



PATEL INTEGRATED LOGISTICS LIMITED

CIN: L71110MH1962PLC012396

Regd. Office: Patel House, Ground Floor, Plot No.48, Gazdar Bandh, North Avenue Road, Santacruz (W.), Mumbai-400054

Tel No.:022-26050021, 26052915, Website: www.patel-india.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with rule 20 and 22 of the Companies (Management and Administration Rules, 2014)

To the Members of the Company,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“the **Act**”) and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the **Rules**”) and other applicable provisions of the Act and the Rules and General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time) to transact the special business as set out hereunder by passing Special and Ordinary Resolutions by way of postal ballot only, by voting through electronic means (‘remote e-Voting’).

The Statement, pursuant to the provisions of Section 102 and Section 110 and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.

In compliance with the MCA Circulars, Patel Integrated Logistics Limited (‘Company’) is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (‘RTA’)/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the ‘Notes’ section to this Notice.



The Board of Directors has appointed Shri Dinesh Kumar Deora, a Practising Company Secretary (Membership No.: F5683), as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Bigshare Services Private Limited ("Bigshare" or "Registrar and Transfer Agent") as the agency to provide e-voting facility. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at: www.patel-india.com

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and cast their vote by following the procedure as stated in the 'Notes' section of this Notice not later than 5:00 p.m. (IST) on Sunday, 12th January, 2025. The remote e-Voting facility will be disabled by Bigshare immediately thereafter.:

Commencement of e-voting:	Wednesday 11 th December, 2024 at 9:00 am
End of e-voting:	Sunday 12 th January, 2025 at 5:00 pm

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and Director of the Company or any person authorized by him. The results of e-voting will be announced on or before Friday, 17th January, 2025, and will be displayed on the Company's website at www.patel-india.com and the website of Bigshare at <https://ivote.bigshareonline.com/>. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

SPECIAL BUSINESS

To consider and pass, the following resolution as **Special Resolution**:

1. To Appoint Mr. Kannan Rajaratnam (DIN: 10697659) as Non-Executive Independent Director for a first term of Three year:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16(1)(a), Regulation 17 and Regulation 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and the as per Articles of



Association of the Company and based on recommendation of Nomination and Remuneration Committee the appointment of **Mr. Kannan Rajaratnam (DIN: 10697659)**, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as a Non-Executive Independent Director of the Company for a term of Three years commencing from 24th October, 2024 to 23rd October, 2027 and who would not be liable to retire by rotation, be and is hereby approved."

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, **Mr. Kannan Rajaratnam (DIN: 10697659)**, shall be entitled to receive the fees/commission as permitted to be received in the capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

"RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

To consider and pass, the following resolution as **Ordinary Resolution**:

2. To Appoint Mr. Farukh Soli Wadia (DIN: 00097162) as Non-Executive Non-Independent Director:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, the Rules made thereunder and other applicable provisions of the Companies Act, 2013 [including the rules, notifications, circulars, guidelines etc. issued thereunder] ["the Act"], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI Listing Regulations"] and other applicable provisions, if any, [including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force], in line with the Memorandum & Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee ["NRC"] and the Board of Directors of the Company [hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution], **Mr. Farukh Soli Wadia (DIN: 00097162)**, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, with effect from 24th October, 2024, whose office shall be liable to retire by rotation.



RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, **Mr. Farukh Soli Wadia (DIN: 00097162)**, shall be entitled to receive the fees/commission as permitted to be received in the capacity of Non-Executive, Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Registered Office:

**Patel House, Ground Floor,
Plot No.48, Gazdarbandh,
North Avenue Road,
Santacruz (west),
Mumbai-400 054.**

By order of the Board

**Sd/-
Avinash Paul Raj
Company Secretary
Mumbai 06th December, 2024**



NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on Friday, 29th November, 2024 (“Cut-Off Date”) received from the Depositories and whose correct e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company’s website at www.patel-india.com , website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Bigshare at <https://ivote.bigshareonline.com/> .
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.patel-india.com) duly filled and signed along with requisite supporting documents to Bigshare at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India.
5. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a Member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
6. Subject to the provisions of the Articles of Association of the Company, voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.



7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. The e-voting period commences at 9:00 a.m. (IST) on Wednesday, 11th December, 2024 and ends at 5:00 p.m. (IST) Sunday, 12th January, 2025. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by Bigshare upon expiry of the aforesaid period.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Sunday, 12th January, 2025.
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to pill_investorservices@patel-india.com

Registered Office:

**Patel House, Ground Floor,
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Santacruz (west),
Mumbai-400 054.**

By order of the Board

**Sd/-
Avinash Paul Raj
Company Secretary
Mumbai 06th December, 2024**



Procedure of evoting
Bigshare i-Vote E-Voting System
E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on Wednesday 11th December, 2024 at 9:00 am and ends on Sunday 12th January, 2025 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
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 services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name. BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.



	<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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>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</p>



2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

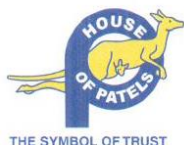
***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

***NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.*

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).



Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on **“VIEW EVENT DETAILS (CURRENT)”** under **‘EVENTS’** option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **“VOTE NOW”** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option **“IN FAVOUR”**, **“NOT IN FAVOUR”** or **“ABSTAIN”** and click on **“SUBMIT VOTE”**. A confirmation box will be displayed. Click **“OK”** to confirm, else **“CANCEL”** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on **“REGISTER”** under **“CUSTODIAN LOGIN”**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **“User id and password will be sent via email on your registered email id”**.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **‘LOGIN’** under **‘CUSTODIAN LOGIN’** tab and further Click on **‘Forgot your password?’**
- Enter **“User ID”** and **“Registered email ID”** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **‘RESET’**.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).



Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Item No. 1

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board appointed **Mr. Kannan Rajaratnam (DIN: 10697659)**, as an Additional Non-Executive Independent Director of the Company not liable to retire by rotation, for a term of Three years, i.e., from 24th October, 2024 up to 23rd October, 2027 (both days inclusive), subject to approval by the Members.

Pursuant to the provisions of Regulation 17(1C) of Securities and Exchange Board of India (listing Obligations Disclosure Requirements), 2015 the listed entity shall ensure the approval of shareholders for appointment or reappointment of person on Board of Directors or as a manager is taken at the next general meeting or within a time period of Three months from the date of appointment, whichever is earlier.

The profile and specific areas of expertise of **Mr. Kannan Rajaratnam (DIN: 10697659)** are provided as Annexure to this Notice. **Mr. Kannan Rajaratnam (DIN: 10697659)** has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, **Mr. Kannan Rajaratnam (DIN: 10697659)** is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Non-Executive Independent Director and he is independent of the management. Given his experience, the Board considers it desirable and in the interest of the Company to have **Mr. Kannan Rajaratnam (DIN: 10697659)** on the Board of the Company and accordingly the Board recommends the appointment of **Mr. Kannan Rajaratnam (DIN: 10697659)** as an Non-Executive Independent Director as proposed in the Resolution set out at Item No. 1 of the accompanying Notice for approval by the Members.

Except for **Mr. Kannan Rajaratnam (DIN: 10697659)** and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.



Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The terms and conditions of appointment of the Independent Directors are uploaded on the website of the Company www.patel-india.com and are available for inspection.

Item No. 2

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board appointed **Mr. Farukh Soli Wadia (DIN: 00097162)**, as an Additional Non-Executive Non-Independent Director of the Company liable to retire by rotation, from 24th October, 2024 subject to approval by the Members.

Pursuant to the provisions of Regulation 17(1C) of Securities and Exchange Board of India (listing Obligations Disclosure Requirements), 2015 the listed entity shall ensure the approval of shareholders for appointment or reappointment of person on Board of Directors or as a manager is taken at the next general meeting or within a time period of Three months from the date of appointment, whichever is earlier.

The profile and specific areas of expertise of **Mr. Farukh Soli Wadia (DIN: 00097162)**, are provided as Annexure to this Notice. **Mr. Farukh Soli Wadia (DIN: 00097162)**, has given his declaration to the Board, inter alia, that (i) he meets the criteria of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, **Mr. Farukh Soli Wadia (DIN: 00097162)**, is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Non-Executive Non-Independent Director. Given his experience, the Board considers it desirable and in the interest of the Company to have **Mr. Farukh Soli Wadia (DIN: 00097162)**, on the Board of the Company and accordingly the Board recommends the appointment of **Mr. Farukh Soli Wadia (DIN: 00097162)**, as a Non-Executive Non-Independent Director as proposed in the Resolution set out at Item No. 2 of the accompanying Notice for approval by the Members.

Except for **Mr. Farukh Soli Wadia (DIN: 00097162)**, and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.



Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The terms and conditions of appointment of the Independent Directors are uploaded on the website of the Company www.patel-india.com and are available for inspection.

By the order of Board of Directors.

Registered Office:

**Patel House, Ground Floor,
Plot No.48, Gazdarbandh,
North Avenue Road,
Santacruz (west),
Mumbai-400 054.**

By order of the Board

**Sd/-
Avinash Paul Raj
Company Secretary
Mumbai 06th December, 2024**

Annexure to postal Ballot Notice:

	Mr. Kannan Rajaratnam (DIN: 10697659)	Mr. Farukh Soli Wadia (DIN: 00097162)
Date of Birth (Age)	12 th September, 1962 (62 Years)	19 th February, 1965 (59 Years)
Qualification	Mr. Kannan is a Management Graduate from Madurai Kamaraj University and was doing his fellow programme in IIM Ahmedabad in the Finance and Accounts Area and completed one year of the programme.	B. Com
Reason or Change viz. appointment:	Appointment of Non-Executive Independent Director	Appointment of Non-Executive Non Independent Director
Experience (including expertise in specific functional area) / Brief Resume/Brief Profile	<p>Mr. R Kannan is an expert in Finance and Strategy with more than 39 years' experience in Corporate Finance, Fund Raising, Treasury Management, Strategy Formulation/Implementation, Organisation Restructuring, Corporate Performance Management/Monitoring, Business Development and Mergers/Acquisitions.</p> <p>In his last role he was heading the Corporate Performance Monitoring and Research Function at the Group level in Hinduja Group dealing in aspects relating to Planning, Budgeting, Performance Monitoring (of more than 20 companies in the group), Business Development M&A and Global Economic and Industry Research. He is/was a member of Expert Committees in Assocham/ FICCI/CII/ Bombay Chamber of Commerce and Industry and Indian</p>	Has more than Three decades of rich and varied experience in the fields of automobile dealership, couriers, Management Consultancy and Finance

	<p>Merchant's Chamber on Committees relating to Private Equity, Industry, Economy, Banking, Transportation, Logistics, Environment, and was Member of National Task force on Artificial Intelligence of CII, etc.</p> <p>At present he is a Corporate and Economic Advisor providing advice to Government, Private Sector including MSMEs and Startups and a Member of Board of Directors. In May 2024, Passed the qualifying exam for Independent Directors.</p>	
Date of appointment	First term of Three years commencing from 24 th October, 2024 till 23 rd October, 2027, subject to approval of shareholders of the company.	From 24 th October, 2024 subject to approval of shareholders of the company.
Terms and Conditions of Appointment	The Management of the company has proposed to appoint him as Non-Executive Independent Director on the board of Company.	He was Independent Director on Board. His tenure as Independent Director has come to an end on 20 th August, 2024. The Management of the company has proposed to reappoint him as Non-Executive Non-Independent Director on the board of Company.
Remuneration last drawn (including sitting fees, if any)	NIL	He had received Sitting fees of Rs. 25,000 for attending Board Meeting dated 1 st August, 2024 and Sitting fees of Rs. 20,000 for Attending Audit Committee Meeting dated 01 st August, 2024 as Independent Director. (Subject to TDS Deduction)
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit

	related commission within the limits stipulated under Section 197 of the Companies Act, 2013.	related commission within the limits stipulated under Section 197 of the Companies Act, 2013.
Date of first appointment on the Board	NA	06 th May, 1998
No. of shares held in the Company either by self or as a beneficial owner.	NIL	105
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the financial year (2024-25)	1 (One)	4 (Four)
Directorship held in other Listed companies.	NIL	NIL
Membership / Chairmanship of Committees of other Boards Notice	NIL	NIL
Listed entities from which the Director has resigned in the past three years	NIL	NIL
Information as required pursuant to BSE Circular with ref. no. LIST/ COMP/ 14/ 2018- 19 and the National Stock Exchange of India Ltd with ref. no. NSE/ CML/ 2018/ 24, dated 20th June, 2018.	Mr. Kannan Rajaratnam is not debarred from holding office of director by any SEBI order or any other authority.	Mr. Farukh Soli Wadia is not debarred from holding office of director by any SEBI order or any other authority.
The skills and capabilities required for the role and the manner in which Mr. Syed Khushid Husain meet such requirements.	Mr. Kannan Rajaratnam is an expert in Finance and Strategy with more than 39 years' experience in Corporate Finance, Fund Raising, Treasury Management, Strategy Formulation/Implementation, Organisation Restructuring,	Mr. Farukh wadia is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as Director. Given his experience, the Board considers it desirable



	<p>Corporate Performance Management/Monitoring, Business Development and Mergers/Acquisitions.</p> <p>Mr. Kannan Rajaratnam fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as Independent Director. Also he is Independent to the board.</p> <p>The Board considers it desirable and in the interest of the Company to have Mr. Kannan Rajaratnam as Non-Executive Non-Independent Director on the Board of the Company</p>	<p>and in the interest of the Company to have Mr. Farukh Wadia on the Board of the Company</p>
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Registered Office:

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