



PATEL ENGINEERING LTD.

CIN:L99999MH1949PLC007039

Regd. office: Patel Estate Road, Jogeshwari (West), Mumbai - 400 102
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POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 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, if any, of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and General Circulars No.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs ("the MCA Circulars"), in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" and subject to any other applicable laws and regulations, to transact the special business mentioned below by the members of Patel Engineering Limited ("the Company") by passing resolutions through postal ballot ("Postal Ballot") **ONLY** through remote e-voting.

Considering the current threat posed by COVID-19 pandemic situation, the Company is sending the Postal Ballot Notice only in electronic form to all its members who have registered their e-mail addresses with the Company / Registrar & Transfer Agents / Depository Participants. In compliance with the provisions of Section 108 of the Act, the Company is providing remote e-voting facility to its Members for voting on the resolutions contained in this Postal Ballot Notice. The communication of assent / dissent of the members can only be given through the remote e-voting system, in accordance with the MCA Circulars. The Company is also extending the facility to register the email addresses of the members (please refer to the Notes to the Notice) who have not yet registered the same with the Company/ Depository Participants/the Registrar & Transfer Agents (RTA), in order to enable the members to cast their votes through e-voting facility.

The Explanatory Statement setting out the material facts is annexed to this Notice as required under Sections 102 and 110 of the Act.

The Board of Directors of the Company has appointed M/s. Makarand M. Joshi & Co, Practising Company Secretaries, as scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Please read the instructions provided in the Notes to the Notice and record your assent or dissent by means of remote e-voting facility provided by the Company from 09:00 a.m. on Monday, January 11, 2021 - till 05.00 p.m on Tuesday, February 09, 2021. The resolutions shall be deemed to have been passed on the last date specified by the Company for casting the votes through electronic means.

1. Appointment of Branch Auditor

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

"Resolved that pursuant to provisions of Section 139, 143(8) and any other relevant provisions of the Companies Act, 2013 (the Act) and the Rules framed thereunder and as amended from time to time, M/s. N. H. Karnesh & Associates, Chartered Accountants, (Firm Registration No. 104871W) be and is hereby appointed as Branch Auditor for Realty Division of the Company to fill casual vacancy caused by the resignation of M/s. R. S. Parekh & Co., Chartered Accountants, (Firm Registration No. 136400W), to hold office until the conclusion of the next Annual General Meeting of the Company at such remuneration as may be mutually agreed upon between the Board of Directors/ Managing Director and the Auditor.

Resolved further that any Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the resolution."

For and on behalf of the Board of Directors
Patel Engineering Ltd

Sd/-
Shobha Shetty
Company Secretary
Membership No.: F10047

January 08, 2021

Registered Office
Patel Estate Road,
Jogeshwari (West),
Mumbai - 400102

NOTES

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014 (“the Rules”) setting out the material facts in respect of the business set out in the Postal Ballot Notice (“the Notice”) is annexed hereto for your consideration.
2. The Notice is being sent to all the members whose names appear in the Register of Members on Friday, January 01 2021 i.e. ‘the cut-off date’. Accordingly, the members whose names appear in the Register of Members, has been considered for the purpose of voting. The voting rights of the members shall be in proportion to their equity shares held in the total paid up equity share capital of the Company as on the cut-off date i.e. Friday, January 01, 2021.
3. Pursuant to the provisions of Section 108 of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Regulations”), Electronic Voting (“e-voting”) facility is provided to all the eligible members of the Company. The facility of casting the vote by the members using e-voting system will be provided by Link Intime India Private Limited (“LI IPL”), Electronic Voting Service Provider (“EVSP”) of the Company having its office at C-101, 247 Park, Lal Bahadur Shastri Marg, Gandhi Nagar, Vikhroli (West), Mumbai - 400 083, (Tel: +91 22 4918 6000; Fax: +91 22 4918 6060) through its ***‘instavote’ platform at the link: <https://www.instavote.linkintime.co.in>***. ***Please note that a member who is entitled to vote, can exercise his/her/its vote only through e-voting.*** The members are requested to carefully read the instructions given below before casting their vote electronically.
4. The Portal for e-voting will remain open for the Members for exercising their voting from 09:00 a.m. on Monday, January 11, 2021 - till 05.00 p.m. on Tuesday, February 09, 2021 (IST), both days inclusive. Please note that e-voting will be disabled by the EVSP after the said date and time. During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on the cut-off date, may cast their vote electronically. Once the vote on a resolution is cast by a member, he/ she will not be able to change it subsequently or cast the vote again.
5. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. Tuesday, February 09, 2021, which shall be deemed to have been passed at a general meeting.
6. The Members who have not registered their e-mail addresses either with the Company, RTA of the Company or their Depository Participant (DP) are requested to register the same with the RTA in accordance with the process specified herein below at point no. 11 for generating User Id, to enable them to cast their votes on the Resolutions set out in this Postal Ballot Notice. The Members can also register /update their e-mail address with the Company by sending an e-mail to investors@pateleng.com
7. For any query connected with the Resolution proposed to be passed by means of the Postal Ballot, the Members may send an e-mail to investors@pateleng.com.
8. As required by Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the MCA Circulars and the Regulations, the details pertaining to the Postal Ballot will be published in one English daily Newspaper circulating in Mumbai (in English language) and one Marathi (vernacular) daily Newspaper circulating in Mumbai (in vernacular language, i.e. Marathi) in their electronic versions.
9. A copy of the Postal Ballot Notice is available on the website of the Company - www.pateleng.com Link Intime India Private Limited - EVSP to the event - www.linkintime.co.in and on the website of BSE Limited - www.bseindia.com and the National Stock Exchange of India Limited - www.nseindia.com (“the Stock Exchanges”) on which the Equity Shares of the Company are listed.
10. **Procedure for registration of e-mail address by the Members of the Company:-**
 - i. **For Temporary Registration:** The Members of the Company holding Equity Shares of the Company in Demat Form or Physical Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with the RTA/LI IPL, by clicking the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided therein. The members are requested to provide details such as Name, Address, DPID, Client ID/ Folio No., PAN. Post successful registration of the e-mail address, the member would get soft copy of the Postal Ballot Notice and the procedure for e-voting along with the user-id to enable e-voting for the Postal Ballot. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in and/ or to the Company at investors@pateleng.com.
 - ii. **For Permanent Registration:** It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) and in respect of physical holdings, with the RTA of the Company by following the procedure prescribed by the Depository Participant or the RTA, respectively.
 - iii. **Validation of e-mail ids:** Those members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their Depository Participants / the Company’s RTA, to enable servicing of notices / documents / Annual Reports electronically to their e-mail address.

Procedure / Instructions for Members to cast votes for Postal Ballot through e-voting

The procedure as prescribed by LI IPL/EVSP are as under:

1. Visit the e-voting system of Link Intime India Private Limited (LI IPL). Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on “Login” tab, available under ‘Shareholders’ section.

3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.

For Members already registered with LI IPL

If you are holding shares in demat form and had registered on to e-voting system of LI IPL then you can use your existing password to log-in and cast your vote.

For Members using e-voting system of LI IPL for the first time

If you are using e-voting system of LI IPL for the first time or if you are holding shares in physical form, you need to follow the steps given below:

For USER ID, please refer the following table:

Manner of holding equity shares i.e. Demat (NSDL or CDSL) or Physical Your User ID		Your User ID
a)	For Members who hold equity 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 equity 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 equity shares in Physical Form.	Event Number followed by Folio Number registered with the Company For example, if folio number is A00005 and Event Number is 210006, then User ID is 210006A00005

For use of Password-

Click on “Sign Up” tab available under ‘Shareholders’ section to register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Members holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field.

Steps for Members who have forgotten password (both demat and physical):

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”. In case, the Member is having valid e-mail address, password will be sent to the Member’s registered e-mail address. Else, Member can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and atleast one capital letter).

It is strongly advised not to share your password with any other person and take utmost care to keep your password confidential.

How to cast your vote electronically on e-voting System of LI IPL?

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No.” of the Company, you choose to vote.
- On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose to abstain from voting and the shares held will not be counted ‘Favour/Against’.
- If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.

4. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
6. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for Members:

- (1) Institutional Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to e-voting system of LIIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.
- (2) Institutional Members are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same. The same can be sent to enotices@linkintime.co.in.
- (3) A member can log in any number of times till the votes are cast on all the resolutions or till the end of the voting period, whichever is earlier.
- (4) Members holding multiple Folios/Demat Accounts shall choose the voting process separately for each of the Folio/Demat Account.
- (5) In case of any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and Instavote e-voting manual available at <https://instavote.linkintime.co.in> under Help Section. Members may also mail their queries relating to e-voting at enotices@linkintime.co.in.

The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.pateleng.com and on the website of LIIPL www.linkintime.co.in after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be forwarded to BSE Limited and National Stock Exchange of India Limited ("the Exchanges").

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 and 110 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the item mentioned in the Notice dated January 08, 2021.

Item no. 1 – Appointment of Branch Auditor

M/s. R. S. Parekh & Co, Chartered Accountants, Mumbai, (Firm Registration No. 136400W) was appointed as branch auditor for realty division of the Company by the members at the 68th Annual General Meeting (AGM) held on December 30, 2017 for a period of five financial years viz. 2017-2022 to hold office from the conclusion of 68th AGM until the conclusion of 73rd AGM of the Company to be held in calendar year 2022. M/s. R. S. Parekh & co. has resigned on November 12, 2020 before completion of its term from the position of Branch Auditor. The Auditor has conveyed to the Board their inability to perform audit. The resignation has caused a casual vacancy in the office of Branch Auditor and as envisaged under Section 139(8) of the Companies Act, 2013, such casual vacancy can only be filled up by the Company after taking the consent of the members.

The Board, on the basis of recommendation of Audit Committee, proposes that M/s. N H Karnesh & Associates, Chartered Accountants, (FRN 104871W) Mumbai, be appointed as the Branch Auditor for Realty division of the Company to hold office upto the conclusion of next Annual General Meeting of the Company. M/s. N. H. Karnesh & Associates, Chartered Accountants, have conveyed their consent to be appointed as the Branch Auditor for the Realty division of the Company along with a confirmation that, their appointment, if approved and made by the members, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives, is concerned and interested in item no. 1 of the Notice.

The Board recommends the resolution set forth at item no. 1 for the approval of Members.

**For and on behalf of the Board of Directors
Patel Engineering Ltd**

Sd/-
Shobha Shetty
Company Secretary
Membership No.: F10047

January 08, 2021

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Jogeshwari (West),
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