

POSTAL BALLOT NOTICE

Pursuant to Section 108 and 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 108 and 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 No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circular”), 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”) are 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 pursuant to Section 102 pertaining to the said resolutions 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 “SEBI 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 resolutions 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.

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 the Notice. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating e-voting. The Company has made necessary arrangements with MUFG Intime India Private Limited (formerly known as 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 20, 2026. 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 Chairperson of the Company (the “Chairperson”) or any other person authorized by the Chairperson, and the result of the e-voting by Postal Ballot will be announced on or before May 21, 2026. 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 20, 2026, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

Resolutions:

Resolution No 1: Appointment of Ms. Sudha Navandar (DIN: 02804964) as an Independent Director.

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

“Resolved that pursuant to 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, (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to regulation 17, 25(2A) and any other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“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, Ms. Sudha Navandar (DIN: 02804964), who was appointed as an Additional (Independent) Director of the Company with effect from March 16, 2026 and who meets the criteria of independence as provided under Section 149(6) of the Act

and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years with effect from March 16, 2026 till March 15, 2029, 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.”

Resolution No. 2: Appointment of Ms. Jana Chatra (DIN: 07149281) as an Independent Director.

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

“**Resolved that** pursuant to 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, (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to regulation 17, 25(2A) and any other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“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, Ms. Jana Chatra (DIN: 07149281), who was appointed as an Additional (Independent) Director of the Company with effect from April 15, 2026 and who meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years with effect from April 15, 2026 till April 14, 2029, 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.”

Registered Office

Patel Engineering Ltd,
Patel Estate Road,
Jogeshwari (West),
Mumbai-400102.
CIN: L99999MH1949PLC007039

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

Sd/-
Shobha Shetty
Company Secretary
Membership No. F10047

**Mumbai
April 15, 2026**

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of 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 LODR 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 17, 2026 ("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 Tuesday, April 21, 2026 and will end at 5:00 P.M. (IST) on Wednesday, May 20, 2026, 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 17, 2026, 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 17, 2026, 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:
 1. 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
 2. 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 20, 2026 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. Vaibhav Dandawate (ACS 51538), failing him, Ms. Deepti Kulkarni (ACS 34733) 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 Chairperson of the Company or any person authorised by him, on or before May 21, 2026. 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. Wednesday, May 20, 2026.

Important note to Shareholders:

- a. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), Bank mandates details, nominations, power of attorney etc.:
- i. **For shares held in electronic form:** to their Depository Participants (DPs).

For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/ MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025. The said forms are available on the Company's website at www.pateleng.com and on the website of the Company's Registrar and Transfer Agents, MUFG Intime India Private Limited at www.in.mpms.mufg.com.

Members may please note that SEBI vide Master Circular No. SEBI/HO/ MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.pateleng.com and on the website of the Company's Registrar and Transfer Agents, MUFG Intime India Private Limited at www.in.mpms.mufg.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.

- b. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making **nomination** is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit Form SH-14. Members who are either not desiring to register nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. The members are requested to submit the said form to their Depository (DP) in case the shares are held in electronic form and to MUFG Intime India Private Limited in case the shares are held in physical form.
- c. Pursuant to SEBI Circular No. SEBI/HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, all Shareholders of the Company are hereby informed that a Special Window is open for a period of one year, from February 05, 2026 to February 04, 2027 for re-lodgement of transfer requests of physical shares, which were lodged prior to the deadline of April 1, 2019 and rejected / returned/ not attended to due to deficiency in the documents/ process/ or otherwise. Investors who have missed earlier deadline of March 31, 2021 (the cut-off date for re-lodgement of transfer deeds) & missed another deadline of January 06, 2026 can take this opportunity by furnishing the necessary documents to the Registrar and Transfer Agent at the following address:
- MUFG Intime India Private Limited (formerly Link Intime India Private Limited),, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra, India, Tel.: +91 810811 6767 / 1800 1020 878, E-mail: investor.helpdesk@in.mpms.mufg.com
- d. Pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, SEBI mandates all the listed companies to record PAN, Address with PIN code, Mobile Number, Bank Account details, Specimen Signature and choice of Nomination of shareholders holding securities in physical mode. While updating Email ID is optional, the security holders are requested to register email id also to avail online services. This is applicable for all security holders holding shares in physical mode.

How do I vote electronically using NSDL e-Voting system?





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

- 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 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<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 use 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.

Type of shareholders	Login Method
	<p>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.</p> <p>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.</p> <p>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 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.</p>
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.com or call at 022 - 4886 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 toll free no. 1800-21-09911

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.com 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 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.com. 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 or send a request to Mr. Sagar S. Gudhate, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. 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
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, Client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@pateleng.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode](#).
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Item No. 1 & 2

Pursuant to Section 161 of the Act, Ms. Sudha Navandar (DIN: 02804964) and Ms. Jana Chatra (DIN: 07149281) were appointed as Additional (Independent) Directors of the Company with effect from March 16, 2026 and April 15, 2026 respectively, for a consecutive term of three years.

The Company has received:

- i. Consent in writing from them 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 Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014 from them to the effect that they are not disqualified under sub-section (2) of Section 164 of the Act.
- iii. A declaration to the effect that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI LODR Regulations.
- iv. Declarations 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 have not been debarred from holding office of 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 candidature under Section 160(1) of the Act.

Brief profile of proposed appointees:

Ms. Sudha Navandar

Ms. Sudha Navandar is a Chartered Accountant by profession. She is also a Certified Public Accountant (USA), and an Insolvency Professional with additional post-qualification certification in Information System Audit (DISA). She has over 30 years of experience in audit, corporate consultancy, insolvency and corporate advisory matters.

She brings her deep understanding of finance and corporate governance to the organization. Her experience in advisory matters equips her to contribute effectively to the company's finance and corporate affairs. She is committed to upholding the highest standards of integrity and professionalism, ensuring that the company operates within the required framework while mitigating risks and fostering growth.

Ms. Jana Chatra

Jana Chatra has over twenty years of experience in consulting across corporate strategy, process redesign, risk management and compliance support in the banking & finance, manufacturing and services sectors. Her clients included the top banks, mutual fund and manufacturing companies in India. She has managed diverse teams in her leadership roles contributing to business performance and delivering on large and complex programs.

Jana has experience in Board positions including in audit and nomination and remuneration committees. She currently holds a Board position in a manufacturing company.

As a Partner in Excelus Capital Advisers, Jana focuses on enhancing regulatory compliance and efficiency improvement for her clients. Jana has previously worked with PwC, KPMG, Zurich Financial Services and WNS (part of Capgemini).

Jana holds a MMS (MBA) degree from Narsee Monjee Institute of Management Studies, and B.Sc. (Chemistry) from Women's Christian College.

The Nomination and Remuneration Committee ("NRC") based on the attributes for the selection of the Independent Director(s), recommended the candidature of Ms. Navandar and Ms. Chatra.

In the opinion of the Board, Ms. Navandar and Ms. Chatra are persons of integrity, fulfil the conditions for Independence specified in the Act and the Rules made thereunder and the SEBI LODR Regulations 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 Ms. Navandar is justified due to following reasons:

- Her extensive experience of serving on the Board of various listed companies.
- Her knowledge and expertise in accounting and finance, taxation, insolvency professional.
- Her comprehensive experience in handling audit and corporate consultancy.

PATEL ENGINEERING LTD

The Board was satisfied that the appointment of Ms. Chatra is justified due to following reasons:

- Her experience in board positions, member of different board level committees.
- Her wide ranging experience in areas such as corporate strategy, business development, process including financial services, industrial products and offshoring.
- Her knowledge in management studies.

In terms of Regulation 25(8) of the SEBI LODR 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 terms and conditions of appointment of Independent Director are available on the website of the Company at <https://pateleng.com/>

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

The Board is of the view that Ms. Navandar and Ms. Chatra's knowledge, skills, expertise and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, the Board recommends their appointment in capacity of Independent Directors as 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 SEBI LODR Regulations.

Save and except for Ms. Navandar, Ms. Chatra 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. 1 & 2 of the Notice.

The Board recommends the Special Resolutions as set out at Item No. 1 & 2 for the consideration and approval of the members.

Registered Office

Patel Engineering Ltd,
Patel Estate Road,
Jogeshwari (West),
Mumbai-400102.
CIN: L99999MH1949PLC007039

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

Sd/-
Shobha Shetty
Company Secretary
Membership No. F10047

Mumbai
April 15, 2026

Annexure I

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. Sudha Navandar
DIN	02804964
Date of Birth and Age	November 2, 1966 and 59 years
Date of First Appointment	March 16, 2026
Qualifications	Ms. Sudha Navandar is a Chartered Accountant by profession. She is also a Certified Public Accountant (USA), and an Insolvency Professional with additional post-qualification certification in Information System Audit (DISA). She has over 30 years of experience in audit, corporate consultancy, insolvency and corporate advisory matters.
Expertise in specific functional areas	Ms. Navandar is a seasoned finance and corporate governance professional with over three decades of experience in audit, corporate consultancy, insolvency and corporate advisory matters. Ms. Navandar is a partner at M/s. Pravin R. Navandar & Co., Chartered Accountants, where she has been engaged in statutory and internal audits, company law advisory and insolvency-related work. She holds Certificates for BRSR and ADR practice too.
Details of Remuneration last drawn (FY 2025-26)	Not applicable
Number of Board meetings attended during the year	Not applicable
Directorships held in other companies	<ol style="list-style-type: none"> 1. Tribhovandas Bhimji Zaveri Ltd 2. Kshitij Capital Advisors Private Ltd 3. Anand Rathi Financial Services Ltd 4. Yasho Industries Ltd 5. Sudarshan Chemical Industries Ltd 6. Hinduja Energy (India) Ltd 7. Hinduja National Power Corporation Ltd 8. Anand Rathi Share and Stock Brokers Ltd 9. Sudarshan Colorants India Ltd
Listed Entities from which resigned as Director in past 3 years:	<ol style="list-style-type: none"> 1. Kolte-Patil Developers Ltd 2. Route Mobile Ltd
Memberships / Chairmanships of committees of other Companies	<p>Audit Committee:</p> <ol style="list-style-type: none"> 1. Tribhovandas Bhimji Zaveri Ltd – Chairperson 2. Yasho Industries Ltd – Member 3. Anand Rathi Financial Services Ltd – Chairperson 4. Sudarshan Chemical Industries Ltd – Chairperson 5. Hinduja Energy (India) Ltd - Member 6. Hinduja National Power Corporation Ltd – Member 7. Sudarshan Colorants India Ltd – Chairperson <p>Nomination and Remuneration Committee:</p> <ol style="list-style-type: none"> 1. Tribhovandas Bhimji Zaveri Ltd – Chairperson 2. Yasho Industries Ltd – Member 3. Anand Rathi Financial Services Ltd – Member 4. Hinduja Energy (India) Ltd – Member 5. Hinduja National Power Corporation Ltd – Chairperson <p>Risk Management Committee:</p> <ol style="list-style-type: none"> 1. Tribhovandas Bhimji Zaveri Ltd – Member

Particulars	Ms. Sudha Navandar
	Corporate Social Responsibility Committee: 1. Tribhovandas Bhimji Zaveri Ltd – Member 2. Anand Rathi Financial Services Ltd – Member 3. Sudarshan Chemical Industries Ltd – Member
Shareholding of Director including shareholding as a beneficial owner	Nil
Relationships between directors inter-se	There is no inter se relationship between her and any other member of the Board and other KMPs.

Particulars	Ms. Jana Chatra
DIN	07149281
Date of Birth and Age	May 4, 1972 and 53 years
Date of First Appointment	April 15, 2026
Qualifications	Ms. Chatra holds MMS (MBA) from Narsee Monjee Institute of Management Studies, University of Mumbai, India and B.Sc. (Chemistry) from Women’s Christian College, Chennai, India
Expertise in specific functional areas	<p>Jana Chatra has over twenty years of experience in consulting across corporate strategy, process redesign, risk management and compliance support in the banking & finance, manufacturing and services sectors. Her clients included the top banks, mutual fund and manufacturing companies in India. She has managed diverse teams in her leadership roles contributing to business performance and delivering on large and complex programs.</p> <p>As a Partner in Excelus Capital Advisers, Jana focuses on enhancing regulatory compliance and efficiency improvement for her clients. Jana has previously worked with PwC, KPMG, Zurich Financial Services and WNS (part of Capgemini).</p>
Details of Remuneration last drawn (FY 2025-26)	Not applicable
Number of Board meetings attended during the year	Not applicable
Directorships held in other companies	BCH Electric Ltd
Listed Entities from which resigned as Director in past 3 years:	Cemindia Projects Ltd
Memberships / Chairmanships of committees of other Companies	Member of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of BCH Electric Ltd
Shareholding of Director including shareholding as a beneficial owner	Nil
Relationships between directors inter-se	There is no inter se relationship between her and any other member of the Board and other KMPs.