

PATEL RETAIL LIMITED

Regd. & Corporate Office :
Plot No. M-2, Udyog Bhavan No.5, Anand Nagar,
Additional M.I.D.C., Ambernath (E) - 421 506,
Mumbai, Maharashtra, India.
0251 2620199/2628400
www.patelrpl.in | E-mail : info@patelrpl.net
CIN: L52100MH2007PLC171625



TRUST & TOGETHERNESS

Ref: PRL/BSE&NSE/2025-2026/46.

Monday, February 9, 2026

To, Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001. Scrip Code: 544487	To, The Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. Symbol: PATELRMART
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Subject: Notice of Postal Ballot Notice –Intimation under Reg30 SEBI (LODR), Regulation.

Respected Sir/Madam,

In furtherance to our letter dated PRL/BSE&NSE/2025-2026/40 dated Monday, February 02, 2026 read with Regulation 30 read with Clause 12 of Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 (hereinafter referred to as the “**SEBI Listing Regulations, 2015**”), please find enclosed the Notice of Postal Ballot dated Monday, February 02, 2026 (hereinafter referred to as the said “**Notice**”) seeking approval of the Members by remote electronic voting for below listed items:-

Sr.no	Particulars	Type of resolution
1	Continuation of Mr. Bechar Raghavji Patel (DIN: 02169626) as Whole-time Director of the Company beyond the age of 70 Years.	Special
2	Appointment of M/s Deep Shukla & Associates as Secretarial Auditor of the Company for a term of 5 (five) years.	Ordinary
3	Approval to give loans, inter-corporate deposits, provide guarantees, and make investments exceeding the limits prescribed under Section 186 of the Companies Act, 2013.	Special

Pursuant to Section 110 read with Section 108 and other applicable provisions of the Companies Act, 2013, Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, read with the General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020 and 09/2024 dated 19 September 2024 issued by the Ministry of Corporate Affairs and Regulation 44 of the SEBI Listing Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the above said type of Resolution as set out in the Notice is proposed for approval of the

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Members of the Company through Postal Ballot by voting through electronic means only (hereinafter referred to as the said “**remote E-voting**”).

The Company has engaged Big Share Services Limited (“**Bigshare**”) for providing the remote E-voting facility during the following period.

Commencement of remote E-voting	Tuesday, February 10, 2026 at 09:00 AM (IST)
Conclusion of remote E-voting	Wednesday, March 11, 2026 at 05:00 PM (IST)

In compliance with above said MCA Circular, the detailed procedures and instructions with respect to remote E-voting forms part of the Notice had be being sent only by Email to those Shareholders whose names appear in the Register of Members/Register of Beneficial Owners and whose Email Ids are registered with the Company/Depository Participants as on the Cut-off date i.e., **Friday, February 02,2026**.

The Notice is also available on the website of the Company at <https://patelrpl.in/investor-relations/> and on the website of Bigshare at <https://ivote.bigshareonline.com/notice-result-live> and furthermore the Notice will be submitted to both the exchanges viz BSE Limited at www.bseindia.com and & National Stock Exchange of India Limited at www.nseindia.com respectively.

The Voting Results of Postal Ballot will be announced within 2 (two) working days from the conclusion of the remote E-voting i.e., on or before **Friday, March 13, 2026**.

This for information, dissemination and record purpose.

Yours Sincerely,
For Patel Retail Limited

Prasad Ramesh Khopkar
(Company Secretary & Compliance Officer)

Enclosure: Notice of Postal Ballot dated Monday, February 02,2026.



PATEL RETAIL LIMITED
TRUST & TOGETHERNESS

PATEL RETAIL LIMITED

Corporate Identification Number: - L52100MH2007PLC171625.

Registered office: Plot No. M-2, Anand Nagar, Additional MIDC, Ambernath (East), Ambernath, Thane, Mumbai, Maharashtra, India, 421506.

☎: 0251 2620199/ 2628400; **🌐** <https://patelrpl.in/>; **✉** cs@patelrpl.net.

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 read with 108 of the Companies Act, 2013 (the “Act”) read with Rule 21 and 22 of the Companies (Management and Administration) Rules, 2014, each as amended]

VOTING START ON	VOTING ENDS ON
Tuesday, February 10, 2026 at 09:00 AM (IST)	Wednesday, March 11, 2026 AT 05:00 PM (IST)

Dear Shareholders,

NOTICE IS HEREBY given that pursuant to Section 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the said “Act”) read with Rule 20 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as the said “Rules”), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in compliance with the applicable guidelines / circulars / rules issued by the Ministry of Corporate Affairs (hereinafter referred to as the said “MCA”) inter alia including General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 read with other relevant circulars, including General Circular No. 3/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as the said “MCA Circulars”) read with the Secretarial Standard on General Meetings (hereinafter referred to as the “SS-2”) issued by the Institute of Company Secretaries of India (ICSI) read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “SEBI Listing

Regulations") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the resolutions set out below are proposed to be passed by the Shareholders of Patel Retail Limited (Hereinafter referred to as the said "**Company**") by means of a Postal Ballot **only by way of remote e-voting process (hereinafter referred to as "Remote e-Voting")**.

An Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the said SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the manner of voting on the proposed resolutions is restricted **ONLY** to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Postal Ballot Notice under the head 'Instructions for e-voting' at Note **6**, which the members are requested to carefully read.

The Board of Directors of the said Company have inducted Messer Deep Shukla & Associate., through its Proprietor Mr. Deep Omprakash Shukla (Membership No. FCS **5652**), as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner (hereinafter referred to as said "**Scrutinizer**").

Shareholders holding equity shares of the said Company on the Cut-off Date mentioned in this Postal Ballot Notice are requested to record their assent ("**FOR**") or dissent ("**AGAINST**") on the proposed resolutions through the e-voting process not later than **5:00 P.M. (IST) on Wednesday, March 11, 2026**. The Company has engaged the services of Messer Bigshare Services Private Limited (hereinafter referred to as the said "**Bigshare/ RTA**") for the purpose of providing e-voting facility to its Shareholders.

After completion of scrutiny of the votes cast, the said Scrutinizer will submit the Scrutinizer's Report to the Chairman & Managing Director of the Company, or in his absence, the Whole time Director or Chief Executive Officer or the Company Secretary. The results of the e-voting will be announced by the Chairman & Managing Director of the Company, or in his absence, the Whole time Director or Chief Executive Officer or the Company Secretary, on or before **Friday, March 13, 2026** (hereinafter referred to as the said "**Results**"). Pursuant to said Act and

rules said results, along with the Scrutinizer's Report, will be placed on the website of the Company: <https://patelrpl.in/investor-relations/> and Bigshare Services Private Limited: <https://ivote.bigshareonline.com/notice-result-live>. Pursuant to 30 of the said SEBI Listing Regulations, the same will also be simultaneously submitted to the Stock Exchanges viz **BSE Limited** and **National Stock Exchange of India Limited** where the equity shares of the Company are listed, for disseminating the same on their respectively websites. The resolutions, if approved, will be deemed to have been duly passed on the last date specified for e-voting, i.e., **Wednesday, March 11, 2026**.

SPECIAL BUSINESS:

Item No. 1: Continuation of Mr. Bechar Raghavji Patel (DIN: 02169626) as Whole-time Director of the Company beyond the age of 70 Years.

*To consider and if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to Section 196,197,198 and 203 and other applicable provisions read with Schedule V of Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force including SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and as approved by the Board of Directors of the Company on recommendation of Nomination & Remuneration Committee dated **Tuesday, December 23,2025**, the consent of the Shareholders of the Company be and is hereby accorded for allowing Mr. Bechar Raghavji Patel (**DIN: 02169626**), to continue the office of Whole time Director of the Company, who will be attaining the age of 70 (**Seventy**) years during his Current term of appointment viz **Monday, April 06,2026**, up to the expiry of his term of office on the existing terms and conditions as earlier approved.

RESOLVED FURTHER THAT notwithstanding the continuation of Mr. Bechar Raghavji Patel on existing terms and conditions, the Members do hereby grant absolute and unconditional authority to the Board of Directors of the Company (including any Committee thereof) to determine, fix, revise, vary, enhance, reduce or modify from time to time the remuneration, salary, commission, perquisites, allowances, incentives and other benefits payable to him, as the Board may deem fit, **subject to:**

1. the limits prescribed under Sections 197 and 198 of the Companies Act, 2013;
2. compliance with Schedule V of the Companies Act, 2013; and

3. Applicable provisions of the SEBI (LODR) Regulations, 2015, including any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby fully empowered to finalize, execute, and amend the appointment agreement, issue necessary letters, and implement any changes in remuneration or terms of appointment of Mr. Bechar Raghavji Patel, without seeking any further approval of the Shareholders, so long as such remuneration remains within the above said statutory limits.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Bechar Raghavji Patel, the remuneration payable to him shall be paid in accordance with the provisions of Schedule V of the Companies Act, 2013, as may be decided by the Board.”

Item No. 2: Appointment of M/s Deep Shukla & Associates as Secretarial Auditor of the Company for a term of 5 (five) years: -

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

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 (the “**Act**”), read with the Rule 9 Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory amendments, modifications, or re-enactments thereof, and as approved by the Board of Directors of the Company on recommendation of Audit Committee dated **Monday, September 15, 2025**, the consent of the Shareholders of the Company be and is hereby accorded for the appointment of M/s Deep Shukla & Associates, Practicing Company Secretaries, as the Secretarial Auditor (peer review certificate no.2093/2022) of the Company for a term of 5 (**five**) consecutive financial years, commencing from **Financial Year 2025–26 up to Financial Year 2029–30**, to conduct the Secretarial Audit of the Company and issue Secretarial Audit Reports as required under the applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and is hereby authorized to determine and finalize the remuneration, fees, and out-of-pocket expenses payable to M/s Deep Shukla & Associates, as may be mutually agreed upon, and to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution.”

Item no. 3: Approval to give loans, inter-corporate deposits, provide guarantees, and make investments exceeding the limits prescribed under Section 186 of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of **Section 186 of the Companies Act, 2013** (the “Act”), read with the **Companies (Meetings of Board and its Powers) Rules, 2014**, and all other applicable provisions of the Act (including any statutory modifications, amendments, or re-enactments thereof for the time being in force), and subject to such approvals, consents, sanctions, and permissions as may be required from appropriate authorities, and in accordance with the Articles of Association of the Company and as approved by the Board of Directors of the Company on recommendation of Audit Committee dated **Monday, February 02, 2026**, the **approval of the Shareholders of the Company** be and is hereby accorded to the **Board of Directors of the Company** (hereinafter referred to as the “**Board**”, which term shall include any **Committee of the Board** which the Board may have constituted or may hereinafter constitute, and any officer(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to:

1. **Give loans or inter-corporate deposits** from time to time to any person or body corporate, on such terms and conditions as the Board or the Committee may deem fit and expedient;
2. **Provide guarantees** on behalf of any person or body corporate in connection with loans made by any other person to, or by anybody corporate to, such person or entity;
3. **Acquire securities** by way of subscription, purchase, or otherwise, of any other body corporate;

RESOLVED FURTHER THAT the aggregate amount of all such loans, inter-corporate deposits, guarantees, and investments made, given, or provided by the Board or its Committees under this Resolution may **exceed the limits prescribed under Section 186 of the Act**, up to an **aggregate amount of Rs. 500 Crores (Rupees Five Hundred Crores only)**, notwithstanding that the total of such loans, investments, and guarantees may exceed **60% of the Company's paid-up share capital, free reserves, and securities premium account, or 100% of its free reserves and securities premium account, whichever is higher.**

RESOLVED FURTHER THAT the Board or its Committees be and are hereby specifically authorized to make such loans, provide guarantees, or acquire securities in the **subsidiaries, associates, joint ventures, or related parties of the Company, whether in India or overseas**, on such terms and conditions, and within such limits, as may be applicable from time to time, as the Board or Committee may deem fit and in the best interest of the Company.

RESOLVED FURTHER THAT the Board or its Committees be and are hereby authorized to **negotiate, finalize, execute, and deliver agreements, contracts, deeds, or other instruments** in connection with such loans, inter-corporate deposits, guarantees, or investments and to **take all such actions as may be necessary** to give effect to this Resolution.

RESOLVED FURTHER THAT the Board or its Committees be and are hereby authorized to **do all such acts, deeds, matters, and things as they may, in their absolute discretion, deem necessary, desirable, or expedient, including settling any questions, difficulties, or doubts**, without requiring any further approval of the Members of the Company."

**By Order of the Board of Directors
For Patel Retail Limited**

Place: Ambernath (East);
Thane, Mumbai, Maharashtra.

**Prasad Ramesh Khopkar
(Company Secretary & Compliance Officer)**

Registered Office: Plot No. M-2, Anand Nagar;
Additional MIDC, Ambernath (East), Ambernath;
Thane, Mumbai, Maharashtra, India, 421506.

Corporate Identification Number: L52100MH2007PLC171625.

Website: <https://patelrpl.in/investor-relations/>

Dated: Monday, February 02,2026

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (hereinafter referred to “**Act**”) and other applicable provisions, if any, setting out all the material facts relating to and the recommendation of the Board of Directors pursuant to Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “**SEBI Listing Regulations**”) in respect of the resolutions comprising Special Business at Item Nos. **1 to 3** contained in this Postal Ballot Notice dated **Monday, February 02, 2026**, is annexed hereto.
2. In terms of the MCA Circulars, the Company is sending this Notice **ONLY** in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from Bigshare Services Private Limited, Company’s Registrar and Transfer Agent (‘RTA’)/Depositories as on **Friday, February 06, 2026** (hereafter referred to as the said “**Cut-Off Date**”) and whose e-mail addresses are registered with the Company/RTA/ Depositories/ Depository Participants and who will register their e-mail address in accordance with the process outlined in this Notice.
3. The voting rights of the Members shall be in proportion to their share of the paid-up Ordinary (equity) share capital of the Company as on the Cut-Off Date.
4. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date VIZ **Friday, February 06, 2026** shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories/Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution(s) in accordance with the process specified in this Notice.
5. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule(s) 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and the applicable MCA circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned in note no. **6** of this Notice.
6. The remote e-Voting shall commence on **Tuesday, February 10, 2026** at **09:00 A.M. (IST)** and shall end on **Wednesday, March 11, 2026** at **5:00 P.M. (IST)**.
7. The Board of Directors of the Company has appointed M/s. Deep Shukla & Associate, Practicing Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner. The Scrutinizer have consented to act as Scrutinizer for this postal ballot.

8. The Scrutinizer will submit his consolidated report to the Chairman & Managing Director of the Company, or in his absence, the Whole time Director or Chief Executive Officer or the Company, after scrutiny of the votes cast, on the result of the Postal Ballot through remote e-Voting ('Result') within two days from the conclusion of the postal ballot remote e-Voting VIZ **Friday, March 13, 2026**. The Scrutinizer's decision on the validity of votes cast will be final.
9. The Result declared along with the Scrutinizer's Report shall be placed on the Company's <https://patelrpl.in/investor-relations/> and on the website of Bigshare Services Private Limited <https://ivote.bigshareonline.com/notice-result-live> immediately after the Result is declared by the Chairman or any other person so authorised by him, and the same shall be communicated to the Stock Exchanges, i.e., BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**"), where the equity shares of the Company are listed. The Result shall also be displayed on the notice board of the Company at its Registered Office at Plot No. M-2, Anand Nagar, Additional MIDC, Ambernath (East), Ambernath, Maharashtra, India, 421506.
10. The resolutions, if passed by the majority of Members through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-Voting i.e., **Wednesday, March 11, 2026**.
11. Members may download the Notice from the website of the Company at <https://patelrpl.in/investor-relations/> or the website of Bigshare Services Private Limited at <https://ivote.bigshareonline.com/notice-result-live>. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. In accordance with the MCA Circulars, the physical copies of this Postal Ballot Notice, along with postal ballot form and postage pre-paid business reply envelope, **are not being sent** to any member. Accordingly, the communication of the assent or dissent of the members eligible to vote is restricted **only to remote e-voting**, i.e., **by casting votes electronically** instead of submitting postal ballot forms.
14. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
15. The details as required under Regulation 36(3) of the SEBI Listing Regulations, 2015 and Clause 1.2.5 of SS-2 in respect of Appointment of the Director Forms part of this Notice.
16. All the documents referred to in the accompanying Notice shall be available for inspection by the Members electronically and at the Registered Office of the Company during Business Hours (12:00 A.M. IST to 4:00 P.M. IST) from the date of circulation of this Notice until the last date of

remote E-voting. Members may send the request to cs@paterrpl.net mentioning their Name, Folio no./DP Id & Client Id and documents which they intend to inspect.

6. PROCEDURES AND INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on **Tuesday, February 10, 2026** and **09:00 AM (IST)** and ends on **Wednesday, March 11, 2026** and **05:00 (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, February 06, 2026** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or 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. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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 i.e. BIGSHARE, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on

	<p>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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is 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

	<p>NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>4) 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 with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with 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 22 55 33.
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 022-48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note *If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system page will appear.**
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>

- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.

- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

DECLARATION OF VOTING RESULTS

1. The Company has appointed M/s. Deep Shukla & Associates, Practicing Company Secretaries, having their office at 603/A wing Maruti Bhuvan, Parsi Panchayat Rd, opp. Sona Udyog Industrial Estate, Andheri East, Mumbai, Maharashtra 400069 to act as Scrutinizer to scrutinize the remote E-voting conducted through Postal Ballot, in a fair and transparent manner.
2. After conclusion of the remote E-voting, the Scrutinizer shall unblock the votes and submit a consolidated Scrutinizer’s Report of the total votes cast in favour or against the Resolution, to the Chairman & Managing Director of the Company, or in his absence, the Whole time Director or Chief Executive Officer or the Company Secretary or a person authorised by him, who shall countersign the Report and declare the results.
3. The voting results of Postal Ballot will be announced within 2 (two) working days from the conclusion of the remote E-voting i.e., on or before **Friday, March 13, 2026**. The results declared along with the report of the Scrutinizer will be submitted to the Stock Exchanges i.e., BSE and NSE at www.bseindia.com and www.nseindia.com and shall also be uploaded on the website of the Company at <https://patelrpl.in/investor-relations/> .
4. The Company will also display the results of the Postal Ballot at its Registered Office.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102, 110 OF THE COMPANIES ACT, 2013 ('THE ACT'), SECRETARIAL STANDARD ON GENERAL MEETINGS ('SS-2') ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ('ICSI') AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('SEBI LISTING REGULATIONS, 2015')

Item No. 1

Section **196(3)** of the Companies Act, 2013 read with **Part I of Schedule V** to the Act (hereinafter referred to as the "**Act**") provides that **no company shall appoint or continue the employment of any person as a Managing Director, Whole-time Director or Manager who has attained the age of 70 years**, unless such appointment or continuation is approved by the shareholders by way of a **Special Resolution**, and the **explanatory statement annexed to the notice** for such resolution indicates the **justification for such appointment or continuation**.

Mr. **Bechar Raghavji Patel (DIN: 02169626)** is presently serving as a **Whole-time Director** of the Company and will be attaining the age of **70 (Seventy) years on April 06, 2026**, during his current tenure.

Accordingly, in compliance with the provisions of the **Companies Act, 2013** and **Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, approval of the Members by way of a **Special Resolution** is required for the continuation of **Mr. Bechar Raghavji Patel** as Whole-time Director of the Company beyond the age of 70 years.

The approval of the Members is therefore sought for the **continuation of Mr. Bechar Raghavji Patel** as **Whole-time Director** of the Company **post attaining the age of 70 years**, for the **remaining period of his present term of five (5) years**, on the **same terms and conditions of appointment and remuneration**, as detailed under **Item No. 1** of this Notice.

Based on the recommendation of Nomination and Remuneration Committee dated **Tuesday, December 23, 2025**, the Board of Directors, at its meeting held on **Monday, February 02, 2026**, after careful evaluation, recommended his continuation based on the following considerations:

- his **deep and hands-on experience in the FMCG industry**;
- his **strong understanding of consumer behaviour, supply chain management, distribution networks and brand-led growth**;
- his **strategic leadership and execution capabilities**, which have significantly contributed to the Company's sustained growth, profitability and market presence; and

- the **need for continuity of leadership** in the Company's long-term business plans.

The Board is of the opinion that the **knowledge, experience and leadership of Mr. Bechar Raghavji Patel** would continue to be **beneficial to the Company**, and that his continued association is in the **best interest of the Company and its stakeholders**, while ensuring compliance with the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**.

Mr. **Bechar Raghavji Patel (DIN: 02169626)** holds **44,38,000 equity shares**, constituting **13.28 %** of the paid-up equity share capital of the Company. He is related to Mr. Dhanji Raghavji Patel, Chairman & Managing Director (Brother), Mr. Hiren Bechar Patel, Non-executive and Non Independent Director (Son), Mr. Rahul Dhanji Patel, Chief executive officer (Nephew), Mr. Bharat Haribhai Patel, (Nephew) and Mr. Mahesh Haribhai Patel (Nephew).

He is not related to any other Director or Key Managerial Personnel of the Company.

Except **Mr. Bechar Raghavji Patel (himself), Mr. Dhanji Raghavji Patel (brother) Mr. Hiren Bechar Patel, (Son), Mr. Rahul Dhanji Patel, (Nephew), Mr. Bharat Haribhai Patel, (Nephew) and Mr. Mahesh Haribhai Patel (Nephew) and none of the other Directors, Key Managerial Personnel of the Company and/or their relatives** are in any way concerned or interested, financially or otherwise, in the resolution set out at **Item No. 1** of this Notice.

The disclosures as required under **Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** and **Secretarial Standard-2 on General Meetings** issued by the Institute of Company Secretaries of India are set out in **Annexure-1** to this Explanatory Statement.

The Board of Directors recommends the **Special Resolution** as set out at **Item No. 1** of this Notice for approval of the Shareholders.

Item No. 2

Pursuant to the provisions of Section 204 of the Companies Act, 2013, and the rules made thereunder, read with Regulation 24A of the SEBI Listing Regulations every listed entity shall undertake Secretarial Audit by Secretarial Auditors and shall annex a Secretarial Audit Report, with the Annual Report. For this purpose, the Board of Directors of the Company had appointed **M/s.Deep Shukla & Associate ('DSA')** Practicing Company Secretaries (Firm registration number:

5652), as Secretarial Auditors of the Company for the Financial Year **2025-26 upto till 2029- 2030**.

Further, SEBI vide its notification dated December 12, 2024, amended the Listing Regulations which require Companies to obtain members approval in their Annual General Meeting, for the appointment of Secretarial Auditors to carry out a secretarial audit of the Company. Further, such Secretarial Auditor must be a Peer Reviewed Company Secretary and should not have incurred any of the disqualifications as specified by SEBI. As per the said Regulations, an individual can be appointed as secretarial auditor for only one term of five consecutive years, while a company secretary firm in practice may be appointed for up to two such terms. Further, any association of the individual or firm with the Company prior to March 31, 2025, shall not be considered for calculating the tenure. Additionally, the Company shall ensure that with effect from April 1, 2025, the Secretarial Compliance Report, submitted annually to the stock exchanges is signed by the Secretarial Auditor or a Peer Reviewed Company Secretary who meets the eligibility criteria specified under the regulation.

In light of the above, the Board of Directors, on the recommendation of the Audit Committee at its meeting held on **Monday, September 15, 2025** have approved and recommended the appointment of DSA, as Secretarial Auditors of the Company for a period of five **(5)** consecutive financial years to conduct the Secretarial Audit of the Company commencing from **April 1, 2025 till March 31, 2030**, for approval of Members at forthcoming Annual General Meeting of the Company.

Brief Profile:

M/s. Deep Shukla & Associate (hereinafter referred to as the said **"DSA"**) (Firm registration number: 5292), is a leading firm of Practicing Company Secretaries with over 20 years of excellence in Corporate Governance and Compliance. DSA is widely recognized for its expertise in Messer Deep Shukla & Associates, Company Secretaries in whole -time Practice conducting secretarial audit for various listed company and have more than 20 years in the Corporate Law, Securities Law compliances along with FEMA Regulations.

M/s Deep Shukla & Associates is a **firm of Practicing Company Secretaries** with extensive experience in the areas of **corporate law, SEBI regulations, compliance management, corporate governance, and secretarial audits**. The Board is of the opinion that their appointment would be in the **best interest of the Company and its stakeholders** and would ensure **continued compliance with statutory and regulatory requirements**.

DSA has also confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. DSA has confirmed that they have not taken up any prohibited non-secretarial audit assignments for the Company, its holding and subsidiary companies. The Auditors have also confirmed that their appointment, if made, will be within the limits specified under the Listing Regulations and other applicable laws.

Based on the recommendations of the Audit Committee, the Board of Directors recommend the appointment of M/s. Deep Shukla & Associate., Practicing Company Secretaries, as Secretarial Auditors of the Company, as set out in the Resolution at Item No. **2** of the Notice, for approval of the members as ordinary resolution.

None of the Director(s), Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution as set out at Item No. **2** of this Notice.

Key Disclosures in terms of SEBI LODR and Secretarial Standard–2

Particulars	Details
Name of Secretarial Auditor	M/s Deep Shukla & Associates
Firm Registration / Membership	Practicing Company Secretaries (Membership No. 5652)
Proposed Term	5 (Five) consecutive years (FY 2025–26 to FY 2029–30)
Basis for Appointment	Recommendation of Audit Committee and Board Meeting both dated September 15, 2025
Expertise	Corporate laws, SEBI compliance, secretarial audits, corporate governance
Relationship with Directors/KMPs	None

ITEM NO. 3

The Company, from time to time, may make **investments, provide loans, inter-corporate deposits, or furnish guarantees** to its subsidiaries, associates, joint ventures, or other bodies corporate to support **business expansion, strategic growth, working capital needs, or other operational requirements**.

Section 186 of the Companies Act, 2013 requires that a company cannot, **without prior approval of the Members by way of a Special Resolution**:

1. Give loans to any person or body corporate;
2. Give guarantees or provide security in connection with loans to any person or body corporate; or
3. Acquire securities of any other body corporate, exceeding the statutory thresholds prescribed.

The **Audit Committee of the Company** reviewed and recommended this proposal at its meeting held on **Monday, February 02, 2026**, considering the Company's long-term strategic growth plans and the need for financial flexibility. Subsequently, the **Board of Directors, at its meeting held on Monday, February 02, 2026**, approved and recommended this resolution to the Members for their approval.

Passing this resolution will empower the Board and its Committees to:

- Determine **terms and conditions** for loans, guarantees, and investments;
- Execute **all necessary agreements and documents**;
- Provide **financial assistance to subsidiaries, associates, joint ventures, or related parties**, whether in India or overseas;
- Take **all steps and actions** required without further approval of Members.

This resolution enables the Company to:

- Maintain **operational and financial flexibility**;
- Seize **strategic and timely business opportunities**;
- Strengthen its **subsidiaries, associates, and joint ventures** in line with long-term objectives.

Interest of Directors / Key Managerial Personnel

None of the Directors or Key Managerial Personnel of the Company or their relatives are **financially or otherwise interested** in the resolution, except to the extent of their shareholding, if any, in the Company.

Material Disclosures under SEBI LODR

- The proposed **limit of Rs. 500 Crores** constitutes a material financial transaction and will be disclosed under **Regulation 30 of SEBI LODR**.
- Any related-party transactions arising out of these approvals will comply with **Regulation 23 of SEBI LODR**.
- Transactions under this resolution will be disclosed in **Board meeting minutes and financial statements**, in accordance with SEBI LODR and applicable accounting standards

The Board of Directors recommends the **Special Resolution** as set out at **Item No. 3** of this Notice for approval of the Shareholders.

**By Order of the Board of Directors
For Patel Retail Limited**

Place: Ambernath (East);
Thane, Mumbai, Maharashtra.

**Prasad Ramesh Khopkar
(Company Secretary & Compliance Officer)**

Registered Office: Plot No. M-2, Anand Nagar;
Additional MIDC, Ambernath (East), Ambernath;
Thane, Mumbai, Maharashtra, India, 421506.

Corporate Identification Number: L52100MH2007PLC171625.

Website: <https://patelrpl.in/>

Dated: Monday, February 02,2026

ANNEXURE – 1

Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on “General Meetings”, issued by the Council of the Institute of Company Secretaries of India.

Sr. No.	Particulars	Details
1	Name of the Director	Mr. Bechar Raghavji Patel
2	Identification Number (DIN)	02169626
3	Date of Birth	06-04-1956
4	Age	70 years (on April 06, 2026)
5	Qualification	Bechar Raghavji Patel is the Whole-time Director of the Company. He is one of the Promoters and has been associated with our Company since its inception. He does not hold any formal educational qualifications and has over twenty-five (25) years of experience in the line of business in which our Company operates. Since his association with our Company, he has been instrumental in establishing our chain of retail supermarkets.
6	Experience (including expertise in specific functional areas)	Extensive experience in the FMCG industry , with deep expertise in consumer products, brand building, supply chain management, distribution strategy, and business operations
7	Brief Resume	Mr. Bechar Raghavji Patel has several decades of experience in the FMCG sector and has played a key role in the Company's growth, brand expansion, operational efficiency and long-term strategic planning
8	Nature of Expertise	FMCG business, operations management, distribution networks, strategic leadership
9	Date of first appointment on the Board	Wednesday, June 13, 2007
10	Terms and conditions of	Continuation as Whole-time Director on existing terms and conditions , subject to shareholders' approval

Sr. No.	Particulars	Details
	appointment / re-appointment	
11	Remuneration last drawn	Rs.48,00,000/- P.A
12	Remuneration proposed	Same as existing , with authority to the Board to revise within the limits prescribed under the Companies Act, 2013
13	Shareholding in the Company	44,38,000 equity shares , constituting 13.28 % of the paid-up equity share capital
14	Relationship with other Directors / KMPs	<p>1.Mr. Dhanji Raghavji Patel, Chairman & Managing Director (Brother);</p> <p>2.Mr. Hiren Bechar Patel, Non-executive and Non Independent Director (Son)</p> <p>3.Mr. Rahul Dhanji Patel, Chief executive officer (Nephew)</p> <p>4. Mr. Bharat Haribhai Patel, (Nephew)</p> <p>5.Mr. Mahesh Haribhai Patel (Nephew)</p>
15	Number of Board Meetings attended during the year	9 out of 9

16	Directorships held in other companies	Name of Company
		Patel RPL Realty Private Limited
		PRPL Garments Private Limited
		Ruvee properties LLP
		Paramyogi Builders & Developers LLP

		Chairman of committee: NIL
17	Membership / Chairmanship of Committees of other Boards	<p>Membership of committee :</p> <p>1. IPO Committee</p> <p>2. Corporate Social Responsibility</p> <p>3. Business Development & Administration Committee</p> <p>4. Investment Committee</p>

Sr. No.	Particulars	Details
18	Listed entities from which resigned in the past three years	Nil
19	Justification for continuation beyond 70 years	His extensive experience and expertise in the FMCG business , leadership capabilities, and significant contribution to the Company's growth and strategic direction