

56TH ANNUAL REPORT
2017 - 2018



PATEL

PATEL INTEGRATED LOGISTICS LTD.[®]

INDIA'S 1ST MULTIMODAL TRANSPORT OPERATOR.
PROVIDING ALL LOGISTICS SOLUTIONS UNDER ONE ROOF.

PATEL ROADWAYS[®] | PATEL EXPRESS[®] | PATEL AIRFREIGHT[®] | PATEL WAREHOUSE[®]

BOARD OF DIRECTORS



Mr. Asgar S. Patel
Chairman



Mr. Areef A. Patel
Executive Vice Chairman



Mr. P.S.G. Nair
Director



Mr. Syed K. Husain
Director



Mr. Sandeep P. Parikh
Director



Mr. Farukh S. Wadia
Director



Ms. Bhumika L. Batra
Director



Mr. Vilas P. Unavane
Director

BOARD OF DIRECTORS

Asgar S. Patel	Chairman
Areef A. Patel	Executive Vice-Chairman
P. S. G. Nair	Director
Syed K. Husain	Director
Sandeep P. Parikh	Director
Farukh S. Wadia	Director
Bhumika L. Batra	Director
Vilas Unavane	Director

CHIEF FINANCIAL OFFICER

Maresh Fogla

COMPANY SECRETARY

Nitin B. Akolkar

AUDITORS

Hitesh Shah & Associates

LEGAL ADVISORS

Crawford Bayley & Co. Mumbai

BANKERS

HDFC Bank
Karur Vysya Bank
IndusInd Bank

REGISTERED OFFICE

'Patel House', 5th Floor,
Plot no. 48, Gazdarbandh,
North Avenue Road,
Santacruz (West),
Mumbai – 400 054.

CORPORATE OFFICE

'Natasha',
52 Hill Road,
Bandra (West),
Mumbai – 400 050.

SHARE TRANSFER AGENTS

Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road, Marol,
Andheri (East), Mumbai 400059

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56th Annual General Meeting

Thursday, the 27th day of September, 2018, at 11.00 a.m. at Sheila Raheja Hall, Rotary Service Centre, Juhu Tara Road, Santacruz (West), Mumbai – 400 049.

Members are requested to bring their copy of the Annual Report to the Annual General Meeting.

TO OUR SHAREHOLDERS



"I sincerely thank our customers, vendors, and stakeholders. I am happy to convey you that inspite of uncertain business environment both in India and in the global markets, our Company remained on track with its vision of being the most trusted brand for consumers and global players who are also now operating in the Indian Markets.

The Indian economy faced certain headwinds which has compounding impact on the business. The introduction of the landmark tax reform Goods and Services Tax (GST) in July, 2017 leads to the initial hiccups, as there were challenges around clarity of rules and processes, which led to uncertainty in the day to day manufacturing & logistics operations of the business. There was a temporary disruption of the trade channel, accentuating the impact on demand that was already reeling in the aftermath of demonetisation in the previous year. Non-performing assets and a series of frauds lead to tighter credit controls by the Banks and Financial Institutions. Inspite of these challenges and changes in the business environment, your company was resilient and continued making profits due to diligent and acute control on costs and internal processes with a planned strategy. Extensive support of Technology and grass route changes in the business was the key driver for the business to stabilize quickly inspite of the challenges. These

changes are almost done by us and the current year shall slowly but surely will see these benefits coming to company's performance parameters for conducting business in our challenging space we operate in.

With our vast network across pan India, up-to-date technology and loyal work force, the Company continues to uphold its commitment towards its Customers. As always, consumer needs and requirements will be at the centre of all our endeavours and make us evaluate and challenge continuously. Changes through Innovation which suits to the fast changing business environment are something we strive to achieve and uphold.

To make our organization diversified and profitable venture in the years to come, we have strategic plans for growth of our express business and warehousing division. The construction of our new warehouse facility is ongoing at Bangalore alongwith our new Express & Distribution Hub, which will be operative by December this year. The company also has begun finalizing its Warehousing and new Express Hub operations in Chennai, which will ensure that the entire Southern Warehousing and Express Hubs will soon become operational. Benefits will surely accrue to our company in the years to come to take care of such issues. Needless to mention these efforts will result in considerable rent savings and will also lead to Revenue & Sales growth in the months / years to come. This will surely make a difference on a continuous basis which is the key to sustained growth for your company.

In view of development of logistics to boost both domestic and export markets, the Logistics sector has been awarded Infrastructure status by the government which will prove very beneficial for the sector for accessing funds at lower cost and easier terms, terms of which will slowly & surely be a positive for your Industry.

Going forward, the current financial year will stabilize the Indian economy although the general elections may add to the instability or stability we don't know, but am sure the change will only be for the better in the times / years to come for your company. We are committed to taking on the changes head on and ensuring we can deliver in these trying times & uncertain environment. That is our endeavour & challenge which makes us want to grow with our Customers, Vendors and Employees alike.

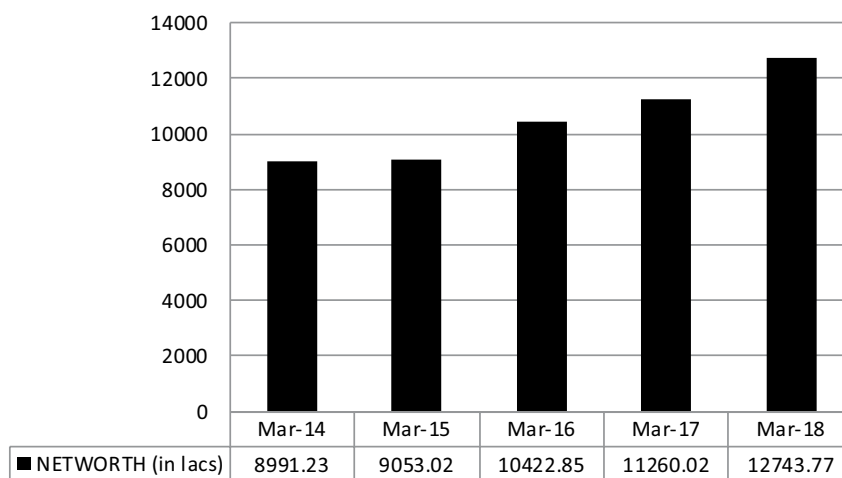
I am quite certain the Companies capabilities to scout for opportunities and drive the business forward with confidence and resoluteness. We look forward to continuing our strong and enduring partnership with our stakeholders to help us achieve new milestones in the year ahead."

With Best Wishes to all of you & your Families,

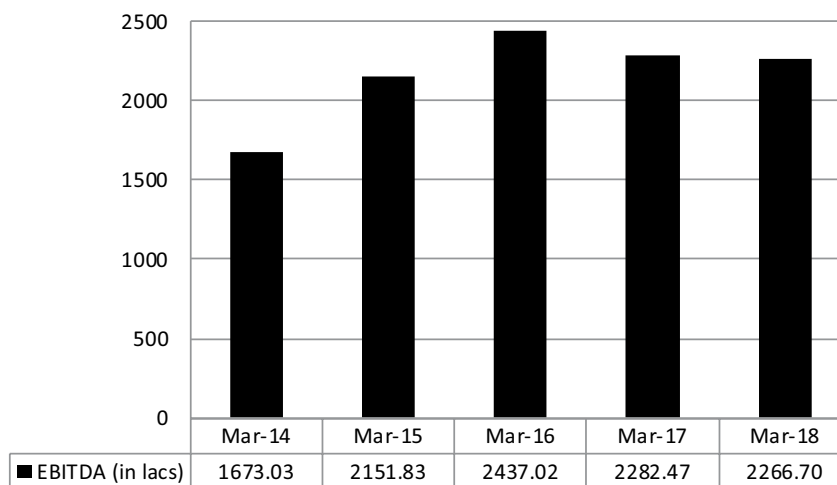
Areef A Patel
Executive Vice Chairman

FINANCIAL OVERVIEW

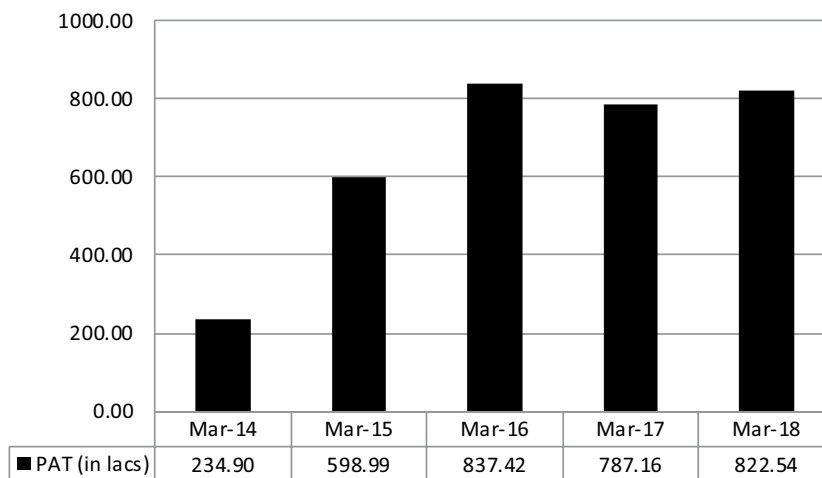
NETWORTH



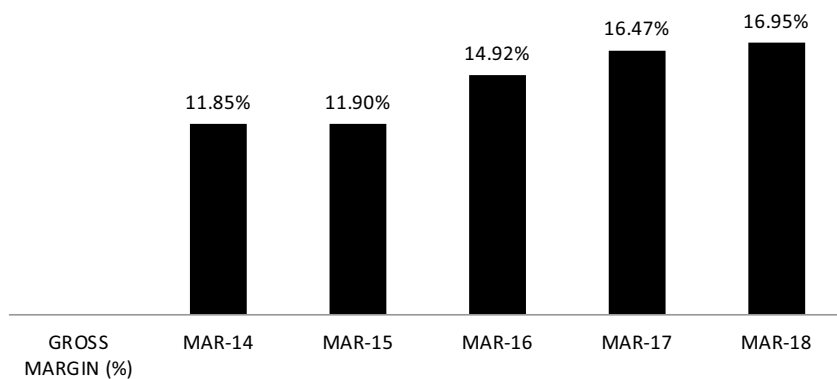
EBITDA



PAT



GROSS MARGIN %



NOTICE

NOTICE is hereby given that the 56th Annual General Meeting of the members of PATEL INTEGRATED LOGISTICS LIMITED will be held at the Sheila Raheja Hall, Rotary Service Centre, Juhu Tara Road, Santacruz (West), Mumbai - 400 049, on Thursday the 27th day of September, 2018 at 11.00 a.m., to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt
 - (a) the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2018 including the Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss Account & Cash Flow Statement for the year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.
 - (b) the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2018 including the Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss Account & Cash Flow Statement for the year ended 31st March, 2018 and the Reports of the Auditors thereon.
2. To declare a dividend on the Equity Shares for the financial year ended 31st March, 2018.

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Asgar S. Patel (DIN: 00164823), who retires by rotation and, being eligible, offers himself for re-appointment.**

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

"RESOLVED THAT in accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company read with Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 Mr. Asgar S. Patel (DIN – 00164823), aged 79 years who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

4. **Re-appointment of Mr. Areef A. Patel (DIN: 00075687), as Whole time Director of the company (designated as "Executive Vice-Chairman")**

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

"RESOLVED THAT, pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company, Mr. Areef A. Patel (DIN: 00075687), be and is hereby reappointed as Whole time Director of the company (designated as "Executive Vice-Chairman") for a period of three years with effect from 01st April, 2018 up to 31st March, 2021, on such terms and conditions as set out in the statement annexed to the notice convening this meeting, with the liberty given to the Board of Directors to alter and vary 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. Areef A. Patel, produced before this meeting and, for the purpose of identification, initialed by the Chairman hereof;

"RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary the terms and conditions of the said agreement in such a manner as may be agreed to by the Board and Mr. Areef A. Patel but so as not to exceed the limits specified in Schedule V of the Companies Act, 2013, or any amendment thereto or enactments thereof with effect from such date as may be decided by it."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **Approval for continuation of current term of Mr. P.S.G. Nair (DIN – 00074494), as an Independent Director.**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED that pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent be and is hereby accorded to Mr. P.S.G. Nair (DIN – 00074494), Director of the Company to continue to hold office of Independent Director under the current tenure of appointment which ends on 20th August, 2019 notwithstanding that he will attain the age of 75 years on 2nd November, 2018."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. In order to be effective proxies must be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person shall not act as a proxy for more than 50 (fifty) members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person.
2. Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered invalid.
3. Members may please bring the Attendance Slip duly filled in and hand over the same at the entrance to the Meeting Hall.
4. Corporate Members / FII's / Financial Institutions intending to send their authorized representatives to attend the Annual General Meeting are requested to send a duly certified copy of the Board resolution / such other documents authorizing their representatives to attend and vote at the Annual General Meeting well in advance.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2018 to 27th September, 2018 (both days inclusive).
6. Members seeking any information with regards to annual accounts are requested to write to the Company in advance so as to enable the management to keep the information ready.
7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed herewith. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public Holidays upto the date of the AGM.
8. Those Members who have not encashed their dividend warrants for the financial years 2010-11 to 2016-17 are requested to return the time barred dividend warrants or forward their claims to the Company or the Registrar & Share Transfer Agents (RTA) of the Company on or before 30.09.2018.
9. The Company has transferred the unclaimed dividends, upto 2009-10 to the Investor Education and Protection Fund (the Fund) established by the Central Government. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and the rules made thereunder, final dividend for the year 2010-11 which remains unclaimed for a period of 7 years is due for transfer to the Fund. Pursuant to applicable provisions of the Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Central Government, after completion of 7 (seven) years. Further, according to the Rules, shares in respect of which dividend has not been paid or claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account created by the IEPF Authority.
10. Kindly note that you can claim the said unclaimed dividend and the shares so transferred from IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The prescribed e-form IEPF-5 available on the website www.iepf.gov.in
11. In accordance with the amendments to Regulation the Securities and Exchange Board of India (SEBI) has revised the provisions relating to transfer of listed securities. Transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository (National Securities Depository Limited and Central Depository Services (India) Limited). This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, facilitate convenience and safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.
12. Members are requested to send their PAN and Bank Account details to the Share Transfer Agents of the Company at 'Bigshare Services Private Limited', 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri (East), Mumbai 400059. This is to avoid the fraudulent encashment of dividend warrants.
13. The Company provides National Electronic Clearing Service (NECS) facility for the payment of dividend. Accordingly, shareholders holding equity shares in physical form are requested to send National Electronic Clearing Service (NECS) mandates, if any, to the Share Transfer Agents of the Company at 'Bigshare Services Private Limited', 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri (East), Mumbai 400059.

Shareholders holding equity shares of the Company in the dematerialized form shall intimate to their respective Depository Participants about the NECS mandates.

14. Shareholders may be aware that the Companies Act, 2013, permits service of the Notice of the Annual General Meeting through electronic mode. Electronic copy of the Annual Report including Notice of the 56th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Admission Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes. However, those members who desire to have a physical copy may request for the same. For members who have not registered their e-mail address, physical copies of the Annual Report are being sent in the permitted mode.
15. The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with their Depository Participant at the earliest, to enable the Company to use the same for serving documents to them electronically, hereinafter. Shareholders holding shares in physical form may kindly provide their e-mail IDs in writing to the Share Transfer Agents of the Company at 'Bigshare Services Private Limited', 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri (East), Mumbai 400059.
16. The Annual Report 2017-18 of the Company circulated to the Members of the Company, will be made available on the Company's website at www.patel-india.com

17. Voting through electronic means:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 56th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).
2. The Company has appointed Dinesh Kumar Deora, Practising Company Secretary (FCS No. 5683 CP No. 4119), as the Scrutiniser to the e-voting process in a fair and transparent manner.
3. **The instructions for members for voting electronically are as under:-**

The voting period begins on 24th September, 2018 at 9.00 a.m. IST and ends on 26th September, 2018 at 5.00 p.m. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 20th September, 2018 the cut-off date (record date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The Notice of AGM of the Company can be downloaded from www.cdslindia.com and www.patel-india.com

A. In case of members receiving e-mail (for Members whose e-mail addresses are registered with the Company / Depositories):

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the address label/ sticker affixed on the Annual Report) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the PATEL INTEGRATED LOGISTICS LIMITED.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Window phone users can download the app from the App Store and the Windows phone Store respectively. Please allow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non-individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.