

Ref. PILC/2024-25

Dec 23, 2024

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
**MUMBAI – 400 001**

Dear Sir/Madam,

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

**Ref:** **PATSPIN INDIA LIMITED**


In terms of Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“Listing Regulations”], please find enclosed the Notice of Postal Ballot along with the Explanatory Statement for seeking approval of the members through remote e-voting in respect of appointment of Dr Raju VP (DIN 10866461) as Non-Executive Director in the category of Independent Director of the Company for a term of consecutive five years, ie from 16.12.2024 to 15.12.2029.

The details as required under Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, are given in “Annexure A” attached to this letter.

This Notice is also available on the website of the Company at [www.patspin.com](http://www.patspin.com).

This is for your information and records.

Thanking you,  
Yours faithfully,  
For **PATSPIN INDIA LIMITED**

  
Veena Vishwanath Bhandary  
Company Secretary



**PATSPIN INDIA LIMITED**

CIN: L18101KL1991PLC006194

CORPORATE / REGISTERED OFFICE

3<sup>rd</sup> Floor, Palal Towers, MG Road, Ravipuram, Kochi 682016, India

Phone: 91-484-2661900

Email: [cs@patspin.com](mailto:cs@patspin.com) | [fin.ho@patspin.com](mailto:fin.ho@patspin.com)

[www.patspin.com](http://www.patspin.com)

ISO 9001:2005 / 14001:2005 Certified

**ANNEXURE A**

**Postal Ballot Notice – Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. [“Listing Regulations”]**

In compliance with the various circulars issued by the Ministry of Corporate Affairs, the Postal Ballot Notice has been dispatched to the members electronically on Monday, December 23, 2024 for seeking their approval through remote e-voting pursuant to section 108, 110 and other applicable provisions of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014. The Postal Ballot Notice has been dispatched only to those members whose email addresses are registered with the Company/ Depositories/Registrar & Share Transfer Agents and whose names are recorded in the Register of Members / list of Beneficial Owners received from the Depositories as on the cut-off date, i.e., on Friday, December 20, 2024. The Company has also made arrangements for those members who have not yet registered their email address to get the same registered by following the procedure prescribed in the Notice.

The Company has engaged the services of M/s Central Depository Services Limited (CDSL) for the purpose of providing e-voting facility to all its members. The remote e-voting period commences from 9:00 A.M. (IST) on Thursday, 26th December 2024 and will conclude at 5:00 P.M. (IST) on Saturday, 25th January 2025. The voting rights of the members shall be in proportion to the paid-up equity share capital of the Company as on the cut-off date, i.e., Friday, December 20, 2024.

The results of the Postal Ballot will be announced within two working days from the date of end of remote e-voting period.

Postal Ballot Notice will also be available on the Company’s website at [www.patspin.com](http://www.patspin.com) website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and CDSL at [www.evotingindia.com](http://www.evotingindia.com).

Thanking you,  
Yours faithfully,  
For **PATSPIN INDIA LIMITED**



Veena Vishwanath Bhandary  
Company Secretary



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[www.patspin.com](http://www.patspin.com)

ISO 9001:2005 / 14001:2005 Certified

**PATSPIN INDIA LIMITED**  
(L18101KL1991PLC006194)

3<sup>rd</sup> Floor, Palal Towers, MG Road, Ravipuram, Kochi 682016  
Phone 91-484-2661900 | email : cs@patspin.com | website www.patspin.com



**NOTICE OF POSTAL BALLOT**

*[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations]*

To  
The Members,  
Patspin India Limited

Notice of Postal Ballot is hereby given to the Members of Patspin India Limited ('the Company') that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the 'Act'), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), as amended from time to time, read with the various General Circulars issued by the Ministry of Corporate Affairs (the 'MCA'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), SEBI Master Circulars issued from time to time, Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India ('ICSI'), as amended from time to time and pursuant to other applicable laws and regulations, resolution as set out in this Postal Ballot Notice ('Notice'), is proposed to be passed with requisite majority as Special Resolution by the Members of the Company through Postal Ballot ('Postal Ballot') only by way of remote e-voting ('voting by electronic means') facility.

In compliance with the MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participant(s) as of Friday, 20<sup>th</sup> December 2024 ('Cut-off Date'). If the Members' e-mail addresses are not registered or updated with the Company / Depository Participant(s), they may follow the process provided in the Notes hereunder to receive the Notice, login ID, and password for remote e-voting. Members are requested to read the instructions given in the Notes under the section 'Voting through Electronic Means' of the Notice. The communication of the assent or dissent of the Members would take place only through the remote e-voting facility.

The Company has engaged the services of Central Depository Services Limited, ("CDSL") as its agency for providing e-voting facility/platform to the Members of the Company.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions of the Act read with the Rules, pertaining to the resolution setting out the material facts and the reasons/rationale thereof, is appended and forms part of the Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors ('Board') of the Company, vide resolution dated 16<sup>th</sup> December 2024, has appointed Shri MRL Narasimha (Membership No.2851, CP.NO 799), Practicing Company Secretary or failing him, Shri. Abhilash N.A, Practicing Company Secretary (Membership No. 22601 CP.No. 4524) as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The remote e-voting period commences at 9:00 A.M. (IST) on Thursday, 26<sup>th</sup> December 2024, and will conclude at 5:00 P.M. (IST) on Saturday, 25<sup>th</sup> January 2025 ('remote e-voting period'), thereafter, the remote e-voting module will be disabled, and voting shall not be allowed beyond the said time.

The results of e-voting will be announced within 2 working days from the closing of e-voting period, and will be displayed on the Company's website at [www.patspin.com](http://www.patspin.com) and the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com). The results will simultaneously be communicated to BSE Ltd. (Stock Exchange).

The proposed detailed Resolution, instructions for e-voting and Explanatory Statements pertaining to the resolution setting out all material facts and the reasons thereof are annexed hereto for your consideration.

## **SPECIAL BUSINESS**

### **ITEM NO. 1 :**

**To approve appointment of Dr. Raju VP (DIN: 10866461) as an Independent Director of the Company for a term of consecutive 5 years commencing from 16<sup>th</sup> December 2024**

To consider and if thought fit, to give assent or dissent to the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** Dr. Raju VP (DIN: 10866461) who was appointed as an Additional Director (Non-Executive) in the category of Independent Director of the Company, with effect from 16.12.2024, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 (“Act”) read with the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Dr. Raju VP (DIN: 10866461), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of consecutive five years commencing from 16.12.2024 to 15.12.2029, be and is hereby approved.”

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may be necessary, proper or desirable or expedient to give effect to this resolution.”

Place: Kochi  
Date: 16.12.2024

By Order of the Board of Directors  
Veena Vishwanath Bhandary  
Company Secretary  
Membership No. A61968

## **NOTES**

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, in respect of the said resolution setting out the material facts and reasons enclosed herewith and forms part of this Notice. Brief profile and other requisite details about the appointment of Director pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India is set out in the Explanatory Statement which forms part of this Notice.
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 20.12.2024 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid 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.patspin.com](http://www.patspin.com), website of the Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at <https://www.evotingindia.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.patspin.com](http://www.patspin.com)) duly filled and signed along with requisite supporting documents to M/s. Integrated Registry Management Services Private Limited (IRMSPL) by providing Folio No. and Name of shareholder at 2nd Floor, Kences Towers, No.1, Ramakrishna Street, T Nagar, Chennai-600017, Tel: 044 28140801-803; E-Mail: [csdstd@integratedindia.in](mailto:csdstd@integratedindia.in)
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/0155 dated November 11, 2024, 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 resolution 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 Thursday 26th December 2024 and ends at 5:00 p.m. (IST) on Saturday 25th January 2025.
9. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period
10. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Saturday 25th January 2025
11. All the documents referred to in this Postal Ballot Notice will be available for inspection by the members at the registered office of the Company during normal business hours on all working days from the date of circulation of this Postal Ballot Notice until the last date of e-voting.

## **PROCEDURE FOR E-VOTING**

### **i) E-Voting Facility**

- a. The Company is providing e-voting facility of CDSL to its members to exercise their right to vote on the proposed resolution by electronic means.
- b. The e-voting facility will be available during the following voting period:

Commencement of e-voting:	Thursday 26 <sup>th</sup> December 2024 at 9:00 AM IST
End of e-voting:	Saturday 25 <sup>th</sup> January 2025 at 5:00 PM IST

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.

- c. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

### **(ii) Instructions of shareholders for remote e-voting:**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Thursday 26<sup>th</sup> December 2024 at 9:00 AM IST and ends on Saturday 25<sup>th</sup> January 2025 at 5:00 PM IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of "20<sup>th</sup> December 2024" may cast their vote electronically. The e-voting module shall be disabled by CDSL 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.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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.

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

Type shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<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**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com_or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date Birth (DOB)	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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <PATSPIN INDIA LTD> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.



- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@patspin.com](mailto:cs@patspin.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911

**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 AND CIRCULARS ISSUED THEREUNDER**

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

**ITEM NO. 1**

Shri. N.K. Bafna (DIN 00019372), senior most Independent Director of the Company has completed his second term of 5 years on 18.9.2024 and pursuant to the provisions of Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the company is required to maintain equal proportion of Independent and Non independent Directors in the composition of its Board of Directors

It is therefore, proposed to induct Dr. Raju VP (DIN 10866461) as an Independent Director of the company with effect from 16.12.2024. He possesses registration in the Independent Directors Data Bank maintained by the Indian Institute of Corporate Affairs (IICA)

Dr. Raju VP, aged about 57 years, has post-graduated in Commerce from Mahatma Gandhi University (1990), Fellow member of the Institute of Cost Accountants of India (ICMAI) in 1995, completed his UGC Test in Commerce in NET from University Grants Commission of India (1995). He has done his Ph.D. in Commerce from Mahatma Gandhi University, in year 2014. Dr. Raju VP is having industrial experience of about 6 years in Finance and Accounts Department in reputed firms viz. TATA Group, UB Group & MILMA and having about 27 years of teaching experience in several aided Colleges of Mahatma Gandhi University. He has retired in year 2023 as Associate Professor & Head of P.G & Research Department of Commerce, Nirmala College, Muvattupuzha under Mahatma Gandhi University, Kottayam.

Based on the recommendation of the Nomination and Remuneration Committee, Board vide its resolution dated 16.12.2024, had appointed Dr. Raju VP (DIN 10866461) under Sections 149, 150, 152, 160 and 161, read with Schedule IV of the Companies Act, 2013 ('the Act') as an Additional Director – (Non-Executive) in the category of Independent Director of the Company with effect from 16.12.2024.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member in writing proposing the candidature of Dr. Raju VP for appointment as an Independent Director of the Company. The Company has also received a declaration of independence from him. The Board is of the view that the association of Dr. Raju VP would benefit the Company and support the Board in discharging its responsibility, functions, and duties effectively.

In the opinion of the Board, Dr. Raju VP is a person of integrity and he fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the proposed appointment as an Independent Director of the Company and is independent of the management. Further, Dr. Raju VP is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has received, inter alia, the consents, declarations, confirmations as well as Form MBP-1 – showing NIL interest in other company(s) from Dr. Raju VP with regard to the proposed appointment.

In accordance with the provisions of Sections 149, 150, 152, 160 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Dr. Raju VP as an Independent Director requires approval of members of the Company. In accordance with Regulation 17 (1C) of the SEBI Listing Regulations, a listed company is required to ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought by way of this Postal Ballot for the appointment of Dr. Raju VP as an Independent Director of the Company, not liable to retire by rotation, for a term of consecutive five years commencing from 16.12.2024 to 15.12.2029.

Copy of the Draft letter of appointment to be issued to Dr. Raju VP setting out the terms and conditions of appointment is available for inspection by the members at the registered office 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 resolution. The Board of Directors recommends the Special Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members.

Place: Kochi  
Date: 16.12.2024

By Order of the Board of Directors  
Veena Vishwanath Bhandary  
Company Secretary  
Membership No. A61968

**Details of Director seeking appointment in pursuance of Regulation 36 of SEBI (LODR) Regulations 2015**

<b>Name of the Director</b>	Dr Veliyath Poullose Raju	
DIN	10866461	
Date of Birth & Age	07/05/1967 Age: 57 years	
Nationality	Indian	
Qualification	M.Com., FCMA, Ph.D.	
Expertise	28 years of teaching experience and 6 years of industrial experience mainly in finance and accounts of some reputed organisations viz. TATA, UB Group and MILMA	
Date of Appointment in the Company	16.12.2024	
Other Directorships (Listed / Public Co.)	NIL	
Membership / Chairman in other Committees	Patspin India Ltd	Audit Committee Nomination & Remuneration Committee Stakeholders Relationship Committee
Shareholding in the Company	NIL	
Relationship between Directors Inter -se Directors	Not Applicable	

Place: Kochi  
Date: 16.12.2024

By Order of the Board of Directors  
Veena Vishwanath Bhandary  
Company Secretary  
Membership No. A61968