

April 24, 2023

To,

Bombay Stock Exchange Ltd.,

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai 400 001

Company Code No. 531120**The National Stock Exchange of India Ltd.**

Exchange Plaza,

Bandra - Kurla Complex,

Mumbai 400 051

Company Code: PATELENG/EQ**Subject: Notice of Postal Ballot & Remote E-voting**

Dear Sir,

In compliance with Regulation 30 and other applicable provisions of SEBI (Listing Obligation & Disclosure Requirements), Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice dated April 20, 2023, seeking approval of the Members of the Company in respect of the following resolutions for your information and records.

Item no.	Special Business (es)	Resolution Type
1	Appointment of Ms. Sunanda Rajendran (DIN: 00381885) as a Director and Re-appointment as an Independent Director of the Company for second term	Special Resolution
2	Appointment of Mr. Shambhu Singh (DIN: 01219193) as an Independent Director	Special Resolution
3	Appointment of Mr. Ashwin Parmar (DIN: 00055591) as an Independent Director	Special Resolution
4	Alteration in the Articles of Association of the Company	Special Resolution

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 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, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), this Notice is sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, April 21, 2023 ("Cutoff date"), seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the service of NSDL for purpose of providing Remote E-Voting facility to all its Members. The Remote E-Voting will commence from Wednesday, April 26, 2023 (9.00 am) and shall end on Thursday, May 25, 2023 (5.00 p.m).

The Results of the Postal Ballot will be declared on or before 5.00 p.m. (IST) May 27, 2023 and also be displayed on the Company's website www.pateleng.com and on the website of National Securities Depository Limited ("NSDL") www.evoting.nsdl.com. The results will be intimate to the Stock Exchanges where the Company's shares are listed.

Thanking you,

Yours faithfully,

For **Patel Engineering Ltd****Shobha Shetty****Company Secretary**

Membership no. F10047

Encl: a/a

REGD. OFFICE:

Patel Estate Road, Jogeshwari (W), Mumbai – 400 102. India
Phone +91 22 26767500, 26782916 Fax +91 22 26782455, 26781505
Email headoffice@pateleng.com Website www.pateleng.com

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear member(s),

NOTICE is hereby given, pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (“the Act”) read together with the Companies (Management and Administration) Rules, 2014, as amended (“the Rules”), 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, 20/2021 dated December 8, 2021 and 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions as set out in this Postal Ballot Notice (“the Notice” or “the Postal Ballot Notice”) is proposed to be passed as Special Resolutions by members (as on the Cut-off date), through postal ballot (the “Postal Ballot”) only by way of remote e-voting (“e-voting”) process.

An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof forms part of the Notice.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

The Board has appointed Mr. Makarand M. Joshi (Membership No. FCS 5533) (CP No. 3662) failing him Ms. Kumudini Bhalerao (Membership No. FCS 6667) (CP No. 6690), Partners of M/s. Makarand M. Joshi & Co, Practicing Company Secretaries, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating e-voting. The Company has made necessary arrangements with Link Intime India Private Limited, Registrar and Share Transfer Agent (“RTA”) to enable the members to register their e-mail address. Those members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice. Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on May 25, 2023. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time. The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced on or before May 27, 2023. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice. The last date of e-voting, i.e. May 25, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

Resolutions

1. Appointment of Ms. Sunanda Rajendran (DIN: 00381885) as a Director and Re-appointment as an Independent Director of the Company for second term.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“Resolved that Ms. Sunanda Rajendran (DIN 00381885), an existing Independent Director of the Company, who held office up to March 23, 2023, was appointed as an Additional Director (Non-Executive, Independent) of the Company, with effect from March 24, 2023 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 (“Act”) read with the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

Resolved further that pursuant to the provisions of Sections 149, 150 152 and other applicable provisions, if any of the Act, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (“SEBI Listing Regulations”) as amended from time to time, the re-appointment of Ms. Sunanda Rajendran (DIN 00381885), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for re-appointment as an Independent Director of the Company for the second consecutive term of three years, be and is hereby re-appointed as an Independent Director of the Company for a period of three years till March 23, 2026 and that she shall not be liable to retire by rotation.

Resolved further that the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. Appointment of Mr. Shambhu Singh (DIN: 01219193) as an Independent Director

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“Resolved that pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (“ SEBI Listing Regulations”) as amended from time to time, the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Shambhu Singh (DIN: 01219193), who was appointed as an Additional Director (Non-Executive and Independent Director) of the Company with effect from March 01, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as an Independent (Non-Executive) Director of the Company for a period of one year till February 29, 2024 and that he shall be not liable to retire by rotation.”

Resolved further that the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. Appointment of Mr. Ashwin Parmar (DIN: 00055591) as an Independent Director

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“Resolved that pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (“ SEBI Listing Regulations”) as amended from time to time, the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Ashwin Parmar (DIN: 00055591), who was appointed as an Additional Director (Non-Executive and Independent Director) of the Company with effect from April 20, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as an Independent (Non-Executive) Director of the Company for a period of three years till April 19, 2026 and that he shall be not liable to retire by rotation.”

Resolved further that the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company

to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. Alteration in the Articles of Association of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“Resolved that pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to the following alterations to the Articles of Association of the Company:

The following Article 92(3) (Appointment of Nominee Director by Debenture Trustees) be inserted after the existing Article 92(2)

92(3) Notwithstanding anything contained in this Articles, the Board shall have the power, on receipt of the nomination by the Debenture Trustee to appoint a Nominee Director on the Board of the Company, in the following circumstances:

- i. two consecutive defaults in payment of interest to the debenture holders; or*
- ii. default in creation of security for debentures; or*
- iii. default in redemption of the debentures.*

Such Nominee Director may not be liable to retire by rotation nor be required to hold any qualification shares.

The Debenture Trustee may have the right to remove such Nominee Director so appointed and also in the case of death or resignation or vacancy for any reasons whatsoever in the Nominee Director/s so appointed, at any time appoint any other person as Nominee Director. Such appointment or removal shall be made in writing to the Company.

Resolved further that any Director or Company Secretary of the Company be and is hereby authorized to perform and execute all such acts, deeds, matters and things, as may be necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental thereto.”

Registered Office

Patel Engineering Ltd,
Patel Estate Road,
Jogeshwari (West),
Mumbai-400 102.
CIN: L99999MH1949PLC007039

**By the order of the Board of Directors of
Patel Engineering Limited**

Sd/-

Shobha Shetty

Company Secretary

Membership No. F10047

Mumbai

April 20, 2023

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) stating all material facts and the reason/ rationale for the proposed resolutions is annexed hereto and forms part of this Notice.
2. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment are also annexed to this Notice.
3. In compliance with Sections 110 and 108 of the Act and Rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically through remote e-voting facility provided by NSDL. The instructions for electronic voting are annexed to this Notice.
4. Voting rights of the members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, April 21, 2023 (“Cut-off date”). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting.
5. The remote e-voting period commences at 9:00 A.M. (IST) on Wednesday, April 26, 2023 and will end at 5:00 P.M. (IST) on Thursday, May 25, 2023, thereafter remote e-voting module will be blocked and voting shall not be allowed beyond said time. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date, i.e. April 21, 2023, may cast their vote electronically. Once a member casts the vote on the Resolution, he or she will not be allowed to change it subsequently.

6. In compliance with MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, as on April 21, 2023, and whose e-mail addresses are registered with the Company or with the Depository Participant.
7. Members who have not registered their email address with the Company or Depository Participant may complete the email registration process as under:
 - a. In case shares are held in physical mode please provide 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 investors@pateleng.com
 - b. Members holding shares in demat form can update their email address with their Depository Participant.
8. Members may note that this Postal Ballot Notice will also be available on the Company's website at www.pateleng.com, websites of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL www.evoting.nsdl.com.
9. All documents referred to in this Postal Ballot Notice and the Explanatory Statement would be available for inspection through electronic mode upto closure of e-voting on May 25, 2023 on request being sent to email id: investors@pateleng.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
10. Mr. Makarand M. Joshi (Membership No. FCS 5533) (CP No. 3662) failing him Ms. Kumudini Bhalerao (Membership No. FCS 6667) (CP No. 6690), Partners of M/s. Makarand M. Joshi & Co, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the remote e-voting module in a fair and transparent manner.
11. The Scrutinizer shall, after the conclusion of voting through remote e-voting unblock the votes cast through remote e-voting and make a scrutinizer's report of the total votes cast in favour and against, if any, and submit his report to the Chairman of the Company or any person authorised by him, on or before May 27, 2023. The declared Results along with the Scrutinizer's Report will be submitted to the BSE Limited & National Stock Exchange of India Limited, available on the Company's website at www.pateleng.com, National Securities Depository Limited ('NSDL'), engaged by the Company for facilitating e-voting, will also display the Results on its website at www.evoting.nsdl.com.
12. Resolution passed by the members through Postal Ballot are deemed to have been passed as if the same were passed at a general meeting of the members convened in that regard on the last date specified for remote e-voting i.e. Thursday, May 25, 2023.

Important note for shareholders: SEBI has mandated the submission of PAN, KYC details and nomination details by holders of physical securities by September 30, 2023 and linking PAN with Aadhar by June 30, 2023 vide its Circular dated November 3, 2023, December 14, 2021 and March 16, 2023. Shareholders are required to update their PAN, KYC and nomination details.

Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

The instructions for e-voting are as follows:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system


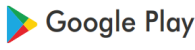


Step 2: Cast your vote electronically on NSDL e-voting system

Step 1: Access to NSDL e-voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat account(s) in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Members	Login Method
<p>Individual Shareholders holding securities in Demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e- voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinisers@mmjc.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.co.in.

Explanatory Statement pursuant to Section 102(1) and 110 of the Companies Act, 2013 ("the Act")

Item No. 1

Ms. Sunanda Rajendran (DIN: 00381885) was appointed as an Independent Director on the Board of the Company effective March 24, 2022 for first term of one year in terms of the provisions of Section 149 of the Act and Regulation 25 of the SEBI Listing Regulations by the members of the Company vide Postal Ballot resolution dated June 19, 2022. Accordingly, the first term of one year of Ms. Rajendran, as Independent Director expired on March 23, 2023.

Pursuant to Section 161 of the Act, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board at its meeting held on February 08, 2023, appointed Sunanda Rajendran ("Ms. Rajendran") as an Additional Director in the capacity of Independent Director of the Company for a term of three (3) years with effect from March 24, 2023 to March 23, 2026 (both days inclusive) subject to the approval of the members through special resolution.

The Company has received:

- (i) consent in writing from Ms. Rajendran to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Ms. Rajendran to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- (v) A notice in writing by a member proposing her candidature under Section 160(1) of the Act.

Based on the performance evaluation of Ms. Rajendran carried out by the Board and the NRC and based on various attributes, *inter-alia*, including attendance at Board and Committee Meetings and her advice, inputs and contribution therein, skills possessed, experience, knowledge acquired with regard to the Company's business, understanding of industry, etc., the Board is of the view that continued association of Ms. Rajendran as an Independent Director of the Company would be of immense benefit and value to the Company.

Ms. Rajendran has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Ms. Rajendran is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the management of the Company.

The details of directorship held by Ms. Rajendran in other companies and other details are given in the Annexure to this Notice.

Brief Profile of Ms. Rajendran as required under SEBI LODR Regulations and SS-2 is provided here under:

Ms. Rajendran, aged 61 years holds a Master's degree in Commerce, Diploma EXIM/ IMP Diploma in International Arbitration, Diploma in Business Management and Secretarial Practice.

Ms. Rajendran has over 38 years of practical work experience with the prestigious Indo Arab Chamber of Commerce and Industry to promote India's International Trade with 24 Arab countries and 36 years of experience with Indo African Chamber Commerce & Industry to establish and promote bilateral trade between India and 55 African countries. During her career, she has led a number of innovative and impactful initiatives across 24 Arab and 53 African countries with the Foreign Trade Promotion Division team. She is the proprietor of Shruthi Enterprises which provides services for Export / Import, documentation and attestation and legalization services to the business community of India.

The draft letter for the appointment of Ms. Rajendran as an Independent Director setting out the terms and conditions is available for inspection by the Members through electronic mode upto closure of e-voting on May 25, 2023 on request being sent to email id: investors@pateleng.com

Save and except for Ms. Rajendran, and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, KMPs of the Company and their relatives are, in any way, concerned or interested, in the Resolutions set out at Item No. 1 of the Notice.

The Board recommends the Special Resolution as set out at Item No. 1 for the consideration and approval of the members.

Item No. 2 & 3

Pursuant to Section 161 of the Act, the Board at its meeting held on February 8, 2023 and April 20, 2023 appointed Mr. Shambhu Singh (DIN: 01219193) ("Mr. Singh") as an Additional Director in the capacity of Independent Director of the Company for a term of one (1) year with effect from March 01, 2023 and Mr. Ashwin Parmar (DIN: 00055591) ("Mr. Parmar") as an Additional Director in the capacity of Independent Director of the Company for a term of three (3) years with effect from April 20, 2023 respectively.

The Company has received:

- (i) consent in writing from Mr. Singh and Mr. Parmar respectively to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Singh and Mr. Parmar respectively to the effect that they is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) a declaration to the effect that they respectively meet the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that they respectively have not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- (v) A notice in writing by a member proposing their candidatures under Section 160(1) of the Act.

The Nomination and Remuneration Committee ("NRC") based on the attributes for the selection of the Independent Director(s), recommended the candidature of Mr. Singh and Mr. Parmar.

In the opinion of the Board, Mr. Singh and Mr. Parmar are persons of integrity, fulfil the conditions for Independence specified in the Act and the Rules made thereunder and the Listing Regulations (LODR) and such other laws / regulations for the time being in force, to the extent applicable to the Company and are independent of the management of the Company.

The Board was satisfied that the appointment of Mr. Singh is justified due to the following reasons: –

- His extensive experience of serving on the Board of various public sector undertakings.
- His knowledge and expertise in Business, governance and sustainability.
- His leadership qualities while performing various roles for the Government of India.
- He being an experienced and highly impactful Administrator.

The Board was satisfied that the appointment of Mr. Parmar is justified due to the following reasons:-

- His deep knowledge and expertise in Business ie Project management and Project execution with sound business acumen and specific knowledge of infrastructure sector for over 30 years.
- His standing as a leader in the corporate world.
- His Market Intelligence led to various strategic business initiatives and work experience with various State/Central agencies.

In terms of Regulation 25(8) of the SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Both have also confirmed that they are in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The details of directorship held by Mr. Singh and Mr. Parmar in other companies and other details are given in the Annexure to this Notice.

Brief Profile of Mr. Singh and Mr. Parmar as required under SEBI LODR Regulations and SS-2 are provided here under:

Mr. Shambhu Singh

Mr. Singh holds a Master's degree in MA (Economics) from Patna University.

He is a retired I.A.S officer and the last position he held before retirement was as a Special Secretary & Financial Adviser at the Ministry of Road Transport, Highways & Shipping, New Delhi. He is an experienced and highly impactful administrator.

In his three and half decade of service, Mr. Singh has held various positions and has driven transformation in all his charges and upheld the highest standards of integrity in them. Amongst these is the Additional Chief Secretary-ship in the Government of Manipur, where he looked after forest and wildlife conservation, the environment, climate change impact, adaptation and mitigation. He also held the post of Joint Secretary in Government of India.

He has served on the Board of various public sector undertakings such as Central Electronic Limited, Dredging Corporation of India Limited, Shipping Corporation of India Limited, Indian Tourism Development Corporation Limited, and India Port Rail & Ropeway Corporation Limited during his tenure as an IAS officer.

Currently, he has been appointed as Chairman of the committee to resolve issues pertaining to Public-Private-Partnership (PPP) Projects of Major Ports in India.

Mr. Ashwin Parmar :

Mr. Parmar graduated in Civil Engineering in 1982 from VJT Institute, Mumbai University followed by Post Graduate Diploma in Construction Management NICMAR in 1985. He has been associated with Projects executed first time in India involving innovative technology such as Tunnel Boring Machine in 1982, Use of No-Dig Technique in 2001 and use of Roller Compacted Concrete for Dam in 2005.

He was last employed in ITD Cementation India Ltd for past 6 years as Executive Vice President heading the Business Development function of the Company as Chief Business Officer. During his leadership role the Company's order book recorded high of over ₹ 20,000 crores.

He was also associated with the Company for 15 years and was holding the position of Vice President and was further elevated to the position of Whole time Director of the Company from April 01, 2014 to April 04, 2016. Before joining the Company in the year 2001, he was working as 'Principal Engineer' with Tata Consulting Engineers. He also has to his credit award of Young Talented Engineer from Indian Concrete Institute. He has presented papers on Durable Concrete using Fly ash, tunneling by Tunnel boring Machine.

He has a vast experience of over 30 years in Project Management and Project Execution with sound business acumen and specific knowledge of infrastructure sector. He has a good understanding of the infra business and possess sharp analytical skills. Market intelligence is one of his core strength and has been involved in formation of various joint ventures for large projects with National and International agencies. He has undertaken various strategic business initiatives and has closely worked with various Central/State agencies.

The Board is of the view that Mr. Singh and Mr. Parmar's knowledge, skills, expertise and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends their appointment in capacity of Independent Directors as a special resolutions as set out above in compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations.

The draft letters for the appointment of Mr. Singh and Mr. Parmar as Independent Directors setting out the terms and conditions are available for inspection by the members through electronic mode upto closure of e-voting on May 25, 2023 on request being sent to email id: investors@pateleng.com.

Save and except for Mr. Singh, Mr. Parmar and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, KMPs of the Company and their relatives are, in any way, concerned or interested, in the Special Resolutions set out at Item No. 2 & 3 of the Notice.

The Board recommends the Special Resolutions as set out at Item No. 2 & 3 for the consideration and approval of the members.

Item No. 4

SEBI vide its notification dated February 2, 2023, bearing reference number SEBI/LAD-NRO/GN/2023/119 ("SEBI Notification"), amended the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI NCS Regulation") wherein it mandated that Articles of Association ("AOA") of an issuer of debt securities should contain a clause authorising the Board of Directors of such issuer company to appoint a person nominated by the Debenture Trustee(s) in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Director on its Board.

Further, in case AOA of issuer companies whose debt securities are already listed on the date of SEBI Notification does not contain a provision for appointing a Nominee Director by Debenture Trustee then such issuer companies should amend their AOA on or before September 30, 2023.

Members are requested to note that the Company has issued debt securities under SEBI NCS Regulations. Further, the existing AOA of the Company does not contain any provisions with respect to appointment of Nominee Director by the Debenture Trustee in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.

Considering the above, the Board of Directors of the Company vide resolution dated April 20, 2023, subject to the approval of the member of the Company, *inter alia* approved amendment to the AOA of the Company to include provisions for the appointment of Nominee Director by the Debenture Trustee.

Members are requested to note that approval of the members of the Company is required in terms of Section 14 of the Act for alteration to the AOA of the Company.

The draft of the amended AOA of the Company is available for inspection by the members through electronic mode upto closure of e-voting on May 25, 2023 on request being sent to email id: investors@pateleng.com

The Board of Directors recommends the Special Resolution set out at Item No. 4 for the consideration and approval of the members.

None of the other Directors, KMPs of the Company and their relatives are, in any way, concerned or interested, in the Special Resolution set out at Item No. 4 of the Notice.

Registered Office

Patel Engineering Ltd,
Patel Estate Road,
Jogeshwari (West),
Mumbai-400 102.
CIN: L99999MH1949PLC007039

Mumbai
April 20, 2023

**By the order of the Board of Directors of
Patel Engineering Limited**

Sd/-
Shobha Shetty
Company Secretary
Membership No. F10047

Annexure

Details of Directors seeking appointment / re-appointment (In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings)

Particulars	Ms. Sunanda Rajendran	Mr. Shambhu Singh	Mr. Ashwin Parmar
DIN	00381885	01219193	00055591
Date of Birth and Age	September 05, 1961 (61 years)	December 28, 1959 (63 years)	November 4, 1960 (62 years)
Date of First Appointment	March 24, 2022	March 1, 2023	April 20, 2023
Qualifications	Master's degree in Commerce, Diploma EXIM/ IMP Diploma in International Arbitration, Diploma in Business Management and Secretarial Practice	M.A. in Economics	B.E. (Civil), Post Graduate Diploma in Construction Management
Expertise in specific functional areas	She has over 38 years of practical work experience with the prestigious Indo Arab Chamber of Commerce and Industry to promote India's International Trade with 24 Arab countries and 36 years of experience with Indo African Chamber Commerce & Industry to establish and promote bilateral trade between India and 55 African countries. During her career, she has led a number of innovative and impactful initiatives across 24 Arab and 53 African countries with the Foreign Trade Promotion Division team.	He is a retired I.A.S officer and the last position he held before retirement was as a Special Secretary & Financial Adviser at the Ministry of Road Transport, Highways & Shipping, New Delhi. He is an experienced and highly impactful administrator. In his three and half decade of service, Mr. Singh has held various positions and has driven transformation in all his charges and upheld the highest standards of integrity in them.	He has vast experience of over 30 years in Project Management & Project Execution with sound business acumen and specific knowledge of infrastructure sector. He has a good understanding of the infra business and possess sharp analytical skills. Market intelligence is one of his core strength and has been involved in formation of various joint ventures for large projects with National & International agencies. He has closely worked with various Central/State agencies
Terms and conditions of appointment / re-appointment	Re-appointment as an Independent Director for a second consecutive term for three years effective from March 24, 2023 to March 23, 2026 and not liable to retire by rotation.	Appointment as an Independent Director for one year effective from March 1, 2023 to February 29, 2024 and not liable to retire by rotation.	Appointment as an Independent Director for three years effective from April 20, 2023 to April 19, 2026 and not liable to retire by rotation.
Details of Remuneration last drawn	During F.Y. 2022-23 Ms. Sunanda Rajendran was paid sitting fees of ₹. 4.50 lakhs	Not Applicable	Not Applicable
Details of Remuneration sought to be paid	Sitting fees for attending Board Meetings and Committee Meetings, if any where she is a member	Sitting fees for attending Board Meetings and Committee Meetings, if any where she is a member	Sitting fees for attending Board Meetings and Committee Meetings, if any where she is a member
Number of Board meetings attended during the year (Financial Year 2022-23)	9 (nine)	Not Applicable	Not Applicable

Directorships held in other companies	<ul style="list-style-type: none"> • Eram Hitech Engineering India Private Limited • Indo Arab Chamber of Commerce and Industries • Indo African Chamber of Commerce and Industry 	<ul style="list-style-type: none"> • C.E. Info Systems Limited • Panaaya Technologies Private Limited • Indic History Awareness & Research Association 	Nil
Listed Entities from which resigned as Director in past 3 years:	Nil	Nil	Nil
Memberships / Chairmanships of committees of other Companies	Nil	Chairperson of Audit Committee of & Member of Stakeholders Grievances Committee of C. E. Infosystems Limited	Nil
Number of Equity Shares held in the Company	Nil	Nil	17,272
Relationships between directors inter-se	There is no inter se relationship between her and any other member of the Board and other KMPs	There is no inter se relationship between him and any other member of the Board and other KMPs	There is no inter se relationship between him and any other member of the Board and other KMPs