



PATEL INTEGRATED LOGISTICS LIMITED

CIN:L71110MH1962PLC012396

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

NOTICE OF POSTAL BALLOT

To
The Members of Patel Integrated Logistics Limited

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to transact the following special business by the Members of Patel Integrated Logistics Limited by passing the Resolutions through Postal Ballot.

Your consideration and approval is sought for the Resolutions annexed to this Notice. The Explanatory Statement pertaining to the said resolutions setting out the material facts and reasons for the Resolutions is also appended herewith and is being sent to you along with a Postal Ballot Form for your consideration.

Mr. Dinesh Kumar Deora, Company Secretary in practice having office at Room No.2, 1st Floor, 13 Dinkar Niwas, Dadi Seth Agyary Lane, Marine Lines, Mumbai – 400 002 has been appointed by the Board of Directors of your Company as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before the close of business hours that is **6.30 p.m. on Saturday, the 19th July 2014** the last date for receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

The Scrutinizer will submit his report to the Chairman or Executive Vice Chairman of the Company, upon completion of scrutiny in a fair and transparent manner and the result of the postal ballot will be announced on **23rd July, 2014** at the Registered Office of the Company. The result of the postal ballot will also be displayed at the said address and posted on the Company's website www.patel-india.com besides communicating to all the Stock Exchanges on which your Company is listed including the National Stock Exchange of India Limited and Bombay Stock Exchange Limited. The result of the postal ballot shall also be announced through newspaper advertisement.

The date of announcement of the result of postal ballot shall be taken to be the date of passing of the resolution.

E-Voting Option

As required under Clause 35B of the Listing Agreement and in compliance with Section 108 of the Companies Act, 2013 and the Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is providing e-voting facility to the Members of the Company and in this regard, it has engaged the services of Central Depository Services (India) Limited (CDSL). E-voting is optional for Members which would enable them to cast votes electronically, instead of dispatching Postal Ballot. **Detailed instructions to use the e-voting facility are given in the Notice.**

Special Business:

1. Acceptance of Deposits from Members and /or Public u/s 73 and 76 of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 73 and Section 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and other applicable provisions, if any, and subject to such conditions, approvals, permissions, as may be necessary, consent of the Members of the Company, be and is hereby accorded to invite / accept / renew / receive money by way of unsecured / secured deposits or in any other form, from public and /or Members of the Company in any form or manner, through circular, circular in the form of advertisement or through any other permissible mode, upto permissible limits prescribed under applicable provisions of law and on such terms and conditions as the Board of Directors of the Company in its sole discretion deem fit and necessary;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors and /or any Committee thereof be and is hereby authorized to do all such acts, deeds, things and matters as the Board of Directors and / or any Committee thereof may in its absolute discretion consider necessary, proper, expedient, desirable or appropriate for such invitation / acceptance / renewal / receipt as aforesaid."

2. Limits of Borrowings u/s 180(1)(c) of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and in supersession of all earlier Resolutions passed in this regard under the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company and / or any Committee thereof to borrow at its discretion, either from the Company's Bankers or any other Indian or Foreign Bank(s), Financial Institution(s), and /or any other Lending Institutions, body corporates or persons from time to time, such sum of money and the sum to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) with or without security on such terms and conditions as they may think fit shall exceed the aggregate of the paid up share capital and free reserves of the Company, that is to say reserves not set apart for any specific purpose, provided that the total amount together with the money(s) already borrowed by the Board of Directors shall not at any time exceed the sum of Rs.150.00 crores (Rupees One Hundred Fifty Crores Only)."

3. Creation of Charges u/s 180(1)(a) of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and subject to such other approvals, if applicable or required under any statutes / rules / regulations or any law for the time being in force or required from any other concerned authorities, the Board of Directors of the Company and / or any Committee thereof be and are hereby authorized to create such mortgages, charges, hypothecation and other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any created by the Company on all or any part of immovable and /or movable properties, current and /or fixed assets, tangible or intangible assets, book debts, stock and /or claims of the Company, present and future in favour of Banks, Financial Institutions and other Lending Institutions, body corporates or persons if any, from whom the Company has borrowed or proposed to borrow money by way of term loans , Cash Credit, Overdrafts, discounting of bills, inter corporate deposits, commercial papers or such other financial instruments with interest, cost, charges and other incidental expenses in terms of agreement (s) entered / to be entered into by the Board of Directors / any Committee thereof of the Company, within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act 2013.”

By order of the Board,

(Nitin B. Akolkar)
Company Secretary

Registered Office:

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

Mumbai, 28th May 2014

NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed to this Notice. A Postal Ballot Form is also enclosed.
2. The Notice is being sent by Registered Post to all the Member, whose names appear in the Register of Members/Record of Depositories as on 13th June, 2014. Any other recipient of the Notice who has no voting rights should treat the Notice as intimation only.
3. Shareholders who do not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof.
4. The Notice has also been placed on the website of the Company <http://www.patel-india.com>

Instructions for Voting:

Voting through Physical Postal Ballot Form

1. Members desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed Business Reply Envelope so as to reach the Scrutinizer before the close of working hours on or before **6.30 p.m. on Saturday, the 19th July, 2014**, failing which, it will be treated as if the reply from the Members has not been received.
2. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

E-Voting Facility

1. The Company is pleased to offer e-voting facility for the Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. If a Member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case Members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid. **The voting period begins on 20th June 2014 at 9.30 a.m. and ends on 19th July 2014 at 6.30 p.m..** During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on 13th June 2014 the cut-off date (record date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. **The instructions for Members for e-voting are as under:**
 - i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
 - ii. Now click on “Shareholders” tab to cast your votes.

- iii. Now, select the Electronic Voting Sequence Number (EVSN) alongwith “PATEL INTEGRATED LOGISTICS LIMITED” from the drop down menu and click on SUBMIT.
- iv. Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- v. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- vi. Now, fill up the following details in the appropriate boxes:

Enter	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department if registered with Company / Depository Participant. Members who have not updated their PAN with the Company/Depository Participant are requested to use the Default Number PATIN1234Z in the PAN field.	
DOB / DOI#	Enter the Date of Birth / Date of Incorporation as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. Members who have not updated their DOB / DOI with the Company/Depository Participant are requested to use the Default Date 01/01/1994 in the DOB / DOI field.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Members who have not updated their Bank Details with the Company/Depository Participant are requested to use the Default value PATINAC1234 in the Bank Details field.	

Please enter any one of the details in order to login.

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Password should be minimum 8 characters long. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the relevant EVSN on which you choose to vote.
- xi. On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- xiii. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- xvii. Institutional/Corporate shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xviii. The voting period begins on **20th June 2014 at 9.30 a.m. and ends on 19th July 2014 at 6.30 p.m.** During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on 13th June 2014 the cut-off date (record date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com. or on pill_investorservices@patel-india.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1

Acceptance of Deposits from Members and /or Public u/s 73 and 76 of the Companies Act, 2013

Members are hereby informed that the Company has been accepting unsecured deposits from its Members, employees, their relatives and from public at large as permissible under the provisions of Companies Act 1956 read with the corresponding Companies (Acceptance of Deposits) Rules, 1975, which were in force prior to April 1, 2014.

However with effect from April 1, 2014 the deposits are now governed by the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rule, 2014 framed thereunder and prior approval of Members is required by way of Special Resolution for inviting /accepting/renewing deposits. However, if the Company is accepting deposits within the limits specified under clause (c) of sub-section (1) of section 180 of Companies Act, 2013, may accept deposits by means of an ordinary resolution. Your Company is accepting deposits within the limits specified under clause (c) of sub-section (1) of section 180 of Companies Act, 2013 and therefore recommends the Resolution as set out in the accompanying Notice as an Ordinary Resolution.

Members may kindly note that under the provisions of Companies Act 2013, any Company inviting /accepting/renewing deposits is required to obtain Credit Rating from a recognized credit rating agency and is also required to enter into a contract providing for deposit insurance. Your Company shall be obtaining credit rating from a recognized credit rating agency and also taking deposit insurance towards deposits as may be accepted by it or take any other steps as Ministry of Corporate Affairs ('MCA') may enunciate in this connection.

The Board of Directors of your Company has approved this item in the Board Meeting held on 28th May 2014 and recommends the Resolution as set out in the accompanying Notice for the approval of Members of the Company as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of the deposits held by them and/or their shareholding in the Company if any.

Item No. 2 and Item No.3

Limits of Borrowings u/s 180(1)(c) of the Companies Act, 2013

Providing Security u/s 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company

Members may kindly note that in the Extra Ordinary General Meeting of your Company held on 11th January 2008, the Members had authorized the Board of Directors to borrow sums of monies up to Rs.100.00 crores under Section 293(1)(d) of the Companies Act, 1956.

However, as per the new provisions of Section 180(1)(c) of the Companies Act, 2013 which was notified on 12th September 2013 and based on clarification thereof issued by MCA *vide* General Circular no. 04/2014 dated 25th March 2014, the Resolution(s) passed u/s 293 of the Companies Act 1956 prior to 12th September 2013 with reference to borrowings (subject to limits prescribed) and /or creation of security on assets of the Company will be regarded as sufficient compliance of the requirements of Section 180 of Companies Act, 2013, for a period of 1 year from the date of notification of section 180 of Companies Act 2013, i.e. 1 year from 12th September 2013.

Further, the provisions of Section 180 of the Companies Act, 2013 required consent of the Members by way of Special Resolution.

Hence, in order to comply with the relevant provisions of borrowings and creation of security under the Companies Act 2013 beyond 12th September 2014, consent of the Members is hereby requested by way of proposed Special Resolution, for total limit of Rs. 150.00 crores.

The Board of Directors of your Company has approved these items in the Board Meeting held on 28th May 2014 and recommends the Resolutions as set out in the accompanying Notice for the approval of Members of the Company as Special Resolutions.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company if any.

By order of the Board,

(Nitin B. Akolkar)
Company Secretary

Registered Office:

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

Mumbai, 28th May 2014



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CIN:L71110MH1962PLC012396

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Tel No.:022-26050021, 26052915, Fax No.:022-26052554, Website: www.patel-india.com

POSTAL BALLOT FORM

(1) Name & Registered
Address of the sole/first
named shareholder:

(2) Name(s) of the
joint holder(s)
(if any):

(3) Registered Folio No. /
Client ID/DP ID No.*:
*(Applicable to investors
holding shares in
dematerialised form)

(4) Number of Shares held:

I/We hereby exercise my/our votes in respect of the Resolutions to be passed by Postal Ballot for the business stated in the Notice of the Company dated 28th May, 2014 by conveying my/our assent or dissent to the said Resolutions by placing a tick (✓) mark in the appropriate box below:

Item No.	Description	No. of Equity Shares held	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Ordinary Resolution for Acceptance of Deposits from Members and / or Public u/s 73 and 76 of the Companies Act 2013.			
2.	Special Resolution for approving the Limits of Borrowings u/s 180(1)(c) of the Companies Act 2013.			
3.	Special Resolution for approving creation / providing security u/s 180(1)(a) of the Companies Act 2013.			

Place :

Date :

(Signature of Member)

ELECTRONIC VOTING PARTICULARS

EVSN (E Voting Sequence Number)	USER ID	PAN	DOB / DOI	DIVIDEND BANK DETAILS
140609002	Refer to instructions on e-voting contained in the Notice			

Note: Please read the instructions printed overleaf carefully before exercising your vote.

P.T.O.

INSTRUCTIONS

1. A Member / Shareholder desiring to exercise his/her vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelop which shall be properly sealed with adhesive or adhesive tape. The Members residing outside India should stamp the envelop appropriately. The envelope containing Postal Ballot Form, if sent by courier at the expense of the Member / Shareholder will also be accepted.
2. The self-addressed postage prepaid envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be completed and signed by the Member / Shareholder. (as per specimen signature registered with the Company).
4. In case, shares are jointly held, this form should be completed and signed by the first named Member / Shareholder and in his/her absence, by the next named Member / Shareholder.
5. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority together with attested specimen signature(s) of the duly authorised signatory (ies), giving requisite authority to the person voting on the Postal Ballot Form.
6. A Member / Shareholder may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of Power of Attorney should be attached to the Postal Ballot Form.
7. Duly completed Postal Ballot Form should reach the scrutinizer not later than the close of working hours at **6.30 p.m. on 19th July, 2014**. Postal Ballot Form received after this date will be strictly treated as if reply from such Member / Shareholder has not been received.
8. The voting rights shall be reckoned in proportion to a Member's / Shareholder's share of the fully paid -up value of Equity Share Capital of the Company as on Friday, the **13th June 2014**.
9. Members / Shareholders are requested not to send any paper (other than the resolution/authority/copy of nomination/power of attorney as mentioned above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelop in as much as all such envelops will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
10. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form. (Tick in both the boxes will render the ballot invalid.)
11. The exercise of vote by Postal Ballot is not permitted through proxy.
12. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Member(s)/Shareholders(s).
13. Incomplete, unsigned, improperly or incorrectly tick (✓) marked Postal Ballot Form will be rejected summarily.
14. Members / Shareholders from whom no Postal Ballot Form is received or received after the close of working hours at **6.30 p.m. on 19th July, 2014** shall not be counted for the purpose of passing of this resolution.
15. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
16. The results of voting on the resolutions will be declared at the Registered Office of the Company on **Wednesday the 23rd July 2014**. The results will thereafter be also informed to the Stock Exchanges, uploaded on the Company's website www.patel-india.com and published in the newspapers.
17. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Company Secretary, Patel Integrated Logistics Limited, Patel House, Plot No.48, Gazdar Bandh, North Avenue Road, Santacruz (W.), Mumbai - 400 054.
18. Members have option to vote either through e-voting or through Postal Ballot Form. *Detailed instructions to use the e-voting facility are given in the Notice.* If a Member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However in case members cast their vote both via physical ballot and e-voting, then voting through physical Postal Ballot shall prevail and voting done by e-voting shall be treated as invalid.