

## REPORT ON THE CORPORATE GOVERNANCE

[Pursuant to Regulation 34(3) Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

### A) COMPANY'S PHILOSOPHY ON THE CORPORATE GOVERNANCE:

The Company strongly believes in values of transparency, professionalism and accountability which are the mainstay of good Corporate Governance. The Company has consistently practiced good Corporate Governance and will endeavour to improve on it on an ongoing basis.

We strive to achieve the corporate objectives within the framework of the national interest, macro and micro economic policies devised by the Government of India and to conduct the business affairs of the Company in an ethical and transparent manner, also strive for the maximization of the shareholders' wealth and in doing so contribute positively to the economic development of India and achievement of the overall objectives of the Company.

Your Company has complied with all the Regulations stipulated in the erstwhile Listing Agreement and currently in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as **Listing Regulations**)

### B) THE BOARD OF DIRECTORS:

#### Composition and No. of Board Meetings:

The Board of Directors has judicious mix of Executive and Non-Executive Directors as on 31<sup>st</sup> March, 2023, comprised of 2 Executive Directors and 4 Non-Executive Directors out of which are 3 Independent Directors including 1 Woman director and 1 Non Independent Director.

During the financial year ended 31<sup>st</sup> March 2023, Eight Board Meetings were held. Dates on which Board Meetings were held are 19-05-2022, 28-07-2022, 20-09-2022, 10-11-2022, 16-11-2022, 07-12-2022, 20-12-2022, and 09-02-2023.

Composition of the Board of Directors as at 31<sup>st</sup> March, 2023, their attendance at Board Meetings during the year ended on that date and at the last Annual General Meeting are as given below.

Name of the Director	Category of Directorship	Shares held	No. of Board Meetings Attended	Attendance at the Last A.G.M.
Mr. Mahesh Fogla*DIN 05157688 (w.e.f 01.04.2022)	WTD/ED	Nil	8	Yes
Ms. Jasmin Lalla DIN 00074858	WTD/ED	Nil	8	Yes
Mr. Hari Nair DIN 02362137 (Designation changed w.e.f. 11.02.2023 from Managing Director to Non-executive non independent Director)	NENID	Nil	8	Yes
Mr. Farukh S. Wadia DIN 00097162	NEID	Nil	8	Yes
Mr. Ramakant Kadam DIN 03575629	NEID	30404-Fully Paid	7	Yes
Ms. Bindiya Raichura DIN 02579891 (w.e.f. 02.12.2022)	NEID	Nil	6	No

MD - Managing Director

NED - Non Executive Director

ED - Executive Director

NEID - Non Executive Independent Director

NENID - Non Executive Non- Independent Director

WTD - Whole time Director

\*Mr. Hari Nair who was appointed as a Managing Director was redesignated as Non- Executive Non Independent Director on 11.02.2023.

Number of other directorships and chairmanships / memberships of committees held by them, as on that date are as given below:

Name of the Director	*No. of other Directorships (Excluding Pvt. Ltd. Companies)	**Committee Memberships		Names of the other listed entities where the person is a director and the category of directorship
		Chairman	Member	
Ms. Mahesh Fogla DIN 05157688	1	NIL	3	Mohini Health & Hygiene Limited - Independent Director
Ms. Jasmin Lalla DIN 00074858	NIL	NIL	1	NIL
Mr. Hari Nair DIN 02362137	NIL	1	1	NIL
Mr. Farukh S. Wadia DIN 00097162	NIL	6	6	NIL
Mr. Ramakant Kadam DIN 03575629	1	NIL	4	Patel Holdings Limited - Independent Director
Ms. Bindiya Raichura DIN 02579891 (w.e.f. 02.12.2022)	NIL	NIL	1	NIL

\*Excludes directorship in Patel Integrated Logistics Limited

\*\*Memberships and Chairmanships of Audit Committee and Stakeholders Relationship Committee and Nomination and Remuneration Committee of public companies considered.

#### Confirmation on the independence of the Independent Directors

Certificates have also been obtained from the Independent Directors confirming their position as Independent Directors on the Board of the Company and your Company had also issued formal appointment letters to all the Independent Directors in the manner provided under Section 149 of the Companies Act, 2013. A sample of the letter of appointment is available on the website of the Company i.e. [www.patel-india.com](http://www.patel-india.com).

The Board of Directors hereby confirms that in their opinion, the Independent Directors fulfil the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are Independent of the Management.

#### Independent Directors' Meeting:

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25(3) of Listing Regulations, a meeting of the Independent Directors of the Company was held on 24<sup>th</sup> February, 2023 without the attendance of Non-Independent Directors and members of the management.

The familiarization programme for Independent Directors in terms of listing regulations uploaded on the website of the Company and can be accessed through the following link:

[http://www.patel-india.com/uploads/Privacy\\_policies/Pdf-131659423762822133.pdf](http://www.patel-india.com/uploads/Privacy_policies/Pdf-131659423762822133.pdf)

#### Performance Evaluation:

The Nomination and Remuneration Committee has laid down criteria for Performance evaluation of Board of Directors. Accordingly, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its other Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on various parameters. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors after taking into views of executive director. The Directors expressed their satisfaction with the evaluation process.

#### Skills/expertise/competence of the Board:

The Board comprises of persons with varied experiences in different areas who bring in the required skills, competence and expertise that allows them to make effective contribution to the Board and its committees. The following list summarizes the key skills, expertise and competence that the Board thinks is necessary for functioning in the context of the Company's business and sector and which in the opinion of the Board, its Members possess:

Skills / expertise / competence	Names of the Directors who have such skills / expertise / competence
Commercial & Operational	Mr. Hari Nair and Ms. Jasmin Lalla
Accounting, Tax, Audit & Finance	Ms. Jasmin Lalla, Mr. Farukh S. Wadia, Mr. Ramakant Kadam and Mr. Mahesh Fogla
Legal, including laws related to corporate governance	Mr. Farukh S. Wadia, Mr. Ramakant Kadam and Ms. Bindiya Raichura
Risk and Compliance oversight	Ms Jasmin Lalla, Mr Mahesh Fogla, Mr. Hari Nair and Ms Bindiya Raichura
Information Technology	Mr. Mahesh Fogla and Ms. Jasmin Lalla

#### C) COMMITTEES OF THE BOARD OF DIRECTORS:

The Committees constituted by the Board play a very important role in the governance structure of the Company. The terms of reference of these Committees are approved by the Board and are in line with the requirements of Companies Act, 2013 and Listing Regulations.

##### 1) AUDIT COMMITTEE:

The Audit Committee has played an important role in ensuring the financial integrity of the Company. The Audit Committee's role includes oversight of the financial reporting process, the audit process, the adequacy of internal controls and transactions with related parties.

##### Composition:

The Audit Committee comprises of 3 Directors as on 31<sup>st</sup> March, 2023 i.e. Mr. Farukh S. Wadia, Mr. Ramakant Kadam and Ms. Jasmin Lalla. Mr. Farukh Wadia is the Chairman of the Committee. The Audit Committee met 4 times during the year ended 31<sup>st</sup> March, 2023. Dates on which Audit Committee Meetings were held are 19-05-2022, 28-07-2022, 10-11-2022 and 09-02-2023.

Attendance of the members of the Committee at the Audit Committee Meetings held during the financial year ended 31<sup>st</sup> March, 2023, was as follows:

SR. NO.	NAME OF THE MEMBER	CHAIRPERSON/MEMBERSHIP	NO.OF MEETINGS ATTENDED
1.	Mr. Farukh S. Wadia	Chairman	4
2.	Ms. Jasmin Lalla	Member	4
3.	Mr. Ramakant Kadam	Member	4

The Audited Annual Accounts for the year ended 31<sup>st</sup> March, 2023, were placed before the Committee for its consideration in the Audit Committee Meeting held on 25<sup>th</sup> May, 2023.

##### Terms of Reference:

The scope of the work of the Audit Committee includes areas prescribed by Listing Regulations and Section 177 of the Companies Act, 2013. The Terms of Reference of the Audit Committee broadly include the following:

- a) Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
- e) Reviewing, with the management, the quarterly financial statements before submission to the board for approval with particular reference to Matters required to be included in the Director's Responsibility Statement, changes, if any, in accounting policies and practices and reasons for the same, Major accounting entries involving estimates based on the exercise of judgment by management, Significant adjustments made in the financial statements arising out of audit findings, Compliance with listing and other legal requirements relating to financial statements, Disclosure of any related party transactions and Qualifications in the draft audit report;
- f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- g) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- h) Approval or any subsequent modification of transactions of the company with related parties;
- i) Scrutiny of inter-corporate loans and investments;
- j) Valuation of undertakings or assets of the company, wherever it is necessary;
- k) Evaluation of internal financial controls and risk management systems;
- l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- n) Discussion with internal auditors of any significant findings and follow up there on;
- o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders in case of non-payment of declared dividends and creditors;
- r) To review the functioning of the Whistle Blower mechanism;
- s) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- t) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- u) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower.

## 2) STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The composition of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

### Terms of Reference:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

### Composition:

The Stakeholders Relationship Committee comprises of Two Non-Executive Independent Directors i.e. Mr. Ramakant Kadam, Mr. Farukh S. Wadia and One Executive Non-Independent Director i.e. Mr. Mahesh Fogla.

Mr. Farukh Wadia was appointed as the Chairman of the Stakeholders Relationship Committee w.e.f 01.04.2022.

The Stakeholders Relationship Committee met during the financial year ended 31<sup>st</sup> March 2023. Dates on which Shareholders' Relationship Committee Meetings were held are 09-02-2023. Attendance of the members of the Committee at the Shareholders' Relationship Committee Meetings was as follows:

SR. NO	NAME OF THE MEMBER	CHAIRPERSON/MEMBERSHIP	NO.OF MEETINGS ATTENDED
1	Mr. Farukh S. Wadia	Chairperson (w.e.f 01.04.2022)	1
2	Mr. Ramakant Kadam	Member	1
3	Mr. Mahesh Fogla	Member	1

During the year 2022-23, 01(one) complaint were received from shareholders/investors. All these complaints have been replied to the satisfaction of the complainants.

Ms. Sweta Parekh, Company Secretary also functions as the Compliance Officer upto 29.12.2022 and Mr. Avinash Paul Raj was appointed as a Company Secretary and Compliance officer w.e.f 30.12.2022.

The Company is also redressing the complaints through SCORES, which is centralized web-based complaints redress system developed by SEBI.

All valid transfers received during the year 2022-23 have been acted upon by the Company.

## 3) NOMINATION AND REMUNERATION COMMITTEE:

The role of the Nomination and Remuneration Committee is governed by its Charter and its composition is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

### Terms of Reference:

The Terms of Reference of the Nomination and Remuneration Committee broadly include the following:

- a) To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal;
- b) To carry out evaluation of every Director's performance;
- c) To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees;
- d) To formulate the criteria for evaluation of Independent Directors and the Board;

- e) To devise a policy on Board diversity;
- f) To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria;
- g) To administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Scheme;
- h) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;
- i) To perform such other functions as may be necessary or appropriate for the performance of its duties.
- j) To recommend to the board, all remuneration, in whatever form, payable to senior management.

**Composition:**

The Nomination and Remuneration Committee as on 31<sup>st</sup> March 2023, comprised of 3 Non-Executive Independent Directors i.e. Mr. Ramakant Kadam and Mr. Farukh Wadia and Ms. Bindiya Raichura. Mr. Farukh Wadia is the Chairman of the Committee.

The Nomination and Remuneration Committee met one time during the financial year 2022-23 on 20.12.2022

SR. NO.	NAME OF THE MEMBER	CHAIRPERSON/MEMBERSHIP	NO. OF MEETINGS ATTENDED
1.	Mr.Farukh S. Wadia	Chairman	1
2.	Mr.Ramakant Kadam	Member	1
3.	Ms.Bindiya Raichura	Member	1

**Remuneration Policy:**

On recommendation of Nomination and Remuneration Committee the Board has adopted a policy which inter alia, deals with criteria for determine the qualifications, positive attributes and independence of director remuneration for the directors, key managerial personnel and other employees and also to lay down the criteria for various matters like training of independent directors and performance evaluation of directors.

The material points of the policy are as under:

**CRITERIA FOR SELECTION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

In case of Executive Directors and Key Managerial Personnel, the selection can be made in either of the ways given below:

- a) by way of recruitment from outside;
- b) from within the Company hierarchy; or
- c) Upon recommendation by the Chairman or other Executive Director.

The appointment may be made either to fill up a vacancy caused by retirement, resignation, death or removal of an existing Executive Director and Key Managerial Personnel or it may be a fresh appointment.

In case of Non-Executive Directors, the selection can be made in either of the ways given below:

- a) By way of selection from the data bank of Independent Directors maintained by the Government.
- b) Upon recommendation by Chairman or other Executive Director.

The appointment may be made either to fill up a vacancy caused by resignation, death or removal of an existing Non-Executive Director or it may be appointment as an additional director or an alternate director.

The due consideration shall be given for Qualification, Experience and Positive Attributes of Directors before selection of Directors as well as Board Diversity and Independence of Directors shall be observed by the Board, as far as is practicable.

## REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES:

- a) While determining the remuneration of Executive Directors and Key Managerial Personnel, the Board shall consider following factors:
  - i) Criteria / norms for determining the remuneration of such employees prescribed in the HR Policy.
  - ii) Existing remuneration drawn.
  - iii) Industry standards, if the data in this regard is available.
  - iv) Key Result Area (KRA).
  - v) Qualifications and experience levels of the candidate.
  - vi) Remuneration drawn by the outgoing employee, in case the appointment is to fill a vacancy on the death, resignation, removal etc. of an existing employee.
  - vii) The remuneration drawn by other employees in the grade with matching qualifications and seniority, if applicable.
- b) The determination of remuneration for other employees shall be governed by the HR Policy.
- c) The proposal for the appointment of an Executive Director / Key Managerial Personnel shall provide necessary information in this regard which will assist the Board in arriving at the conclusion as to whether or not the remuneration offered to the candidate is appropriate, reasonable and balanced as to the fixed and variable portions (including the commission).
- d) The Total remuneration payable to the Executive Directors, including the Commission and value of the perquisites, shall not exceed the permissible limits as are mentioned within the provisions of section 197 and section 198 of the Companies Act, 2013.
- e) The Executive Directors shall not be eligible to receive sitting fees for attending the meetings of the Board or committees thereof.
- f) The Non-Executive Directors shall not be eligible to receive any remuneration / salary from the Company. However, the Non-Executive Directors shall be paid sitting fees for attending the meeting of the Board or committees thereof and commission, as may be decided by the Board / shareholders from time to time.

The Non-Executive Directors shall also be eligible to the reimbursement of the reasonable out-of-pocket expenses incurred by them for attending the meetings of the Board, committees including the travelling and lodging & boarding expenses on an actual basis.

The amount of sitting fee and commission payable to Non-Executive Directors shall not exceed the limits prescribed under the provisions of the Companies Act, 2013.

### Details of the Managerial Remuneration paid during the year ended 31<sup>st</sup> March, 2023:

Payment of remuneration to the Managing Director is governed by the Agreement executed between him and the Company. His Agreement is approved by the Board and by the shareholders. His remuneration structure comprises salary, perquisites and allowances, contribution to provident fund, superannuation and gratuity. The Non-Executive Directors do not draw any remuneration from the Company other than sitting fees as may be determined by the Board from time to time.

## 4) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

The composition of the CSR Committee is in alignment with provisions of Section 135 of the Companies Act, 2013.

### The terms of reference of the CSR Committee broadly comprises:

- (1) To formulate and recommend to the Board, a Corporate Social Responsibility Policy indicating activities to be undertaken as specified in Schedule VII of the Companies Act, 2013;
- (2) To recommend the amount of expenditure to be incurred on the activities referred to in clause(1);
- (3) To report and monitor the CSR activities undertaken.
- (4) To monitor the Corporate Social Responsibility Policy of the Company from time to time.

Our company has not fulfilled the condition of CSR committee, Hence the provisions related to the CSR is not applicable.

**5) SHARE TRANSFER COMMITTEE:**

As per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015, the listed Companies are disallowed from accepting the requests for transfer of securities which are held in physical form, with effect from April 1, 2019. The shareholders who continue to hold shares and other types of securities of listed companies in physical form even after this date, will not be able to lodge the shares with company / its RTA for further transfer. They will have to convert them to demat form compulsorily if they wish to affect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the listed companies / their RTAs.

**D) RELATED PARTY TRANSACTIONS:**

Your Company enters into various transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 in its ordinary course of business. All the RPTs are undertaken in compliance with the provisions set out in Companies Act, 2013 and Regulation 23 of Listing Regulations.

The policy on related party transactions has been placed on the Company's website and can be accessed through the following link:

<http://patel-india.com/Content/uploads/Pdf/Pdf-133286180267541867.pdf>

The Company has a process for RPTs and the transactions with Related Parties are referred to the Audit Committee for its approval at the scheduled quarterly meetings or as may be called upon from time to time along with all relevant and stipulated information of such transaction(s).

During the financial year ended 31st March, 2023, the Company has entered into RPTs in the ordinary course of business and on arms' length basis; and in accordance with the provisions of the Companies Act, 2013 read with the Rules issued thereunder, Regulation 23 of Listing Regulations and the Policy of the Company on dealing with RPTs. During the financial year ended 31st March, 2023, there are no transactions with related parties which qualify as a material transaction in terms of the applicable provisions of Regulation 23 of Listing Regulations. The details of the RPTs are set out in the Notes to Financial Statements forming part of this Annual Report.

**E) SUBSIDIARY:**

There is no subsidiary of company as on 31<sup>st</sup> March, 2023.

**F) GENERAL BODY MEETINGS:**

Details of last three Annual General Meetings of the Company are given below:

Year	Date & Time	Venue	Special Resolutions passed
2022	23.08.2022 at 11.00 A.M	Patel House, 2nd Floor, Conference Room, Plot no. 48, Gazdar Bandh, North Avenue Road, Santacruz (West), Mumbai – 400 054.  Video Conferencing (VC)/ Other Audio Visual Means (OAVM)	1. Re-appointment of Mr. Hari Nair (DIN: 02362137) as a Managing Director of the Company  2. Alteration of the Object Clause of the Memorandum of Association of the Company
2021	02.08.2021 at 11.00 A.M	Patel House, 2nd Floor, Conference Room, Plot no. 48, Gazdar Bandh, North Avenue Road, Santacruz (West), Mumbai – 400 054  Video Conferencing (VC)/ Other Audio Visual Means (OAVM)	1. Appointment of Mr. Hari Nair (DIN: 02362137), as a Managing Director of the Company  2. Re-appointment of Mrs. Jasmine Mehta (DIN: 05220159) as an Independent Director of the Company  3. Re-appointment of Mr. Ramakant Kadam (DIN: 03575629) as an Independent Director of the Company  4. Increase in Authorized Share Capital and consequent amendment to Memorandum of Association of the Company  5. Increase the investment limit for NRI Investors from 10% to 24%.



Year	Date & Time	Venue	Special Resolutions passed
2020	29.09.2020 at 11.00 A.M	Natasha 52, Hill Road, Bandra (West), Mumbai- 400050. Video Conferencing (VC)/ Other Audio Visual Means (OAVM)	1. Appointment of Mrs. Jasmine D. Mehta (DIN: 05220159) as an Independent Director of the Company. 2. Appointment of Mr. Ramakant Kadam(DIN: 03575629) as an Independent Director of the Company.

**G) DISCLOSURES:**

- 1) During the year ended 31<sup>st</sup> March, 2023, there were no transactions of material nature entered into by the Company with Promoters, Directors, Key Managerial Persons, their relatives or the Management etc. that has potential conflict with the interest of the Company.
- 2) There were no instances of non-compliances nor were any penalties or strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets during the last three years.
- 3) In terms of the requirements of Regulation 17(8) of the Listing Regulations, Mr. Hari Nair, the Managing Director and Mr. Deepak Keni, Chief Financial Officer have submitted necessary certificate to the Board of Directors stating the particulars specified under the said regulation.

**4) Certificate from Practicing Company Secretaries:**

The Company has received a certificate from DM & Associates Company Secretaries LLP, Practicing Company Secretaries confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

**5) Fees to the Statutory Auditors of the Company:**

The total fees for all services paid by the Company to the Statutory Auditors of the Company is mentioned at Note No. 31 of Notes to financial statements. The Company has not availed any services from the network firm/network entity of which the Statutory Auditors is a part.

**6) Whistle Blower Policy:**

In compliance with Regulation 22 of the Listing Agreement, and Section 177(9) of the Companies Act 2013, the Company has Whistle Blower Policy for directors and employees to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Whistle Blower Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. During the year under review, no employee was denied access to the Audit Committee of your Company.

**7) Code of Conduct:**

The Board of Directors has adopted the Code of Conduct for Directors and Senior Management of the Company (the Code). The Code has been communicated to the Directors and members of the Senior Management, as defined in the said Code. The Code has also been posted on the Company's web-site i.e. [www.patel-india.com](http://www.patel-india.com)

All the Board Members and the Senior Management Personnel have affirmed their compliance with the said Code of Conduct for the financial year ended 31<sup>st</sup> March, 2023. The declaration to this effect signed by Mr. Hari Nair, Managing Director of the Company forms part of the report.

**8) Code of Conduct for Prevention of Insider Trading:**

The Company has adopted the 'Patel Integrated Logistics Limited - Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders' and 'Patel Integrated Logistics Limited - Code for Fair Disclosure' in line with SEBI (Prohibition of Insider Trading) Regulation, 2015.

Code of Conduct for Prevention of Insider Trading covers all the Directors, senior management personnel, persons forming part of promoter(s)/promoter group(s) and such other designated employees of the Company, who are expected to have access to unpublished price sensitive information relating to the Company.

**9) Credit Rating:**

The Company is rated as 'IND BBB-/IND A3 [outlook stable] for Company's Fund based borrowings and IND BBB- [outlook stable] for Finance lease and 'IND A3' rating for its Non-fund based borrowings and IND BBB- [outlook stable] for its Term Loans and Fixed Deposits Programme by India Ratings & Research Private Ltd (India Ratings), a Fitch Group Company.

**10) Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):**

The Company has not raised any funds through preferential allotment or qualified institutional placement during the year under review.

**11) Instances of not accepting any recommendation of the Committee by the Board:**

There is no such instance where Board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year.

**12) Details of compliance with mandatory and non-mandatory requirements of Corporate Governance:**

Your Company has complied with all the mandatory requirements of Regulation 17 to 27 of the Listing Regulations of Corporate Governance.

**Non-Mandatory requirements:**

- a) Office for non-executive Chairman at Company's expense: Not Applicable
- b) Half-yearly declaration of financial performance to each household of shareholders: Not complied
- c) Modified opinion(s) in Audit Report: Complied as there are no modified opinion in Audit Report
- d) Separate posts of Chairman & CEO: Not complied
- e) Reporting of Internal Auditors directly to Audit Committee: Not Complied

**H) MEANS OF COMMUNICATION:**

- 1) Quarterly Results of the Company are published in English newspaper i.e. The Free Press Journal and vernacular language newspaper i.e. Navshakti and also displayed on the web-site of the Company i.e. [www.patel-india.com](http://www.patel-india.com). The official updates are sent to the Stock Exchanges. The Annual Report, Quarterly Results and Shareholding Pattern of the Company are also available on the Company's website in a user-friendly and downloadable form.
- 2) Management Discussion and Analysis forms part of this Annual Report.
- 3) The Company also files information through 'NEAPS'- a web based application provided by NSE and also through 'BSE Listing' a web based application provided by BSE which facilitates online filing of Corporate Governance Report, the Shareholding Pattern, Financial Results and Corporate Announcements by the companies.

**I) GENERAL SHAREHOLDER INFORMATION:**

- 1) The Annual General Meeting of the Company for the year ended 31<sup>st</sup> March 2023 will be held on Friday 8<sup>th</sup> day, September, 2023 at 11.00 a.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) and the venue shall be deemed to be the Registered Office of the Company at PATEL HOUSE, 48 Gazdar Bandh, North Avenue Road, Santacruz (West), Mumbai – 400 054.
- 2) The Financial Year of the Company comprises of twelve months period which commences on 1<sup>st</sup> April of every year and ends on 31<sup>st</sup> March of the immediately succeeding year. The Financial Year under consideration commenced on 1<sup>st</sup> April, 2022 and ended on 31<sup>st</sup> March, 2023.

### The Financial Calendar:

Board Meeting for consideration of Annual Accounts	:	08 <sup>th</sup> August, 2023
Mailing of Annual Reports	:	21 clear days prior to the date of AGM as per provisions of Companies Act 2013.
Book Closure Dates	:	02 <sup>nd</sup> September, 2023 to 08 <sup>th</sup> September, 2023 (both days inclusive).
Board Meetings for the consideration of Unaudited Financial Results for the next three quarters of the current accounting year	:	Within forty five days from the end of each quarter with Limited Review Report as stipulated under the Listing Regulations.

- 3) The Book Closure will be from 2<sup>nd</sup> September, 2023 to 8<sup>th</sup> September, 2023 (both days inclusive)
- 4) Dividend for the year ended 31<sup>st</sup> March, 2023, if declared at the Annual General Meeting, will be paid within a period of 30 days, to the shareholders whose names appear on the Register of Members as at the date of the Annual General Meeting.
- 5) Equity Shares of the Company are listed on Bombay Stock Exchange Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Association Limited.

Sr No.	Name of the Exchange	Scrip Code/ Symbol
1	Bombay Stock Exchange Limited	526381
2	National Stock Exchange of India Limited	PATINTLOG-EQ

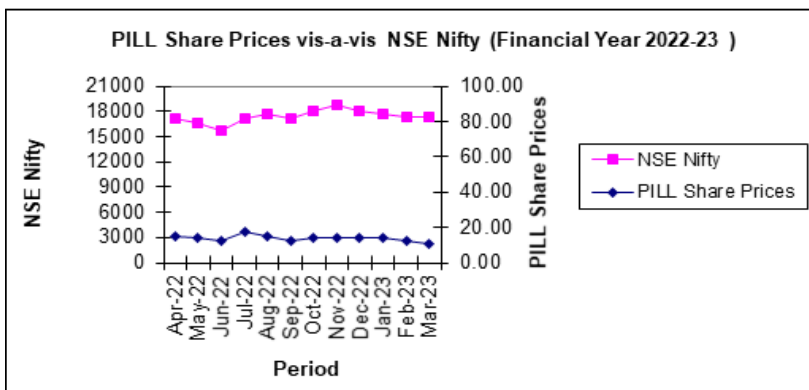
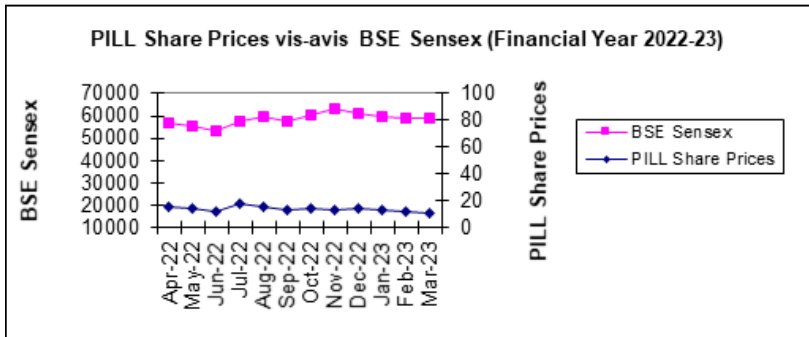
- 6) ISIN (Security Code no. granted by Depositories):

Type of Securities	Security Code
Equity Shares	INE529D01014
Equity Shares (Partly Paid)	IN9529D01012

- 7) The monthly high and low quotations of shares traded on Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) are as follows:

MONTH	BSE (In ₹ per share)		NSE (In ₹ per share)	
	Monthly High	Monthly Low	Monthly High	Monthly Low
April 2022	18.00	13.32	16.95	12.85
May 2022	16.95	11.05	17.00	12.15
June 2022	14.94	11.80	14.90	11.60
July 2022	21.00	12.25	20.90	12.10
August 2022	17.75	14.50	17.65	14.50
September 2022	15.80	12.65	15.75	12.65
October 2022	14.72	12.45	14.65	12.55
November 2022	14.95	12.66	14.90	12.50
December 2022	16.44	12.81	16.50	12.80
January 2023	15.90	13.44	16.00	13.30
February 2023	14.98	12.05	15.00	12.05
March 2023	13.44	10.51	13.00	10.50

8) **Share Price Chart:**



9) **Registrars and Share Transfer Agents (STA):**

The Share Transfer work of the Company was being looked after by M/s Bigshare Services Private Limited (STA) having office at Pinnacle Business Park, Office No S6-2,6th, Mahakali Caves Rd, next to Ahura Centre, Andheri East, Mumbai, 400093. The STA have the necessary infrastructure to carry out share transfer work for shares in physical as well as in dematerialized form including the necessary connectivity with depositories. The STA also accepts and deals with investors' complaints.

10) **Share Transfer System:**

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, securities can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities.

Further, in accordance with the SEBI Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated January 25, 2022, regarding issuance of securities in dematerialised form only in case of various investor service requests (viz. issue of duplicate share certificate, claim from Unclaimed Suspense Account, renewal / exchange of share certificate; endorsement, sub-division / splitting of share certificate; consolidation of share certificates/ folios; transmission of shares and transposition), the Company, after verification and process of the service request, is issuing the 'Letter of confirmation' to the shareholders, as per the requirement.

Members in physical form are requested to consider converting their holdings to dematerialised form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company.

The Company obtains from a Practicing Company Secretary, half yearly certificate of compliance with the formalities as required under Regulation 40 (9) of the SEBI LODR and files a copy of the certificate with the Stock Exchange(s).

Members may contact the Company or Company's Registrar & Share Transfer Agent (RTA), M/s Bigshare Services Private Limited for assistance in this regard. The members are requested to update their Bank details and other particulars as and when required with the Depository Participant or by sending the same to the RTA of the Company.

11) Distribution of Shareholding as on 31<sup>st</sup> March 2023:

**Fully Paid:**

NO.OF SHARES	NO.OF SHARE HOLDERS	% OF SHARE HOLDERS	SHARE HOLDING	% OF SHARES HELD
Up to 500	19378	72.86	2808971	4.35
501-1000	2733	10.28	2294457	3.55
1001-2000	1795	6.75	2808570	4.35
2001-3000	718	2.70	1868166	2.89
3001-4000	387	1.45	1391545	2.15
4001-5000	364	1.37	1729606	2.68
5001-10000	609	2.29	4521493	7.00
10001 and above	611	2.30	47162938	73.03
<b>TOTAL</b>	<b>26595</b>	<b>100.00</b>	<b>64585746</b>	<b>100.00</b>

**Partly Paid:**

NO.OF SHARES	NO.OF SHARE HOLDERS	% OF SHARE HOLDERS	SHARE HOLDING	% OF SHARES HELD
Up to 500	3220	85.66	277572	19.14
501-1000	252	6.70	209162	14.42
1001-2000	157	4.18	249133	17.18
2001-3000	50	1.33	131242	9.05
3001-4000	22	0.59	76396	5.27
4001-5000	23	0.61	111601	7.70
5001-10000	23	0.61	182233	12.57
10001 and above	12	0.32	212838	14.67
<b>TOTAL</b>	<b>3759</b>	<b>100.00</b>	<b>1450177</b>	<b>100.00</b>

12) Shareholding Pattern of the Company as on 31<sup>st</sup> March 2023:

SR. NO.	CATEGORIES	NO. OF SHAREHOLDERS	NO. OF FULLY PAID UP EQUITY SHARES HELD	NO. OF PARTLY PAID UP EQUITY SHARES HELD	PERCENTAGE
1.	Group Holding (Including Indian & NRI Promoters & Group Companies)	8	26078472	-	39.49
2.	Non Resident Indians (Other than Promoters)	511	1649887	19560	2.53
3.	Indian Public	28172	33468346	1375854	52.77
4.	Clearing Member	26	77010	5	0.12
5.	Trusts	2	5404	1000	0.01
6.	Foreign Portfolio Investor	1	500	-	0.00
7.	Corporate Bodies	121	1295826	34556	2.01
8.	Investors Education and Protection Fund	1	397266	-	0.60
9.	HUF	560	1613035	19202	2.47
	<b>TOTAL</b>	<b>29402</b>	<b>64585746</b>	<b>1450177</b>	<b>100%</b>

**13) Details of Unclaimed Shares:**

There are no unclaimed share certificates as on 31<sup>st</sup> March, 2023.

**14) Unclaimed Dividends and Transfer to IEPF**

Pursuant to Section 124 of Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time), the Company has transferred the unpaid or unclaimed dividend and the underlying equity shares, for the financial year 2013-2014 on the due date to the Investor Education and Protection Fund (IEPF) administered by the Central Government. Pursuant to the Rule 5(8) of Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 23, 2022, (date of last Annual General Meeting) on the website of the Company ([www.patel-india.com](http://www.patel-india.com)) and also on the website of the Ministry of Corporate Affairs.

**15) Details of Dematerialisation of shares:**

As on 31<sup>st</sup> March, 2023, 99.25% of the Company's total Shares representing 6,41,03,115 Equity Shares were held in dematerialized form and balance 0.75 % representing 4,82,631 Equity Shares were held in physical form.

**16) Outstanding GDRs/ADRs/Warrants or any Convertible instruments**

There were no GDRs/ADRs/Warrants or any Convertible instruments outstanding as on 31<sup>st</sup> March 2023.

**17) Information for Communication:****a) Registered Office:**

"Patel House", 5<sup>th</sup> Floor, Plot No. 48,  
Gazdar Bandh, North Avenue Road,  
Santacruz (West), Mumbai – 400 054.  
Tel : (022) 2605 0021  
Fax : (022) 2605 2554  
Email : [pill\\_investorservices@patel-india.com](mailto:pill_investorservices@patel-india.com)

**b) Registrars & Share Transfer Agents:**

Bigshare Services Private Limited,  
Pinnacle Business Park, Office No S6-2,6th,  
Mahakali Caves Rd, next to Ahura Centre,  
Andheri East, Mumbai, 400093  
Tel: (022) 62638200  
Fax: (022) 62638299

**c) Depositories:**

National Securities Depository Limited  
Trade World, A wing, 4<sup>th</sup> Floor,  
Kamala Mills Compound,  
Senapati Bapat Marg, Lower Parel,  
Mumbai – 400 013  
Tel : (022) 2499 4200  
Fax : (022) 2497 6351  
E-mail : [info@nsdl.co.in](mailto:info@nsdl.co.in)  
Website : [www.nsdl.co.in](http://www.nsdl.co.in)

Central Depository Services (India) Limited  
Marathon Futurex, A-wing,  
Lower Parel, Mumbai – 400 013.  
Tel : (022) 23023333  
Fax : (022) 23002035/2036  
E-mail: [investors@cdslindia.com](mailto:investors@cdslindia.com)  
Website : [www.cdslindia.com](http://www.cdslindia.com)

Shareholders holding shares in the dematerialized form shall address their correspondence regarding their shareholding to their respective Depository Participants (DP) and can address their queries / complaints to the Registrars & Share Transfer Agents of the Company or may also contact Company Secretary at the registered office of the Company.

**Declaration as required under Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is to confirm that the Company has adopted a Code of Conduct for its directors and senior management employees. These Codes are available on the Company's website.

I confirm that the Company has in respect of the year ended 31<sup>st</sup> March, 2023, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the all employees in the Grade of Assistant General Manager and above, as per the personnel policies of the Company, for the time being and from time to time in force and also includes employees who though not in the aforesaid Grades do, or are required to take part in deliberations at the Board Level by virtue of their job responsibilities or by invitation.

**Mahesh Fogla**  
Executive Director

Place: Mumbai,  
Date 13th July, 2023

## **AUDITORS' CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE TO THE MEMBERS OF PATEL INTEGRATED LOGISTICS LIMITED**

We have examined the compliance of conditions of Corporate Governance by Patel Integrated Logistics Limited ('the Company'), for the year ended March 31, 2023, as stipulated in Regulation 17 to 27 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations').

The compliance of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency / effectiveness with which the management has conducted the affairs of the Company.

### **For Hitesh Shah & Associates**

Chartered Accountants  
FRN 103716W

### **Hitesh Shah**

Partner  
M.NO.: 040999

Place: Mumbai,  
Date: July 13, 2023  
UDIN: 23040999BGWUV06942