

PATEL KNR INFRASTRUCTURES LTD.

CIN: U45201MH2006PLC162856

REGD OFFICE: Patel Estate Road, Jogeshwari (W), Mumbai – 400102.

NOTICE

NOTICE is hereby given that the Sixteenth (16th) Annual General Meeting of the Members of the Company will be held at **10.00 a.m. on Friday, September 9, 2022**, at the Registered Office of the Company at Patel Estate Road, Jogeshwari (W), Mumbai – 400102 at the first floor of Patel Engineering Limited, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board and the Auditors thereon;
2. To not to fill up the vacancy caused by retirement of Mr. B S Reddy, Director & CEO (DIN: 01675600), who retires by rotation and has not offered himself to be re-appointed / has expressed his unwillingness to be re-appointed.
3. **Appointment of Statutory Auditors of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, **M/s. M K Dandekar & Co.**, Chartered Accountants, (Firm Registration No.000679S) be and are hereby appointed as the Statutory Auditors of the Company for a term of five financial years, viz., 2022 – 2027, to hold office from the conclusion of this meeting till the conclusion of 21st Annual General Meeting and that the Board of Directors of the Company be and are hereby empowered and authorized to fix their remuneration and reimbursement of other expenses on mutual agreement with them.”

SPECIAL BUSINESS:

4. **Appointment of Ms. Kavita Shirvaikar (DIN: 07737376) as a Director**

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

“RESOLVED THAT **Ms. Kavita Shirvaikar** (DIN: 07737376) who was appointed as Additional director of the Company with effect from December 22, 2021 and who holds office until the date of the Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and Article 89 of the Articles of Association of the Company, in respect of whom the Company has received a notice from a member under Section 160 of the Companies Act, 2013, proposing her candidature, be and is hereby appointed as a Director of the company, liable to retire by rotation.”

5. **Appointment of Mr. Rahul Agarwal (DIN: 08407819) as a Director**

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

“RESOLVED THAT pursuant to section 152 & 160 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, including amendment thereof, if any, and Articles of Association of the company, Mr. Rahul Agarwal (DIN: 08407819) in respect of whom the Company has received a notice in writing proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER that any of the Directors or Company Secretary of the Company be and is hereby authorized to file relevant forms with the Registrar of Companies, Mumbai and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment”

By Order of the Board
for PATEL KNR INFRASTRUCTURES Ltd.

B S Reddy
Director & CEO
DIN: 01675600

Hyderabad
August 12, 2022

NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2) The proxies in order to be effective must be deposited at least 48 hours prior to the date of meeting at the Registered Office of the Company.
- 3) The Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business under item no. 4 above is annexed hereto.

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

Item No. 3

(The explanation for this item is given for the information of the members, though strictly not required as per Section 102 of the Companies Act, 2013)

In accordance with the provisions of Section 139 of the Companies Act, 2013 (the Act), M/s. MKPS & Associates, Chartered Accountants, (Firm Registration No.302014E) holds office till the conclusion of this AGM.

Based on the recommendation of the Audit Committee, the Board of Directors vide its meeting dated August 5, 2022 has approved appointment of **M/s. M K Dandeker & Co.**, Chartered Accountants, (Firm Registration No.000679S), who is empaneled with NHAI, as the Statutory Auditors of the Company from the conclusion of this AGM till the conclusion of the 21st AGM to be held in the year 2027 and proposed the same for approval of members. M/s. M K Dandeker & Co., Chartered Accountants have consented to their appointment and confirmed that their appointment if made, would be in accordance with Section 139 read with Section 141 of the Act.

The Board recommend passing of this resolution for appointment of Statutory Auditor of the Company, as set out in Resolution no. 3 of the accompanying Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested in the resolution, except to the extent of their shareholding, if any, in the Company.

Item No.4

Ms. Kavita Shirvaikar was co-opted as Additional Director of the Company with effect from December 22, 2021 pursuant to Section 161 of the Companies Act, 2013 read with Article 89 of the Articles of Association of the Company. She holds the office of Director upto the date of the ensuing Annual General meeting. The Company has received notice in writing from member(s) proposing her candidature for the office of Director under the provisions of Section 160 of the Companies Act, 2013.

None of the Directors/Key Managerial Personnel of the Company /their relatives except Ms.Kavita is deemed to be concerned or interested in the respective proposed resolution no.4.

The Board recommends the resolutions set forth in the said item no.4 for the approval of the members.

Item No.5

The Company has received notice in writing from a member proposing the candidature of Mr. Rahul Agarwal for the office of Director under the provisions of Section 160 of the Companies Act, 2013.

Mr. Rahul Agarwal is associated with Patel Engineering Limited since past 15 years and has experience in Strategic Finance & Accounts, Planning & Structuring / restructuring of debt, Fund Raising, Investor Relations, Asset Monetization and People Management. With his good experience and expertise, the Company may benefit from his association, as a Director on the Board.

None of the Directors/Key Managerial Personnel of the Company /their relatives except Mr. Rahul Agarwal is deemed to be concerned or interested in the respective proposed resolution no.5.

The Board recommends the resolutions set forth in the said item no.5 for the approval of the members.

**By Order of the Board
for PATEL KNR INFRASTRUCTURES Ltd.**

**B S Reddy
Director & CEO
DIN: 01675600**

Hyderabad
August 12, 2022

Annexure to Notice

Information of Directors proposed to be appointed / reappointed as per clause no.1.2.5 of Secretarial Standards – II:

SNo.	Name of Director	Ms. Kavita Shirvaikar
1	Age	50 years
2	Qualification	CA & Grad CWA
3	Experience	She has vast experience of over 20 years in the fields of Accountancy, Tax, Audit, Banking, Finance and Fund Management, etc.
4	Terms and conditions of appointment along with details of remuneration sought to be paid	Appointment as Non-Executive Director Remuneration payable – Nil
5	Remuneration last drawn, if any	Nil (Sitting fees paid in FY 2021-22: Rs.Nil)
6	Date of first appointment as Director	December 22, 2021
7	Number of Board meetings attended during FY 2021-2022	Nil
8	Other directorship / membership / chairmanship of the Committees of other Boards	Other Directorship –8 Companies Membership / chairmanship of the Committees of other Boards – Nil
9	Shareholding in the Company	Nil
10	Disclosure of relationships between Directors or KMPs inter-se.	Not related to any Director or KMP of the Company

SNo.	Name of Director	Mr. Rahul Agarwal
1	Age	40 years
2	Qualification	CA
3	Experience	He has vast experience of over 15 years in the fields of Accountancy, Tax, Audit, Banking, Finance and Fund Management, etc.
4	Terms and conditions of appointment along with details of remuneration sought to be paid	Appointment as Non-Executive Director Remuneration payable – Nil
5	Remuneration last drawn, if any	Nil (Sitting fees paid in FY 2021-22: Rs.Nil)
6	Date of first appointment as Director	N.A.
7	Number of Board meetings attended during FY 2021-2022	Nil
8	Other directorship / membership / chairmanship of the Committees of other Boards	Other Directorship –5 Companies Membership / chairmanship of the Committees of other Boards – Nil
9	Shareholding in the Company	Nil
10	Disclosure of relationships between Directors or KMPs inter-se.	Not related to any Director or KMP of the Company

PROXY FORM
Patel KNR Infrastructures Ltd.

(CIN: U45201MH2006PLC162856)

Regd office: Patel Estate Road, Jogeshwari (West), Mumbai – 400102,
Tel: +91-22-26767500 Fax: +91-22-26782455

Folio No./Client Id/DP Id :

I/We, being the member(s) of _____ Equity shares of Patel KNR Infrastructures Limited hereby appoint:

1.Name	2. Name	3. Name
Address	Address	Address
e-mail id	e-mail id	e-mail id
Signature....., or failing him	Signature or failing him	Signature or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual General Meeting of the Company to be held on **Friday, September 9, 2022** at **10.00 a.m.** at Patel Engineering Compound, Patel Estate Road, Jogeshwari (West) Mumbai – 400102 and at any adjournment thereof in respect of such resolutions as are indicated below;

Sr. No.	Resolutions	For	Against
Ordinary Business			
1	To consider and adopt the audited Balance Sheet of the Company as at March 31, 2022 and the Profit and Loss Account and cash flow statement of the Company for the financial year ended on that date together with the Reports of the Board and Auditors thereon.		
2.	To not to fill up the vacancy caused by retirement of Mr. B S Reddy, Director & CEO (DIN: 01675600), who retires by rotation and has not offered himself to be re-appointed / has expressed his unwillingness to be re-appointed.		
3.	To appoint M/s. M K Dandekar & Co., Chartered Accountants, as Statutory Auditors of the Company.		
Special Business			
4.	Appointment of Ms. Kavita Shirvaikar (DIN: 07737376) as a Director of the Company		
5.	Appointment of Mr.Rahul Agarwal (DIN: 08407819) as a Director of the Company		

Signed this _____ day of _____ 2022.

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Please affix
the
Revenue
Stamp of
Re. 1

Notes: This Form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

Patel KNR Infrastructures Ltd.

(CIN: U45201MH2006PLC162856)

Regd office: Patel Estate Road, Jogeshwari (West), Mumbai – 400102,

Tel: +91-22-61366500 Fax: +91-22-26782475

16th Annual General Meeting

Admission Slip

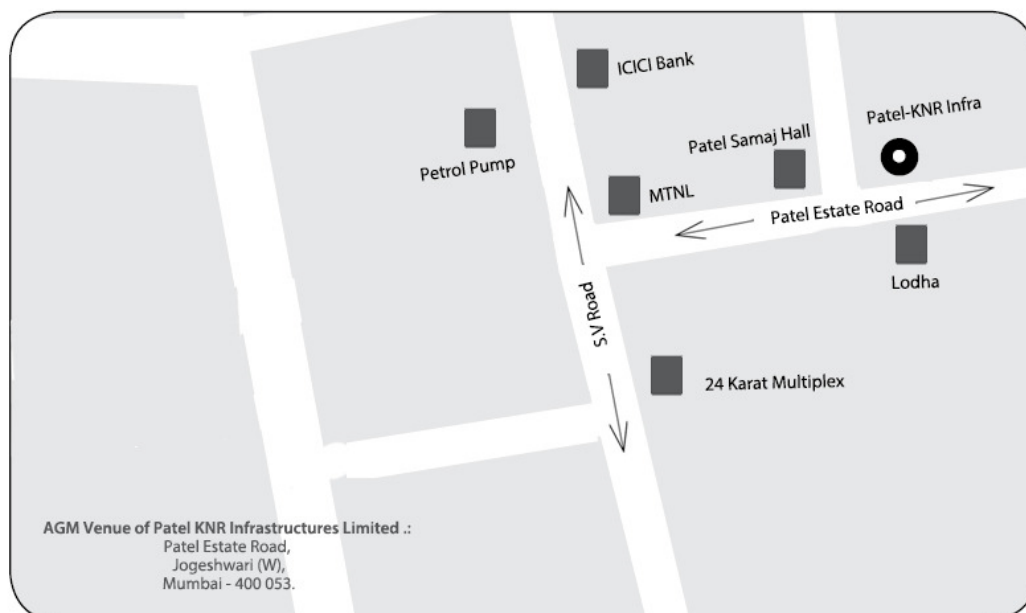
Please fill and hand it over
at the entrance of the
Meeting hall.

I hereby record my presence at the 16th Annual General Meeting of the Company on Friday, September 9, 2022 at 10.00 a.m., at Patel Engineering Compound, Patel Estate Road, Jogeshwari (West), Mumbai – 400102.

Registered Folio No./ DP ID/Client ID	
Name and address of the Member(s)	
Joint Holder 1 Joint Holder 2	

Signature of Member or Proxy or Representative

ROUTE MAP



If undelivered, please return to:

Patel KNR Infrastructures Ltd.

Regd. Office:

Patel Estate Road,

Jogeshwari (West), Mumbai – 400 102.