



PILL: SEC: 23-24/66

22nd December, 2023

To
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai – 400 001.

To
National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (East),
Mumbai – 400 051.

SCRIP CODE: 526381

NSE SYMBOL: PATINTLOG

Dear Sirs,

Sub.: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 – Postal Ballot Notice:

Pursuant to regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find attached the postal ballot notice dated 22nd December, 2023 seeking approval of the members of the company, by way of remote e-voting process for:

1. Appointment of Mr. Vikas Porwal (DIN: 10382199) as a Whole Time Director of the Company.

Postal ballot notice is being sent only through electronic mode to those members whose name appear on Register of Members/Register of beneficial owners, as on Friday 15th December, 2023 (“Cut-Off Date”), Received from the Depositories and whose email address is registered with the Company/ Registrar and Transfer Agent/ Depository Participants/ Depositories.

The Company has engaged the service of Bigshare Services Private Limited, Registrar and Transfer Agent, as the Agency to provide e-voting facility to all its members. The voting facility will be available during the following period:

Commencement of E-Voting:	9:00 a.m. (IST) on Friday 29 th December, 2023
End of e-voting:	5:00 p.m. (IST) on Sunday 28 th January, 2024



The Postal Ballot notice is also available on the Company's Website at www.patel-india.com

This is for your information and records.

Yours' faithfully,

For **PATEL INTEGRATED LOGISTICS LIMITED**

AVINASH Digitally signed by
AVINASH PAULRAJ
PAULRAJ Date: 2023.12.22
11:57:16 +05'30'

(AVINASH PAUL RAJ)
COMPANY SECRETARY AND COMPLIANCE OFFICER

Encl.: As above

Copy to
Calcutta Stock Exchange



PATEL INTEGRATED LOGISTICS LIMITED

CIN: L71110MH1962PLC012396

Regd. Office: Patel House, 5th Floor, Plot No.48, Gazdar Bandh, North Avenue Road, Santacruz
(W.), Mumbai-400054

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

POSTAL BALLOT NOTICE

**(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 that the resolutions set out below are proposed for approval by the Members of Patel Integrated Logistics Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 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).

The 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 also attached.

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.

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.



Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	Friday 29 th December, 2023 at 9:00 am
End of e-voting:	Sunday 28 th January, 2024 at 5:00 pm

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on or before Tuesday, January 30, 2024, 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. Appointment of Mr. Vikas Porwal (DIN: 10382199) as a Whole Time Director of the Company

“RESOLVED THAT the consent of members be and is hereby accorded pursuant to the provisions of Sections 2(94), 203, 196, 197, Schedule V of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors), Rules, 2014 and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including statutory modification(s) and re-enactment(s) thereof, for the time being in force), to the re-appointment of Mr. Vikas Porwal (DIN: 10382199) as Whole-time Director of the Company for a period of Three years w. e. f. 1st December 2023 up to 30th November 2026, on the terms and conditions (including remuneration and minimum remuneration payable to him in case of absence or inadequacy of profits in any year), as set out in the draft agreement between the Company and Mr. Vikas Porwal, which appointment shall take effect from passing of this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to execute the Agreement, in terms of the said draft, with such alterations, changes and or variations in the remuneration payable to Mr. Vikas Porwal as may be agreed between the Directors and Mr. Vikas Porwal provided that the said remuneration as altered, changed or varied shall be within the limits prescribed therefore under Schedule V of the Act for the time being from time to time in force.



RESOLVED FURTHER THAT for the purpose of giving effect to the Resolution, the Board be and is hereby authorized to execute all such documents and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient or proper.”

Registered Office:

**Patel House, 5th Floor,
Plot No.48, Gazdarbandh,
North Avenue Road,
Santacruz (west),
Mumbai-400 054.**

By order of the Board

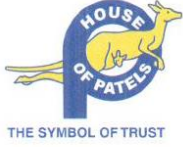
AVINASH PAULRAJ Digitally signed by
AVINASH PAULRAJ
Date: 2023.12.22
13:09:16 +05'30'

**Avinash Paul Raj
Company Secretary
Mumbai 22nd December, 2023**



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, December 15, 2023 ("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 July 11, 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 Friday, December 29, 2023 and ends at 5:00 p.m. (IST) Sunday, January 28, 2024. 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, January 28, 2024.
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, 5th Floor,
Plot No.48, Gazdarbandh,
North Avenue Road,
Santacruz (west),
Mumbai-400 054.**

By order of the Board

AVINASH PAULRAJ Digitally signed by
AVINASH PAULRAJ
Date: 2023.12.22
13:09:54 +05'30'

**Avinash Paul Raj
Company Secretary
Mumbai 22nd December, 2023**



Procedure of evoting

Bigshare i-Vote E-Voting System

E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on Friday 29th December, 2023 at 9:00 am and ends on Sunday 28th January, 2024 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 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

- 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.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.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.nSDL.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</p>



evoting@nsdl.co.in or call at toll free no.: 1800
1020 990 and 1800 22 44 30

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 Nos. 1

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on November 13, 2023 considered and recommended to the members the appointment of Mr. Vikas Porwal as Whole Time Director of the Company with effect from 1st December, 2023 post passing of the Special resolution.

His appointment on the Board of the Company will enable the Company to gain from their insights and infuse energy and new ideas. Mr. Vikas Porwal is qualified to be appointed as Director in terms of Section 164 of the Companies Act, 2013 (“the Act”) and have given their consent to act as Director. The Company has also received declarations from him, confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

Details of Mr. Vikas Porwal pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”); and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to the Postal Ballot Notice.

Mr. Vikas Porwal has completed his Graduation (B. Com Honours) from the University of Udaipur, Rajasthan and Post-Graduation (PGDBA Finance) from Welingkar Institute of Management Development and Research, Mumbai. He has worked with the Company for more than 2 decades at various levels which includes handling Key Accounts at the National Level, National Operations, Commercials and other management aspects. He is currently the Chief Operating Officer (COO)- West, Gujarat and North Region of our Company.

The performance, experience and expertise of Mr. Vikas Porwal are greatly benefitted to the Company.

The draft Agreement between the Company and Mr. Vikas Porwal giving the terms and conditions of the reappointment of Mr. Vikas Porwal as the Whole-time Director was placed before the Board.

Period of tenure, salary, perquisites and amenities provided to Mr. Vikas Porwal under the said draft Agreement are as under:



(A) PERIOD:

Three Years with effect from 1st December, 2023 to 30th November, 2026.

(B) REMUNERATION:

A Consolidated Salary of Rs. 2,23,946 p.m. with liberty to the Board to grant or withhold increments as deemed fit;

In addition to the above the Whole-time Director shall be entitled to the under mentioned perquisites, namely:

- (i) 24 (twenty-four) days privilege leave with full pay and allowances for each completed year of service, the said leave being accumulatable in accordance with the Rules of the Company for the time being and from time to time in force but encashable only at the end of his tenure.
- (ii) 10 (ten) days' sick leave and 6 (six) days' casual leave for each completed year of service, the said sick and casual leave being accumulatable in accordance with the Rules of the Company for the time being and from time to time in force but not encashable.

The remuneration including the perquisites above mentioned shall, nevertheless, be paid and allowed to the Whole-time Director as minimum remuneration for any financial year in case of absence or inadequacy of profits, subject to the condition that such remuneration shall not, without the approval of the shareholders, if required, exceed limit computed on the basis of the effective capital of the Company as defined in the Explanation I under Section II of part II to Schedule V of the Companies Act, 2013, as in force for the time being or as amended in future. Further, the perquisite, namely encashment of leave, at the end of the Whole-time Director's tenure of service, shall not be included in the computation of the above mentioned ceiling on remuneration.

In accordance with the provisions of Section 152 of the Act and applicable provisions of the Listing Regulations, appointment of a Whole Time Director requires approval of members of the company by way of an Special resolution. Accordingly, the approval of Members is sought for appointment of Mr. Vikas Porwal as Whole Time Director of the Company.



None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions.

The Board commends the Special Resolutions set out at Item No. 1 of the Postal Ballot Notice for approval by the Members.

By the order of Board of Directors.

Registered Office:

**Patel House, 5th Floor,
Plot No.48, Gazdarbandh,
North Avenue Road,
Santacruz (west),
Mumbai-400 054.**

By order of the Board

AVINASH PAULRAJ Digitally signed by
AVINASH PAULRAJ
Date: 2023.12.22
13:11:19 +05'30'

**Avinash Paul Raj
Company Secretary
Mumbai 22nd December, 2023**



Annexure to postal Ballot Notice:

Mr. Vikas Porwal (DIN: 10382199)	
Age	51
Qualification	He has completed his Graduation (B.Com Honours) from the University of Udaipur, Rajasthan and Post-Graduation (PGDBA Finance) from Welingkar Institute of Management Development and Research, Mumbai.
Experience (including expertise in specific functional area) / Brief Resume	He has worked with the Company for more than 2 decades at various levels which includes handling Key Accounts at the National Level, National Operations, Commercials and other management aspects. He is currently the Chief Operating Officer (COO)- West, Gujarat and North Region of our Company.
Terms and Conditions of Appointment	As per the resolution set out at Item No. 1 of the Postal Ballot Notice read with statement pursuant to Section 102 of the Act
Remuneration last drawn (including sitting fees, if any)	Not Applicable
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 related commission within the limits stipulated under Section 197 of the Companies Act, 2013.
Date of first appointment on the Board	Appointment on the Board will be effective from the date of assumption of office by Mr. Vikas Porwal post passing of the Special resolution relating to her appointment.
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	NA
Relationship with other Directors / Key Managerial Personnel	NA



Number of meetings of the Board attended during the financial year (2022-23)	NA
Directorships of other Boards as on date of Postal Ballot Notice	NA
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	NA
Listed entities from which the Director has resigned in the past three years	NIL

Registered Office:

**Patel House, 5th Floor,
Plot No.48, Gazdarbandh,
North Avenue Road,
Santacruz (west),
Mumbai-400 054.**

By order of the Board

AVINASH Digitally signed by
PAULRAJ AVINASH PAULRAJ
Date: 2023.12.22
13:12:07 +05'30'

**Avinash Paul Raj
Company Secretary
Mumbai 22nd December, 2023**