



## PATELS AIRTEMP (INDIA) LIMITED

(CIN: L29190GJ1992PLC017801)

Regd. Off: 5<sup>th</sup> Floor, Kalpana Complex, Nr. Memnagar Fire Station, Navrangpura, Ahmedabad –380009

Ph. No. : +91-79 -27913694/95/96 • Fax No. : +91-79 27913693

Email Id: share@patelsairtemp.com • Website: www.patelairtemp.com

### NOTICE OF POSTAL BALLOT

#### Dear Shareholders,

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of Patels Airtemp (India) Limited (“**the Company**”) by means of Postal Ballot through remote e-voting only pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (“**the Act**”) read with the Companies (Management and Administration) Rules, 2014, as amended from time to time (“**the Rules**”) and other applicable provisions of the Act and Rules and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for conducting postal ballot through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 (“**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 modifications or re-enactment thereof for the time being in force and as amended from time to time).

In view of the continued disruption caused due to COVID-19 pandemic and in compliance with the aforesaid MCA Circulars, this notice is being sent only through electronic mode to those shareholders whose email Ids are registered with the Company / Depositories / Depository Participants / Registrar and Share Transfer Agent (“**RTA**”). If your email Id is not registered with the Company / Depositories / Depository Participants / RTA, please follow the process provided in the notes to receive this Notice as well as login Id and Password for participating in the remote e-voting. The Communication of the asset or dissent of the shareholders would only take place through the remote e-voting.

The Explanatory Statement pursuant to 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 is annexed hereto. The Board of Directors has appointed CS Punit Lath, Practicing Company Secretary (ACS No. 26238 and COP No. 11139), Ahmedabad, as Scrutinizer for conducting this Postal Ballot process through remote e-voting, in fair and transparent manner and he has communicated his willingness to be appointed for the said purpose. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

In accordance with the MCA Circulars, the shareholders can vote only through the remote e-voting process. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide remote e-voting facility. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Wednesday, 23<sup>rd</sup> February, 2022, (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and Whole-time Director of the Company or any person authorized by the Board of Directors. The results of remote e-voting will be announced on or before Friday, 25<sup>th</sup> February, 2022, and will be displayed on the Company’s website [www.patelairtemp.com](http://www.patelairtemp.com) and will also be communicated to the BSE Limited and Central Depository Services (India) Limited (“CDSL”). The Company will also display the results of the Postal Ballot at its Registered Office and its Corporate Office/Factory.

#### SPECIAL BUSINESS:

- 1) To revise by way of increase in the remuneration payable to Mr. Apurva V. Shah (DIN: 08197983), Whole-time Director of the Company, for the period from 1<sup>st</sup> January, 2022 to 10<sup>th</sup> August, 2024 and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 (the Act) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to the requisite approvals, if required, and in continuation and partial modification to the Ordinary Resolution passed by the Shareholders at the 29<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2021 pertaining to the re-appointment and payment of remuneration and on the basis of recommendation and approval by Nomination and Remuneration Committee (NRC), the consent of the Company be and is hereby accorded to the revision in the terms of remuneration of Mr. Apurva V. Shah (DIN: 08197983), Whole-time Director of the Company, by way of increase in the salary from existing ₹ 2,30,000/- per month to ₹ 2,90,000/- (Rupees Two Lakh Ninety Thousand Only) per month plus perquisites and allowances payable for the period from 1<sup>st</sup> January, 2022 to 10<sup>th</sup> August, 2024 as set out in the Explanatory Statement annexed hereto.

**RESOLVED FURTHER THAT** except for the aforesaid revision in remuneration, all other terms and conditions of his re-appointment as Whole-time Director of the Company, as approved by the Shareholders by Ordinary Resolution passed at the 29<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2021, shall remain unchanged and shall continue to remain in full force and effect.

**RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of the profits of the Company in any financial year during the said period from 1<sup>st</sup> January, 2022 to 10<sup>th</sup> August, 2024, the remuneration mentioned herein above and in the Explanatory Statement here under shall be paid to Mr. Apurva V. Shah as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 and as may be amended from time to time.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Apurva V. Shah, Whole-time Director, including the monetary value thereof, to the extent recommended by Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified under the Companies Act, 2013, Rules and Schedule made thereunder.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein to the Directors or Officers of the Company or to any Committee of Directors to give effect to this Resolution.”

- 2) To re-classify Member of the Promoter Group to the Public Shareholder category and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “**Listing Regulations**”) including any statutory modification(s), amendments or re-enactment thereof, for the time being in force and made from time to time and other applicable provisions of Listing Regulations and other applicable laws and subject to necessary approvals from SEBI Board, Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the Members of Company be and is hereby accorded to re-classify Mr. Kanaiyalal Gagandas Narumalani, Person belonging to the Promoter Group (hereinafter referred to as “**applicant**”) holding 3,750 Equity Shares of ₹ 10/- each of the Company comprising 0.07 % of the paid capital of the Company, from “Promoter Group Category” to “Public Category”.

**RESOLVED FURTHER THAT** in accordance with the provisions of Regulation 31A(3)(b) of the Listing Regulations, the applicant seeking re-classification and persons related to the applicant [as defined under sub-clauses (ii), (iii) and (iv) of clause (pp) of sub-regulation (1) of regulation 2 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018] seeking re-classification shall not:

- (i) together, hold more than ten percent of the total voting rights in the Company;
- (ii) exercise control over the affairs of the Company directly or indirectly;
- (iii) have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- (iv) be represented on the Board of Directors (including not having a Nominee Director) of the Company;
- (v) act as a Key Managerial Personnel (KMP) in the Company;
- (vi) engage in any management or day to day affairs of the Company;
- (vii) have any influence on the decision taken by the Company;
- (viii) be a ‘wilful defaulter’ as per the Reserve Bank of India Guidelines;
- (ix) be a fugitive economic offender.”

**RESOLVED FURTHER THAT** upon receipt of necessary approval(s) for re-classification for the aforementioned outgoing Promoter Group entity, the Company shall effect such reclassification in the statement of Shareholding pattern of the Company from the immediate succeeding quarter/half year/year under Regulation 31 of SEBI Listing Regulations, as applicable, in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force and in all other records of the Company and make such applications, intimations, disclosures and/or filings as may be relevant or necessary from such date, as may be appropriate.

**RESOLVED FURTHER THAT** Mr. Narayanbhai G. Patel, Chairman & Whole-time Director or Mr. Sanjiv N. Patel, Managing Director or Mr. Nikhil M. Patel, Company Secretary of the Company be and is hereby authorized to submit the application for re-classification to the BSE Limited, wherein the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution and also authorized to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary to give effect to this resolution.”

By Order of the Board of Directors  
**For Patels Airtemp (India) Limited**

**Narayanbhai G. Patel**  
Chairman & Whole-time Director  
(DIN: 00023107)

**Factory (Works):**

Plot: 805, 806, 807, 810,  
Rakanpur – 382 722,  
Via: Sola-Bhadaj Village, Ta: Kalol,  
Dist: Gandhinagar, Gujarat

Dated: 31<sup>st</sup> December, 2021

**IMPORTANT NOTES:**

1. The explanatory statement pursuant to Section 102(1) read with Section 110 of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
2. In view of the continued disruption caused due to COVID-19 pandemic and in furtherance to the MCA Circulars, and pursuant to Section 110 of the Act and the Rules made thereunder, the Company will send Postal Ballot Notice along with explanatory statement and remote e-voting instructions only by email to all its shareholders who have registered their email addresses with the Company/ Registrar and Share Transfer Agent (“RTA”) or Depository/ Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as at close of business hours on Friday, 14<sup>th</sup> January, 2022 (“Cut Off Date”) and the communication of assent/ dissent of the Members will only take place through the remote e-voting system. This Postal Ballot process is accordingly being initiated in compliance with the above mentioned MCA Circulars.
3. Members holding equity shares as on the Cut-off Date can cast their vote using remote e-voting facility only. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
4. Those Members, whose email address are not registered with the Company or its RTA or with their respective Depository Participant/s and who wish to receive this Postal Ballot Notice and all other communication sent by the Company by email and who wish to cast their vote through remote e-Voting, **can get their email address registered by following the steps as given below:-**
  - (i) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at [share@patelsairtemp.com](mailto:share@patelsairtemp.com) or at RTA's e-mail address at [bssahd@bigshareonline.com](mailto:bssahd@bigshareonline.com).
  - (ii) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
5. Members may note that this Postal Ballot Notice will also be available on the website of the Company at <http://www.patelairtemp.com>, on the website of BSE Limited at <http://www.bseindia.com>. The Notice is also disseminated on the website of CDSL at <http://www.evotingindia.com>.
6. In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.
7. In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations and the MCA Circulars, the Company has provided remote electronic voting (“remote e-voting”) facility only for this postal ballot process. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide remote e-voting facility to the Members of the Company. Please refer the instructions for remote e-voting given hereunder for the process and manner in which remote e-voting is to be carried out.
8. **Remote e-voting period shall commence on Tuesday, 25<sup>th</sup> January, 2022 (at 9:00 A.M. IST) and end on Wednesday 23<sup>rd</sup> February, 2022 (at 5:00 P.M. IST) (both days inclusive).** Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than the close of working hours at 5:00 P.M. (IST) on Wednesday, 23<sup>rd</sup> February, 2022. During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. Friday, 14<sup>th</sup> January, 2022 may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
9. The Board of Directors of the Company have appointed CS Punit Lath, Practicing Company Secretary (ACS No. 26238 & COP No. 11139), Ahmedabad, 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.
10. Voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Friday, 14<sup>th</sup> January, 2022 (“Cut-off date”).
11. Upon completion of remote e-voting, the Scrutinizer will submit his report to the Chairman & Whole-time Director of the Company or any other person authorized by him in writing, who shall countersign the same. The Results of postal ballot will be announced on or before 25<sup>th</sup> February, 2022 at the Rakanpur Factory (Works) of the Company. The said result along with the Scrutinizer's report would be displayed at the Registered Office and its above factory of the Company, communicated to BSE Limited where the shares of the Company are presently listed. Additionally, the Results will also be uploaded on the Company's website viz. <http://www.patelairtemp.com> and on website of CDSL at <https://www.evotingindia.com>.
12. The resolution as set out in the Postal Ballot Notice, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Wednesday, 23<sup>rd</sup> February, 2022.
13. All relevant documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, are available for inspection by the Members at the Registered Office of the Company at Kalpana Complex, 5<sup>th</sup> Floor, Nr. Memnagar Fire Station, Navarangpura, Ahmedabad – 380 009, Gujarat and at Rakanpur Factory (Works) at Plot No. 805, 806, 807, 810, Rakanpur – 382 722, Via: Sola-Bhadaj Village, Ta: Kalol, Dist: Gandhinagar, Gujarat during working hours on any working day up to the date of declaration of the result of Postal Ballot, in accordance with the provisions of Section 190 of the Companies Act, 2013.

14. The instructions for Shareholders for Remote E-Voting are as under:

(a) **The voting period begins on Tuesday, 25<sup>th</sup> January, 2022 (at 9:00 A.M. IST) and end on Wednesday 23<sup>rd</sup> February, 2022 (at 5:00 P.M. IST) (both days inclusive). 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 Friday, 14<sup>th</sup> January, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**

(b) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of SEBI Listing Regulations, 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.

(c) In terms of SEBI SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 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 is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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</b>	<ol style="list-style-type: none"> <li>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.nsdl.com">https://eservices.nsdl.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>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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</b>	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.

**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
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (d) Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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 Shareholders holding shares in Demat Form other than individual and Physical Form</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 which is communicated by mail indicated in the PAN filed sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of 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 as mentioned in instruction (3).</li> </ul>

- (e) After entering these details appropriately, click on “SUBMIT” tab.
- (f) 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.
- (g) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (h) Click on the EVSN Patels Airtemp (India) Limited:- **220105002**
- (i) 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.
- (j) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (k) 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.
- (l) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (m) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (n) 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.
- (o) Facility for Non – Individual Shareholders and Custodians –Remote Voting
  - 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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 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; [share@patelsairtemp.com](mailto:share@patelsairtemp.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, 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 on 022-23058542/43.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1)**  
**READ WITH SECTION 110 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1**

Mr. Apurva V. Shah (DIN: 08197983), was re-appointed as Whole-time Director of the Company at the 29<sup>th</sup> Annual General Meeting of the members of the Company held on 28<sup>th</sup> September, 2021 with payment of salary of ₹ 2,30,000/- per month plus perquisites and allowances for a further period of 3 years with effect from 11<sup>th</sup> August, 2021 up to 10<sup>th</sup> August, 2024.

Taking into consideration the increased business activities of the Company, establishment of new Unit under Greenfield project known as Dudhai Unit, the duties and responsibilities of the Whole-time Director & Managing Director in the Company, their contribution in the overall progress of the Company, looking to the growth of the Company in recent years and the prevailing managerial remuneration in industry and in continuation and partial modification to the Ordinary Resolution passed by the Shareholders at the 29<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2021 pertaining to the re-appointment and payment of remuneration and on the basis of recommendation and approval by Nomination and Remuneration Committee (NRC) of the Company, the Board of Directors at their meeting held on 31<sup>st</sup> December, 2021, increased the remuneration payable to Mr. Apurva V. Shah by way of increase in the salary from existing ₹ 2,30,000/- per month to ₹ 2,90,000/- per month plus perquisites and allowances for the period from 1<sup>st</sup> January, 2022 to 10<sup>th</sup> August, 2024 as under, subject to the approval of the members of the Company by passing Ordinary Resolution :-

- (A) Period : From 1<sup>st</sup> January, 2022 to 10<sup>th</sup> August, 2024
- (B) Salary: ₹ 2,90,000/- per month (Rupees Two Lakh Ninety Thousand Only) including Dearness and other allowances.
- (C) Perquisites: Perquisites and allowances are allowed as under in addition to salary. It shall be restricted to an amount equal to the annual salary subject to ceiling prescribed in Part II of Schedule V to the Companies Act, 2013:
  - (i) Reimbursement of medical expenses incurred for self and members of his family as per Rules of the Company.
  - (ii) Personal Accident Insurance and Mediclaim Insurance premium as per Rules of the Company.
  - (iii) Provision of car and telephone at residence. The expenditure on use of car for private purpose and long distance calls on telephone shall be billed by the Company as per Rules of the Company.
  - (iv) Company's contribution to Provident Fund as per Rules of Company.
  - (v) Reimbursement of expenses on Electricity as per Rules of the Company.
  - (vi) Gratuity as per Rules of the Company.
- (D) Minimum Remuneration: In the event of any loss, absence or inadequacy of profits of the Company in any financial year during the period from 1<sup>st</sup> January, 2022 to 10<sup>th</sup> August, 2024, the remuneration as above shall be paid to Mr. Apurva V. Shah as minimum remuneration subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013.
- (E) The terms and conditions of re-appointment and payment of salary, perquisites and allowances specified herein above may be enhanced, enlarged, widened, altered or varied from time to time by Nomination and Remuneration Committee and Board of Directors as they may in their discretion, deem fit, within the maximum amount payable in accordance with Schedule V to the Act and in conformity with any amendments

## Patels Airtemp (India) Limited

to the relevant provisions of the Companies Act and/or the rules and regulations made thereunder from time to time in future and/or such guidelines as may be announced by the Central Government from time to time.

- (F) A Statement as per requirement of Section II of Part II of Schedule V of the Companies Act, 2013 containing the information of the Company and Mr. Apurva V. Shah is annexed with this Notice as per Annexure – I.

The aggregate of remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions of the Act read with Schedule V to the Act as amended and as in force from time to time.

Except for the aforesaid revision in remuneration, all other terms and conditions of his re-appointment as Whole-time Director of the Company as approved by the Ordinary Resolution passed at the 29<sup>th</sup> Annual General Meeting of the members of the Company held on 28<sup>th</sup> September, 2021, remain unchanged and shall continue to remain in full force and effect.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the revised terms of remuneration specified above are now being placed before the members for their approval.

The Directors are of the view that the remuneration payable to Mr. Apurva V. Shah is commensurate with his abilities and experience and, accordingly, commend the Resolution at Item No. 1 of the accompanying Postal Ballot Notice for approval by the members of the Company.

This explanation together with the accompanying Postal Ballot notice is and should be treated as an abstract of the terms of revision of remuneration as mentioned above as per Section 190 of the Companies Act, 2013.

Mr. Apurva V. Shah is interested in the resolution set out at Item No. 1 of the Notice. The relatives of Mr. Apurva V. Shah may be deemed to be interested in the said resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

### ITEM NO. 2

The shareholders of the Company are apprised that the Company has received request letter dated 18<sup>th</sup> November, 2021 read with letter dated 30<sup>th</sup> November, 2021 from Mr. Kanaiyalal Gagandas Narumalani, Person belonging to the Promoter Group of the Company (hereinafter referred to as “**applicant**”) holding 3,750 Equity Shares of ₹ 10/- each of the Company comprising 0.07 % of the paid capital of the Company requesting to remove his name from Promoter Group category and to re-classify his name from category of “Promoter Group” to category of “Public” shareholding in terms of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “**Listing Regulations**”).

In this regard, Regulation 31A of SEBI Listing Regulations, as amended from time to time, has provided a regulatory mechanism for re-classification of Promoters / Promoter Group as Public Shareholder category subject to fulfillment of conditions provided therein.

The above applicant along with persons related to such applicant vide his letter dated 30<sup>th</sup> November, 2021 has confirmed that he (i) does not hold more than ten percent of the total voting rights in the Company, (ii) does not exercise any control over the affairs of the Company directly or indirectly, (iii) does not engaged in the management or day to day affairs of the Company, (iv) does not have any influence on the decision taken by the Company, (v) does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements, (vi) neither has any representation on the Board of Directors of the Company nor holds any Key Managerial Personnel position in the Company, (vii) does not have any veto rights or special rights as to voting power or control of the Company, (viii) is not a ‘wilful defaulter’ as per the Reserve Bank of India Guidelines, and (ix) is not a fugitive economic offender.

In view of application received from the above applicant and in consideration with the proper compliance of Regulation 31A of Listing Regulations, the Board of Directors of the Company at their meeting held on 31<sup>st</sup> December, 2021, has analyzed and approved the application for reclassification from Promoter Group Category to Public Category considering fulfilling the criteria as mentioned above by the applicant subject to approvals of the shareholders of the Company, BSE Limited and other appropriate statutory authorities as may be required.

Further, the applicant has confirmed that subsequent to his reclassification, he shall continue to comply with the provisions of Regulation 31A(4) of the Listing Regulations.

Further, as per Rule 19A of the Securities Contracts (Regulations) Rules, 1957, the public shareholding as on date of the notice fulfils the minimum public shareholding requirement of at least 25% shareholding and the proposed reclassification is not intended to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement. The Company has also complied with the provisions of Regulation 31A(3)(c) of Listing Regulations.

**The shareholding pattern of the Company before and after the proposed reclassification as on 31<sup>st</sup> December, 2021 is furnished below:**

Category	Before proposed Reclassification		After proposed Reclassification	
	Number of Shares	Percentage of shareholding	Number of Shares	Percentage of shareholding
Promoter	2,442,462	48.17	2,438,712	48.10
Public	2,627,778	51.83	2,631,528	51.90
<b>Total</b>	<b>5,070,240</b>	<b>100.00</b>	<b>5,070,240</b>	<b>100.00</b>

Therefore, the Board hereby recommends to the members, the reclassification of status of the above applicant from Promoter Group category to Public category.



Your Directors recommend to the members for passing of an Ordinary Resolution proposed at Item No. 2 in the Postal Ballot Notice as mentioned above.

Pursuant to Regulation 31A of Listing Regulations, the request of the promoter(s)/promoter group seeking reclassification shall be approved in the general meeting by an ordinary resolution in which the applicant seeking reclassification and persons related to him shall not vote to approve such reclassification request.

None of the Directors of the Company, Key Managerial Personnel and their Relatives are, in any way, concerned or interested financially or otherwise in the aforesaid Ordinary Resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors  
**For Patels Airtemp (India) Limited**

**Narayanbhai G. Patel**  
Chairman & Whole-time Director  
(DIN: 00023107)

**Factory (Works):**

Plot: 805, 806, 807, 810,  
Rakanpur – 382 722,  
Via: Sola-Bhadaj Village, Ta: Kalol,  
Dist: Gandhinagar, Gujarat

Dated: 31<sup>st</sup> December, 2021



## ANNEXURE – I TO POSTAL BALLOT NOTICE

**I. GENERAL INFORMATION:****(1) Nature of industry**

The Company is operating in one segment i.e. engineering fabrication having different products, such as Heat Exchangers, Air Cooled Heat Exchangers, Pressure Vessels, Air-conditioning & Refrigeration Equipments, Turnkey HVAC projects and other Misc. products.

**(2) Date of commencement of commercial production**

The Company commenced its operation in the year 1993.

**(3) In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus**

The Company is in existence since 1992.

**(4) Financial performance based on given indicators**

Following is the financial performance of the Company since last 3 years:

(₹ in Lacs)

Financial Year	Revenue from Operations	Profit before Tax	Net Profit after Tax
2020-2021	25540.20	1542.11	1136.78
2019-2020	23741.90	1478.88	1130.51
2018-2019	15094.89	1051.78	731.65

**(5) Foreign investments or collaborators, if any.**

During the financial year 2019-2020, Patels Airtemp (USA) Inc. became Wholly Owned Subsidiary (WOS) of the Company on 13<sup>th</sup> January, 2020 by acquiring 100% Shares of Patels Airtemp (USA) Inc.

**II. INFORMATION ABOUT THE APPOINTEES:****(1) Background details:**

Name	Apurva V. Shah
Designation	Whole-time Director
Age	58 years
Qualifications	B.E. (Mechanical) and Post Diploma in Refrigeration and Air-conditioning (PDRA).

**(2) Past Remuneration:**

The details of managerial remuneration paid to Mr. Apurva V. Shah during the previous financial year ended on 31<sup>st</sup> March, 2021 are as under :-

Particulars	Financial Year 2020-2021 (₹)
Salary	27,60,000
Perquisites/ Allowances	1,23,715
<b>Total</b>	<b>28,83,715</b>

**(3) Recognition or awards:**

Along with development of product design and product manufacturing application, the Company in its tenure of 48+ years continuously upgraded quality and product system by acquiring world's most recognized system like ISO 9001-2015, ASME (U2, U, S-Stamps).

The Company's products have ASME (American Society of Mechanical Engineers-USA) "U", "U2" and "S" Stamp authorization. The Company is also having "NB" and "R" Stamp. The Company is also a member of HTRI (Heat Transfer Research, Inc, U.S.A.) for updating Heat Transfer Technology.

The Company has licensed software of ANSYS, CREO, Pvelite, and Nozzle Pro for product development.

The Company is having ISO 9001-2015 certification from TUV-SUD.

Due to "U"/ "U2"/ "S" Stamp authorization, it is expected to improve the Quality of the products/equipment of the Company and to achieve higher growth and profitability of the Company in future.

**(4) Job profile and his suitability**

Mr. Apurva V. Shah, aged about 58 years, is holding degree of B.E. (Mechanical) and Post Diploma in Refrigeration and Air-conditioning (PDRA). He is having around 37 years of experience in complete designing (Thermal and Mechanical including review of FE Analysis) and Estimation/ Costing of pressure vessels, Column, Shell & Tube Heat Exchangers, Air cooled Heat Exchangers as per National & International Codes like ASME, TEMA, HEI, API, BS, EN, IS, IBR used in Hydrocarbon Sector, Refineries, Petrochemicals, Fertilizers, Power Plants, Textiles, Air-Conditioning, Compressor, Packaging manufacturers etc. He also took training in USA for Designing & Estimation of Air Cooled Heat Exchangers for water cooling, Steam Condensing, Oil Cooling, Refinery Coolers and Condensers.

Before becoming an Whole-time Director in 2018, he was Vice President (Operation) of the Company (joined the Company as a Sr. Design Engineer in 1992) handling various departments including Design, Proposal & Offer, Marketing, Shop Operation etc. for various products of the Company namely pressure vessels, Column, Shell & Tube Heat Exchangers, Air cooled Heat Exchangers, Power Plant Heat Exchanger, Inter Coolers, After Coolers, Oil Coolers, Air Pre-heaters, LPG Bullets, Ammonia Storage Tanks, Condenser.

**(5) Remuneration proposed**

It is proposed to pay remuneration to Mr. Apurva V. Shah by way of Salary of ₹ 2,90,000/- (Rupees Two Lakh Ninety Thousand Only) per month plus perquisites and allowances from 1<sup>st</sup> January, 2022 to 10<sup>th</sup> August, 2024 the details of which are mentioned in the explanatory statement as above.

**(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person**

The proposed remuneration to be paid to Mr. Apurva V. Shah is adequate and at par with the industry scale, size and profitability of the Company.

**(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.**

Mr. Apurva V. Shah holds 1,000 Equity Shares of ₹ 10/- each in Patels Airtemp (India) Limited (0.02 % of paid-up Share Capital of the Company) in his individual capacity.

Mr. Apurva V. Shah is not related to any other Directors of the Company.

Mr. Apurva V. Shah is not a Director in any Public Limited Company. He is also not a Director in any Listed Company.

**III. OTHER INFORMATION :**

**(1) Reasons of inadequate profits**

Due to competition and increase in the cost of materials, the profit of the Company during the year ended on 31<sup>st</sup> March, 2021 is inadequate.

**(2) Steps taken or proposed to be taken for improvement**

The Company is planning to increase the profitability through various initiatives in product development, marketing, distribution and trade promotions.

**(3) Expected increase in productivity and profits in measurable terms**

Due to the aforesaid steps, the Company has continuously improve its performance during the last three financial years in terms of revenue from operations and profits as mentioned in para 1 (4) above and expects a significant in productivity and profits of the Company in next financial year.

**IV. DISCLOSURES:**

**(i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pensions, etc., of all the directors**

Apart from remuneration payable to Whole-time Directors & Managing Director, the Company does not pay any remuneration including bonus, stock options, pension, etc. to the other Directors of the Company. The Company only pays sitting fees to the Non-executive Directors of the Company for attending the meeting of the Board of Directors.

**(ii) Details of fix component and performance linked incentive along with the performance criteria**

The Company does not pay performance linked incentive to the Whole-time Directors and Managing Director of the Company.

**(iii) Service contracts, notice period, severance fees**

The appointment may be terminated by either party giving to the other party three months' notice or the Company paying the three months' remuneration in lieu thereof.

**(iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable**

The Company has not issued any stock options to any Directors of the Company.

\*\*\*\*\*