MH1962PLC012396
Name of the Company : PATEL INTEGRATED LOGISTICS LTD
Registered office : Patel House, 5th Floor, Plot No.48, Gazdar Bandh, North Avenue Road, Santacruz (W.), Mumbai-400054
Name of the member (s) :
Registered address :
E-mail ID :
Folio No/ Client ID/DP ID :

I/We, being the Member(s) of _____ shares of Patel Integrated Logistics Limited hereby appoint,

- 1. Name, Email ID, Address, Signature or failing her/him;
2. Name, Email ID, Address, Signature or failing her/him;
3. Name, Email ID, Address, Signature

Route Map to the Venue of the EGM



Sheila Raheja Hall,
Rotary Service Center,
Juhu Tara Road, Santacruz (West),
Mumbai - 400 049.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Monday, December 28, 2015 at 11.00 a.m. at the Sheila Raheja Hall, Rotary Service Centre, Juhu Tara Road, Santacruz (West), Mumbai - 400 049 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.1

Special Resolution under section 62 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, read with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for issue and allotment of upto 7,00,000 Equity Shares and 9,29,000 Equity Warrants on preferential basis to Frontline Strategy Limited as per details specified in the resolution..

Signed this _____ day of _____ 2015

Signature of shareholder

Affix
revenue
stamp
of Re. 1

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.