



# DESTINY LOGISTICS & INFRA LIMITED

*(Formerly Destiny Logistic Limited)*

**CIN: L63090WB2011PLC165520**

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## NOTICE OF POSTAL BALLOT AND E-VOTING

**NOTICE ISSUED TO MEMBERS PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.**

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), Clause 16 of Secretarial Standard-2 ("SS-2") including any statutory modification or re-enactment thereof for the time being in force, that Destiny Logistics & Infra Limited (hereinafter referred to as the "Company") is seeking the approval of the members by way of Resolutions, for the matters as considered in the resolutions appended below, through postal ballot / e-voting.

The Ministry of Corporate Affairs, Government of India ("MCA") in terms of the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 19/2021 dated December 08, 2021 ("MCA Circulars"), in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, have advised the companies to take all decisions of urgent nature requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Management Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations") and as per the guidelines issued by the MCA vide MCA Circulars, the Notice would be sent in electronic mode to all those shareholders who have registered their e-mail addresses with the Company or Depository Participant / Depository / Cameo Corporate Services Limited, the Company's Registrar & Transfer Agent (hereinafter referred as "RTA" or "CAMEO") as on June 01, 2022. The Company will be sending the hard copy of the Notice along with postal ballot form and postage prepaid self-addressed Business Reply Envelope only to the members whose email address are not registered.

The members holding equity shares of the Company are requested to carefully read all the instructions given in the notes.



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The Explanatory Statement pursuant to the Section 102 of the Act pertaining to the said resolutions setting out the material facts concerning item and the reasons thereof, is also appended. The said resolution and explanatory statement are being sent to you for your consideration pursuant to Rule 22 of the Rules.

The Board of Directors of the Company has appointed Mrs. Ankita Dey (Membership No. ACS - 62192 & CP No. - 23218), of M/s. Ankita Dey & Associates, Practicing Company Secretaries as scrutinizer (hereinafter referred as the "Scrutinizer") for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the meeting or to the person authorized by him after completion of scrutiny of the Postal Ballot (including e-voting) in a fair and transparent manner. The results of the postal ballot/e-voting will be announced not later than two working days of the closure of the e-voting i.e., on or before Thursday, July 07, 2022, at the registered office of the Company and will be displayed at the registered office of the Company and intimated/communicated to NSE Limited (the "NSE") where the equity shares of the Company are listed.

The results of the postal ballot will also be displayed on the Company's website i.e., [www.destinyinfra.in](http://www.destinyinfra.in).

The resolutions, if passed by requisite majority, will be taken as passed effectively on the last date specified by the Company for e-voting, i.e., Tuesday, July 05, 2022. The members are requested to consider and, if thought fit, pass the following resolutions:

## **SPECIAL BUSINESS:**

### **1. TO ACCORD APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY**

"RESOLVED THAT pursuant to the provisions of Sections 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the provisions in the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be considered necessary from appropriate Authorities and subject to such terms and conditions, the consent of the members of the Company be and is hereby accorded for the increase in Authorised Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Number of Equity Shares Issuable of Rs. 10/- (Rupees Ten) each to Rs. 16,00,00,000/- (Rupees Sixteen Crores only) divided into 1,60,00,000 (One Crores Sixty Lakhs) Number of Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari-passu with the existing shares in all respects and the existing Clause V of the Memorandum of Association and Article of Association of the Company be altered accordingly."

"RESOLVED FURTHER THAT, any of the Directors the Company be and is hereby authorized to file, sign, verify and execute all such forms, papers or documents, as may be required with the appropriate authorities and to do all such acts, deeds and things as may be necessary and/or incidental for giving effect to the forgoing resolution."





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## **2. TO ACCORD APPROVAL FOR ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

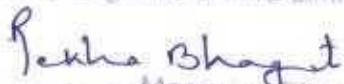
"RESOLVED THAT, pursuant to provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions, if any, required from any authority, the Consent of the members of the Company be and is hereby accorded to alter the existing clause V of the Memorandum of Association of the company relating to share capital by deletion of existing clause and by substituting in its place the following new clause V:

"The Authorized Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crores only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Number of Equity Shares of Face Value Rs. 10/- (Rupees Ten only) each with a power to Board of Directors to increase or reduce the capital and to consolidate or sub divide the shares and issue shares of higher or lower denomination and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges and conditions attached thereto as may be determined by or in accordance with the articles of association of the company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time be permitted by the articles of association of the company or the legislature provisions for the time being in force in that behalf."

"RESOLVED FURTHER THAT, any of the Directors the Company be and is hereby authorized to file, sign, verify and execute all such forms, papers or documents, as may be required with the appropriate authorities and to do all such acts, deeds and things as may be necessary and/or incidental for giving effect to the forgoing resolution."

Place: Kolkata  
Date: May 30, 2022

By order of the Board of Directors  
For Destiny Logistics & Infra Limited  
Destiny Logistics & Infra Limited

  
Mrs. Rekha Bhagat  
Managing Director



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## NOTES:

1. Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act, setting out the material facts pertaining to the resolutions are annexed hereto along with Postal Ballot Notice ("Notice") for your consideration.
2. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Wednesday, June 01, 2022, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
3. This Notice along with the instructions regarding e-voting is being sent by e-mail to all those Members, whose e-mail addresses are registered with the Company or with the National Securities Depository Limited and Central Depository Services (India) Limited and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off Date, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 19/2021 dated December 08, 2021 ("MCA Circulars"). Physical copy of the Notice and Postal Ballot Form are being sent to those members who have not registered their e-mail address with the Company or the Depository Participant(s) along with postage prepaid self-addressed Business Reply Envelope ('BRE'). The Notice shall also be uploaded on the website of the Company i.e., [www.destinyinfra.in](http://www.destinyinfra.in), and on the website of CDSL i.e., <https://www.cdslindia.com/>.
4. In compliance with provisions of Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged CDSL as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically ("remote e-voting").
5. Kindly note that the Members can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. If Members are opting for e-voting, Members are requested not to vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done through e-voting shall prevail and votes cast through the Physical Ballot will be treated as invalid.
6. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed Business Reply Envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on Tuesday, July 05, 2022. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered / speed post at the expense of the Member will also be accepted.





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7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Wednesday, June 01, 2022, being the cut-off date fixed for the purpose.
8. E-voting shall commence on, Monday, June 06, 2022 at 9.00 A.M. (IST) and ends on Tuesday, July 05, 2022 at 5.00 P.M. (IST). The e-voting module shall be disabled for voting thereafter.
9. The Board of the Company has appointed Mrs. Ankita Dey (Membership No. ACS - 62192 & CP No. - 23218), of M/s. Ankita Dey & Associates, Practicing Company Secretaries as scrutinizer (hereinafter referred as the "**Scrutinizer**") for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
10. Upon completion of scrutiny of the votes, the Scrutinizer will submit his final report to the Chairman of the meeting or to the person authorised by him as soon as possible after the last date of e-voting but not later than Thursday, July 07, 2022. The Results of the E-voting/Postal Ballot will be declared on or before Thursday, July 07, 2022, at the registered office of the Company and displayed at the registered office and on the website of the Company, on the website of Cameo and intimated to NSE, Stock Exchange on which the equity shares of the Company are listed.
11. The Postal Ballot Notice is also being uploaded on the Company's website, i.e., [www.destinyinfra.in](http://www.destinyinfra.in).
12. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Tuesday, July 05, 2022, being the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting.
13. In this Notice and the statement of material facts, the term "shareholder(s)" and "member(s)" are used interchangeably.
14. Members can also register their e-mail IDs and contact numbers with the Company by sending details to their respective depositories, CDSL and/or NSDL or with the Registrar and Transfer Agent, viz., Cameo to enable the Company to communicate to the members, the information about various developments in the Company via email/SMS.



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15. The remote e-voting process shall be as under:

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on Monday June 06, 2022 at 9.00 A.M. (IST) and ends on Tuesday July 05, 2022 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 the cut-off date of Wednesday June 01, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

- (iv) 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.





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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 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>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. 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>3) 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>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 or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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	<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.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-</li></ol>



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with NSDL Depository	<p>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.</p> <p>2) 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></p> <p>3) 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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>





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**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 toll free no. 1800 22 55 33
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

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

(v) 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](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.



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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 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.</li></ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.





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- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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@destinyinfra.in](mailto:cs@destinyinfra.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



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**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 22 55 33

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 22 55 33





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## EXPLANATORY STATEMENT

[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013]

### ITEM NO. 1: - TO ACCORD APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

Presently the Authorised Share Capital of the Company stands at Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Number of Equity Shares Issuable of Rs. 10/- each.

The Board of Directors of the Company at its meeting held on 30<sup>th</sup> May, 2022 decided to increase the Authorized Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Number of Equity Shares Issuable of Rs. 10/- (Rupees Ten) each to Rs. 16,00,00,000 /- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Number of Equity Shares of Rs. 10/- (Rupees Ten) each, on account of fund raising through the proposed Rights Issue of Equity Shares.

Pursuant to Section 13, 61, 64 of the Companies Act, 2013, the increase in authorised share capital requires approval of the members of the Company by way of passing a resolution to the effect. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 1 for increase in Authorized Share Capital of the Company.

The Directors of the Company and their relatives are deemed to be concerned or interested in Items No. 1 only to the extent of shares held by them, if any, in the Company.

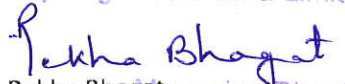
### ITEM NO. 2: - TO ACCORD APPROVAL FOR ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

Pursuant to Sections 13, 61, 64 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing a resolution to the effect. Accordingly, consent of the members is sought for passing a Special Resolution as set out in Item No. 2 for amendment in Clause V of the Memorandum of Association of the Company pursuant to increase in Authorized Share Capital of the Company.

Copy of existing Memorandum of Association and the revised Memorandum of Association will be available for inspection by the Members at the Registered Office of the Company between 11 A.M. to 5 P.M. on all working days excluding Saturdays, Sundays & holidays, till the last date of Voting.

The Directors of the Company and their relatives are deemed to be concerned or interested in Items No. 2 only to the extent of shares held by them, if any, in the Company.

Place: Kolkata  
Date: May 30<sup>th</sup>, 2022

By order of the Board of Directors  
For Destiny Logistics & Infra Limited  
Destiny Logistics & Infra Limited  
  
Mr. Rekha Bhagat Managing Director  
Managing Director



# DESTINY LOGISTICS & INFRA LIMITED

(Formerly Destiny Logistic Limited)

CIN: L63090WB2011PLC165520

## POSTAL BALLOT FORM

Serial No. :

Name(s) of Member(s) :  
(including joint holders,  
if any)

Registered address of the :  
sole/first named Member

Registered Folio No. / :  
DP ID & Client ID\*  
(\*Applicable to Members  
holding equity shares in  
dematerialized form)

No. of equity shares held :

I/We hereby exercise my/our vote in respect of the following resolutions to be passed through postal ballot for the businesses stated in the postal ballot notice of the Company dated May 30<sup>th</sup>, 2022 ("Notice"), by conveying my/our assent or dissent to the said resolution by placing tick (✓) mark at the appropriate boxes below:

Sr. No.	Brief description of the resolution(s)	Type of resolution	No. of equity shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	TO ACCORD APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY	ORDINARY			
2.	TO ACCORD APPROVAL FOR ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY	ORDINARY			

Place:

Date :

E-mail address: \_\_\_\_\_

(Signature of the Member/Authorized Representative)

Contact No.: \_\_\_\_\_

\*Last date for receipt of Postal Ballot Form by the Scrutinizer: Tuesday, July 05, 2022 by 5:00 P.M. (IST)

### ELECTRONIC VOTING PARTICULARS

The remote e-voting ("E-voting") facility is available at the link: <https://www.evotingindia.com>. The E-voting particulars are as set out below:

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD

The E-voting facility will be available during the following period:

Commencement of E-voting	End of E-voting
Monday, June 06, 2022 from 9:00 A.M (IST)	Tuesday, July 05, 2022 at 5:00 P.M. (IST)





# **DESTINY LOGISTICS & INFRA LIMITED**

***(Formerly Destiny Logistic Limited)***

**CIN: L63090WB2011PLC165520**

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- Notes:**
1. please read the instructions printed below carefully before exercising the vote through this form.
  2. For E-voting facility, please refer "Instructions for Shareholders for Electronic Voting (E-Voting)" in the Notice attached.
  3. E-voting shall be disabled on Tuesday, July 05, 2022 at 5:00 P.M. (IST).

## **INSTRUCTIONS**

1. A Member desiring to exercise vote by Postal Ballot may complete this postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. Postage will be borne and paid by the Company.
2. The Form should be completed and signed by the Member, as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
3. Duly completed Postal Ballot Form should reach on or before the close of working hours on Tuesday, July 05, 2022. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member has not been received.
4. There will be only one Postal Ballot Form for every folio/demat account irrespective of the number of joint holder(s).
5. In case of shares held by Companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/Authority Letter.
6. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
7. A Member need not use all the votes or cast all the votes in the same way.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
9. The Company is pleased to offer E-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of despatching Postal Ballot Form. E-voting is optional. The detailed procedure for E-voting is enumerated in the Notes to the Postal Ballot Notice.
10. A Member may request for duplicate Postal Ballot Form from Cameo Corporate Services Limited, Subramanian Building, No.1 Club House Road, Chennai, Tamil Nadu – 600002, India or from the Company at its Registered Office at 375, Dakshindari Road, Kolkata, Parganas North, West Bengal – 70048, India or download the same from the Company's website [www.destinyinfra.in](http://www.destinyinfra.in).