



## POSTAL BALLOT NOTICE

Notice is hereby given that, pursuant to provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, General Circular No.14 and 17 dated April 8 and 13, 2020 respectively and any other applicable laws and regulations, if any, to transact the following businesses of the company by the members of the Professional Couriers Network Limited by passing resolutions through postal ballot through E-voting.

In view of the situation arising due to Coronavirus (COVID-19) pandemic and extended lockdown, MCA has issued Circulars giving certain relaxation in the provisions of the Act and the Rules for facilitating resolutions by companies, realizing the challenges faced by the companies in providing physical Postal Ballot voting facility to Members. Accordingly, this Postal Ballot Notice is being sent by email to all its Members whose email addresses are available with the Company. For more details in this regard, your attention is invited to Note No. 4 of the Notes to this Notice.

The detailed procedures for voting through “electronic means” are given below the Explanatory Statement attached herewith.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equityshare capital of the Company as on the Cut-off date viz., 07<sup>th</sup> September, 2020.

The Board of Directors (the Board) has appointed Mr. N Balachandran, Practicing Company Secretary, Chennai as the Scrutinizer, at its meeting held on 07.09.2020, for conducting the voting by “electronic means” in a fair and transparent manner.

Members are, therefore, requested to carefully read the instructions printed for voting by “electronic means”, and to cast their votes electronically from 10.09.2020 (9.00 a.m.) to 09.10.2020 (5.00 p.m.) by following the procedures as explained in the Explanatory Statement.

The Members are requested to carefully read and follow the instructions on remote e-voting printed in the Notes to this Notice.

The Scrutinizer will submit his report to the Authorized Director or any Authorized person appointed by the Chairman / Managing Director for declaration of the result of the remote e-voting on or before 12.10.2020 at 5.00 p.m. at the Registered office of the Company in case the normalcy is restored. In case of lock-down, the results of the e-voting and the Scrutinizer's report will be placed on the Company's website [www.pcnl.in](http://www.pcnl.in).

**Regd. Office :** "AL-Barakkah Towers", No.10, K.B. Dasan Road, Alwarpet, Chennai - 600 018. Phone : 044 - 42316425 / 26  
E-mail : [maaco-admin@tpcmaa.in](mailto:maaco-admin@tpcmaa.in)

**Corporate Head Off. :** 306, 3rd Floor, Jade Arcade, M.G. Road, Paradise Circle, Secunderabad - 500 003 Telangana State  
Phone : 040-27890185 / 86 E-mail : [cho-gm@tpcglobe.co.in](mailto:cho-gm@tpcglobe.co.in)  
URL : [www.tpcglobe.com](http://www.tpcglobe.com)  
CIN : U74950TN2007PLC062401

The last date of e-voting, i.e., Friday, the 09<sup>th</sup> October, 2020 will be taken as the date of passing of the said Resolutions by the Members of the Company.

Members requiring any clarification may contact Mr. Wahidullah, at the registered office of the Company or through e-mail viz., investor.relations@pcnl.in or telephone 044-4231 6425

All documents, referred to in this Notice and in the Explanatory Statement referred to under Section 102(1) of the Act 2013, are open for inspection at the Registered Office of the Company, during office hours on all working days between 10.00 A.M. and 12.00 Noon upto Friday, the 09<sup>th</sup> October, 2020.

**Special Business:**

**1. Increase in Authorized Share capital:**

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

**“RESOLVED THAT**, pursuant to sections 13, 61 and other applicable provisions of the Companies Act, 2013, the authorised share capital of the Company is be and hereby increased from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) comprising of 2,00,00,000 (Two Crores Only) equity shares of Rs. 10/- (Rupees Ten Only) each increased to Rs. 41,00,00,000 (Rupees Forty One Crores Only) comprising of 4,10,00,000 (Four Crores Ten Lakhs Only) equity shares of Rs. 10/- (Rupees Ten Only) each.

**2. Alteration of Memorandum of Association:**

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

**RESOLVED THAT** pursuant to sections 13, 61 and other applicable provisions of the Companies Act, 2013, the existing Clause V relating to the share capital in the Memorandum of Association of the company be altered by substituting the following clause in place of the existing clause:

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V. The Authorized Share Capital of the company is Rs. 41,00,00,000 (Rupees Forty one Crores Only) divided into 4,10,00,000 (Four Crores Ten Lakhs Only) Equity share of Rs. 10/- (Rupees Ten Only) each. The company shall have power time to time increase or reduce its capital. The shares forming the capital (original, increased, or reduced) of the company may be subdivided, consolidated, or divided into such classes, with any preferential, deferred, qualified, special or other rights, privileges, or conditions attached thereto and be held upon such terms as may be determined by the Articles of Association and regulations of the company for time being or otherwise.

By Order of the Board,  
For **PROFESSIONAL COURIERS NETWORK LIMITED**



**S Ahamed Meeran**  
Managing Director  
DIN : 00094209

Place: Chennai  
Date: 07<sup>th</sup> September, 2020

Note:-

1. In compliance with the requirements of the MCA Circulars in prevailing covid 19 situation, Members are required to communicate their assent or dissent through the remote e-voting system only.
2. As per the General Circulars No.14 and 17 dated April 8 and 13, 2020 respectively in view of the present Covid -19 pandemic situation, in accordance with the rule 18 of the companies ( Management and Administration) Rules, 2014 ( the rules), the notices to members may be given **only through e-mails registered** with the company .
3. This postal ballot notice through E-Voting is also placed on the website of the Company namely [www.pcnl.in](http://www.pcnl.in).
4. The shareholder/members who have not registered their Email ID with the company are requested to register your email ID either by a separate communication sent by post to the registered office of the company or you can send your email ID reference to the designated Email ID namely: [investor.relations@pcnl.in](mailto:investor.relations@pcnl.in) along with your Name, Folio No and Mobile No.

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5. Members are also requested to quote the folio of the register of members in all their correspondence.
6. Shareholders who happen to hold shares in identical orders of names in different folios of the register of members are requested to write to the company to consolidate their holdings.
7. In accordance with provision of section 108 of Companies Act,2013 read with Companies (Management and Administration) Rules 2014 e-voting facility have been provided to the members.
8. The Board of Directors has appointed Mr. N.Balachandran (M.No -5113, C.P No- 3200) Practicing Company Secretary, Chennai as Scrutinizer for conducting the ballot through e-voting in a fair and transparent manner.
9. The company has engaged the services of M/s. KFIN Technologies Pvt. Ltd, Chennai to provide e-voting facilities enabling the members to cast their vote in a secured manner.
10. The E-voting Period would commence on 10<sup>th</sup> September 2020 (9.00AM) and ends on 09<sup>th</sup> October, 2020 (5.00PM). The e-voting module shall be disabled byScrutinizer for voting thereafter. Once the vote on a resolution is cast by the shareholders, the shareholder cannot change it subsequently.
11. Shareholders of the company holding shares, as on the cutoff date i.e., 07<sup>th</sup> September, 2020 may cast their vote electronically.
12. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the Meeting.
13. Resolutions, if passed by the Members through E-voting are deemed to have been duly passed on the last date specified for the e-voting.
14. The results of the e-voting will be placed on or before 12<sup>th</sup> October 2020 at the Company's website at [www.pcnl.in](http://www.pcnl.in).
15. person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
16. Provided that once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again
17. The E-voting facility will be blocked after 09<sup>th</sup> October, 2020 (5.00PM)

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Explanatory statement pursuant to section 102 of the companies Act, 2013

**Item No. 1 and 2**

Your Company issued 30,69,758 (Thirty Lakh Sixty Nine Thousand Seven Hundred Fifty Eight Only) Compulsorily convertible debentures (CCDs) of Rs.100, aggregating to Rs. 30,69,75,800 (Rupees Thirty Crores Sixty Nine Lakh Seventy Five Thousand Eight Hundred), on a preferential issue basis to certain specific Debenture Holders to meet the requirement of cash flow of the company and its expanded activities and the same was approved in its EGM held on 27th March, 2015 and 28th March, 2016 .The same are due for conversion in due course.

Due to the prevailing pandemic situation the Extra-Ordinary General Meeting earlier scheduled in this regard on 31st March, 2020 could not be convened.

To accommodate the same the authorised share capital has to be increased to Rs. 41,00,00,000 (Rs. Forty One Crores) and for which the E-voting procedure has been initiated anew.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 1 & 2.

The Board recommends the resolutions 1 and 2 for approval of the Members through E-voting.

By Order of the Board,  
For **PROFESSIONAL COURIERS NETWORK LIMITED**



**S Ahamed Meeran**  
Managing Director  
DIN : 00094209

Place: Chennai  
Date: 07<sup>th</sup> September, 2020

PROCEDURE AND INSTRUCTIONS FOR E-VOTING.

In compliance with provisions of Sections 108, 110 and other applicable provisions of the Act read with Rules framed thereunder and SS-2, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post.

The procedure and instructions for e-voting are as follows:

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

<b>User – ID</b>	<b>For Members holding shares in Physical Form:-</b> <ul style="list-style-type: none"> <li>• <b>Event no. followed by Folio Number registered with the company</b></li> </ul>
<b>Password</b>	<b>Your Unique password will be forwarded to your registered email through separate mail</b>
<b>Captcha</b>	<b>Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.</b>

- iii) Please contact KFIN toll free No. 1-800-34-54-001 for any further clarifications.
- iv) After entering these details appropriately, click on "LOGIN".
- v) Members holding shares in Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) You need to login again with the new credentials.
- vii) On successful login, system will prompt to select the 'Event' i.e., '**Company Name**'.

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- viii) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'
- ix) After selecting the resolution if you have decided to vote, 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.
- x) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xi) Corporate/Institutional Members (corporate /Fls/Flls/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to [baloogetha@gmail.com](mailto:baloogetha@gmail.com) with copy to [evoting@karvy.com](mailto:evoting@karvy.com). The file scanned image of the Board Resolution should be in the naming format "Corporate Name\_ Event no."

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