



# DESTINY LOGISTICS & INFRA LIMITED

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

**CIN: L63090WB2011PLC165520**

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## POSTAL BALLOT NOTICE

### **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 that the resolutions set out below are proposed for approval by the members of Destiny Logistics & Infra Limited (**"the Company"**) by means of Postal Ballot, only by remote e-voting process (**"e-voting"**) being provided by the Company to all its members to cast their votes electronically 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.

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, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 12, 2022 and 09/2023 dated September 25, 2023 (**"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, this Postal Ballot Notice is being sent only through electronic mode to those members who have registered their email addresses with the Company or Depository Participant / Depository / Cameo Corporate Services Limited, the Company's Registrar & Transfer Agent (hereinafter referred as **"RTA"** or **"CAMEO"**). Physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot process. If your email address is not registered with the Company/Depository Participant, please follow the process provided in the Notes appended below to receive this Postal Ballot Notice and login ID and Password for remote e-voting. The communication of the assent or dissent of the Members on the proposed resolution would only take place through the remote e-voting system.

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

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 Company has engaged the services of Cameo Corporate Services Limited (**"Cameo India"** or **"Registrar and Transfer Agent"**) as the agency to provide e-voting facility.



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Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	Sunday, May 04, 2025 at 9.00 A.M. (IST)
End of e-voting:	Monday, June 02, 2025 at 5.00 P.M. (IST)

The Board of Directors of the Company has appointed Mr. Gouri Shanker Mishra (Membership No. F 6906 & CP No. 13581) of M/s. BGSMISHRA & Associates, Company Secretaries LLP 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 Chairperson 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 Wednesday, June 04, 2025, at the registered office of the Company and will be displayed at the registered office of the Company and intimated/communicated to National Stock Exchange of India 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., Monday, June 02, 2025. The members are requested to consider and, if thought fit, pass the following resolutions:

## **SPECIAL BUSINESS**

### **1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of 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. 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 49,00,00,000/- (Rupees Forty- Nine Crore Only) divided into 4,90,00,000 (Four Crore Ninety Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu with the existing shares in all respects and the existing Clause V of the Memorandum 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 and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”



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## **2. ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**“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. 49,00,00,000/- (Rupees Forty- Nine Crore Only) divided into 4,90,00,000 (Four Crore Ninety Lakhs) Equity Shares of 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.”

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

**Rekha Bhagat  
Managing Director  
DIN: 03564763**

**Place: Kolkata  
Date: April 30, 2025**



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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 Friday, April 25, 2025, 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, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 12, 2022 and 09/2023 dated September 25, 2023 (“MCA Circulars”). The Notice shall also be uploaded on the website of the Company i.e., [www.destinyinfra.in](http://www.destinyinfra.in).

If your email address is not registered with the Company/Depository Participant, you may register the same to receive this Postal Ballot Notice and the procedure for remote e-voting by completing the process for registration of e-mail address. Members can 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.

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. Voting rights in the remote e-voting cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorised representatives, with proof of their authorization.

6. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, April 25, 2025, being the cut-off date fixed for the purpose.

7. E-voting shall commence on, Sunday, May 04, 2025 at 9.00 A.M. (IST) and end on Monday, June 02, 2025 at 5.00 P.M. (IST). The e-voting module shall be disabled for voting thereafter.

8. The Board of the Company has appointed Mr. Gouri Shanker Mishra (Membership No. F 6906 & CP No. 13581) of M/s. BGSMISHRA & Associates, Company Secretaries LLP as scrutinizer (hereinafter



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referred as the “**Scrutinizer**”) for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

9. Upon completion of scrutiny of the votes, the Scrutinizer will submit the final report to the Chairperson 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 Wednesday, June 04, 2025. The Results of the E-voting/Postal Ballot will be declared on or before Wednesday, June 04, 2025, 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.

10. The Postal Ballot Notice is also being uploaded on the Company’s website, i.e., [www.destinyinfra.in](http://www.destinyinfra.in).

11. The Resolutions, if passed by requisite majority shall be deemed to have been passed on the last date of remote e-voting i.e., Monday, June 02, 2025.

12. In this Notice and the statement of material facts, the term “shareholder(s)” and “member(s)” are used interchangeably.

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

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

(i) The voting period begins on Sunday, May 04, 2025 at 9.00 A.M. (IST) and end on Monday, June 02, 2025 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 Friday, April 25, 2025 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 shareholder’s/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.



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**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.

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 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>





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Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>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-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 <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.



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**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.: 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.

(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.
- 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence</li></ul>





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	number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> 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.

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.



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(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 account 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) (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 Aadhaar 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



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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: - INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY**

Presently the Authorised Share Capital of the Company stands at Rs. 25,00,00,000 /- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Number of Equity Shares of Rs. 10/- each.

The Board of Directors of the Company at its meeting held on 30th April, 2025 recommended to increase the Authorized Capital of the Company from Rs. 25,00,00,000 /- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Number of Equity Shares of Rs. 10/- each to Rs. 49,00,00,000/- (Rupees Forty- Nine Crore Only) divided into 4,90,00,000 (Four Crore Ninety Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

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 Item No. 1 only to the extent of shares held by them in the Company.

### **ITEM NO. 2: - 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 an Ordinary 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 Item No. 2 only to the extent of shares held by them in the Company.

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

**Rekha Bhagat  
Managing Director  
DIN: 03564763**

**Place: Kolkata  
Date: April 30, 2025**