

November 18, 2025

To,

**Bombay Stock Exchange Ltd.,**

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai 400 001

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

Exchange Plaza,

Bandra - Kurla Complex,

Mumbai 400 051

**Company Code: PATELENG****Notice of Postal Ballot by voting through electronic means**

Dear Sir,

In compliance with Regulation 30 of SEBI (Listing Obligation & Disclosure Requirements), Regulations, 2015, please find enclosed herewith Notice of Postal Ballot dated November 13, 2025 along with the Explanatory Statement thereto, seeking approval of the Members of the Company for following resolutions as set out in the Notice.

<b>Item no.</b>	<b>Special Business (es)</b>	<b>Resolution Type</b>
1	Appointment of Mr. R V R Kishore (DIN: 07402969) as the Whole Time Director	Special Resolution
2	Enhancement of Remuneration limit of Ms. Kavita Shirvaikar, Managing Director (DIN: 07737376)	Special Resolution

Yours faithfully,

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

Membership no. F10047

Encl: as above

**REGD. OFFICE:**

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

## POSTAL BALLOT NOTICE

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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 laws, 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 resolution setting out the material facts and the reasons/rationale thereof forms part of the Notice.

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

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 December 18, 2025. 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 voting by Postal Ballot will be announced on or before December 20, 2025. 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. December 18, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

### Resolutions:

#### **Resolution No 1: Appointment of Mr. R V R Kishore (DIN: 07402969) as the Whole Time Director.**

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

**Resolved that** pursuant to Sections 152, 160 & 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, including amendment thereof, if any, Mr. R V R Kishore (DIN: 07402969), who was appointed as an Additional Director (Whole Time Director) of the Company, with effect from September 22, 2025 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and in terms of Section 161 of the Companies Act, 2013 (“Act”) read with the Articles of Association of the Company, who is eligible for appointment and who

has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Whole Time Director of the Company.

**Resolved further that** pursuant to the provisions of Sections 196, 197, 203, Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") as amended from time to time, the Rules, Regulations, Guidelines and Circulars issued in this regards and Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, and subject to necessary approvals, if any, consent of the members be and is hereby accorded for appointment of Mr. R V R Kishore (DIN: 07402969) as a Whole time Director of the Company, designated as "Whole time Director- Operations", for a period of 3 years with effect from September 22, 2025, on such terms and conditions as reproduced in the annexed Explanatory Statement.

**Resolved further that** the remuneration as stated in the annexed Explanatory Statement, payable to Mr. R V R Kishore during his tenure be paid as minimum remuneration in case the Company has no profit/ inadequate profits, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

**Resolved further that** the Board be and is hereby authorised to vary the terms of appointment and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary and with the power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

**Resolution No 2: Enhancement of Remuneration limit of Ms. Kavita Shirvaikar, Managing Director (DIN: 07737376).**

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

**"Resolved that** further to the resolution passed at the 75<sup>th</sup> Annual General Meeting held on September 13, 2024 and 72<sup>nd</sup> Annual General Meeting of the Company held on September 15, 2021 for remuneration payable to Ms. Kavita Shirvaikar, Managing Director (DIN: 07737376) and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, including any statutory modification or re-enactment thereof and subject to such approvals, permissions, sanctions, as may be required, consent of the Members of the Company, be and is hereby accorded for following revision in Salary Limit payable to Ms. Kavita Shirvaikar, Managing Director of the Company for the remaining period of her present term of appointment upto March 31, 2027, including the remuneration to be paid to her in the event of loss or inadequacy of profits in any financial year during her tenure, with the other terms and conditions of her appointment including remuneration passed by the members of the Company in their meetings dated September 15, 2021 and September 13, 2024, remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Ms. Kavita Shirvaikar within and in accordance with the Act or such other applicable provisions or any amendment thereto.

Salary limit: Not exceeding ₹ 4.5 crore per annum during her remaining tenure as Managing Director, with authority to the Nomination and Remuneration Committee/ Board of Directors to determine the amount of salary payable and the amount of increment payable every year.

**Resolved further that** the remuneration payable to Ms. Kavita Shirvaikar during her remaining tenure as Managing Director, be paid as minimum remuneration in case the Company has no profit/inadequate profit, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

**Resolved further that** the Board be and is hereby authorised to vary the terms of appointment and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary and with the power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

**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  
November 13, 2025**

**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, November 14, 2025 ("Cut-off date"). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting.
5. The remote e-voting period commences at 9:00 A.M. (IST) on Wednesday, November 19, 2025 and will end at 5:00 P.M. (IST) on Thursday, December 18, 2025, 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. November 14, 2025, 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 November 14, 2025, 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](mailto: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](http://www.pateleng.com), websites of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://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 December 18, 2025 on request being sent to email id: [investors@pateleng.com](mailto: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 her, on or before December 20, 2025. 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](http://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](http://www.evoting.nsdl.com).
12. Resolution passed by the members through Postal Ballot are deemed to have been passed as if the same were passed at a general meeting of the members convened in that regard on the last date specified for remote e-voting i.e. Thursday, December 18, 2025.

**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](http://www.pateleng.com) and on the website of the Company’s Registrar and Transfer Agents, MUFG Intime India Private Limited '(MI IPL)' at [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com).

Members may please note that SEBI vide Mater 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](http://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](http://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 MI IPL in case the shares are held in physical form.

**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"> <li data-bbox="635 1311 1476 1583">1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="635 1601 1476 1929">2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

Type of shareholders	Login Method
	<p>3. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDEAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="877 810 1209 1004" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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>

Type of shareholders	Login Method
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 is active.
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](mailto:scrutinisers@mmjc.in) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto: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](mailto: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](mailto: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 shareholders/members may send a request to [evoting@nsdl.com](mailto: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**

Mr. R V R Kishore (DIN: 07402969) was appointed as an Additional and Whole-Time Director of the Company effective from September 22, 2025 by the Board of Directors at its meeting dated September 12, 2025 in terms of provisions of Sections 152, 160, 161, 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and the rules made thereunder subject to approval of members by way of a special resolution.

The Company has received:

- (i) Consent in writing from Mr. R V R Kishore 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 Mr. R V R Kishore to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.
- (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- (iv) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

Mr. R V R Kishore does not hold any directorship in any other company.

Brief Profile of Mr. R V R Kishore (in terms of SEBI LODR Regulations and SS-2) is provided here under:

Mr. R V R Kishore is a Bachelor of Engineering, Construction from Shivaji University, 1989 (First class with Honors). He also holds a Diploma Masters in Construction Management, NICMAR. He is a Senior infrastructure leader with 35+ years of experience spanning urban infrastructure, transport, tunneling, marine, power, EPC, BOT and PPP projects. He has previously held CXO level roles in infrastructure peers.

Recognized for P&L leadership, strategic growth, project delivery, stakeholder engagement and business development with a strong track record of building high-performance teams and driving sustainable growth. Successfully managed a portfolio exceeding ₹40,000+ Cr of Project work, delivering constant top-line and bottom-line results.

The appointment of Mr. R V R Kishore and his remuneration is subject to approval by the Company's shareholders, as per the relevant provisions of the Companies Act, 2013 and SEBI LODR Regulations.

The remuneration proposed to be paid to Mr. R V R Kishore shall comprise of the following:

- i. Basic Salary: not exceeding ₹ 4 crore per annum, payable as remuneration for his services, with authority to the Board of Directors and / or Nomination and Remuneration Committee (NRC) to determine the amount of salary payable and the amount of increment payable on an annual basis within the said limit. However, while determining the annual increments, the Board and / or NRC will consider factors like Company's overall performance, compensation benchmark etc. The salary shall be paid monthly in accordance with the Company's normal payroll practices.
- ii. Perquisites: not exceeding ₹ 25 lakh per annum  
(Perquisites to include Employee Stock Option, as and when declared by the company as permissible under the applicable rules and regulations and/or any other perquisites as reviewed/approved by the Board and/or NRC within the above said limits).
- iii. Performance incentive: not exceeding ₹ 50 lakh per annum, with authority to the Board and/or NRC to determine the amount of incentive payable every year within the said limit.

Other terms:

- Termination: the appointment is liable for termination by either party giving 3 month's notice in writing to the other.
- Insurance: His Insurance will be covered under Company's health insurance policy/scheme as applicable. Personal Accident Insurance Policy for such amount as per the rules of the Company.
- Expenses: Company's contribution to retirement funds, official use of car / driver and communication facilities for Company's business, as per rules of the Company.

Duties: He shall subject to superintendence, control and directions of the Board of Directors, devote his whole time to the business of the Company and carry out such duties as may be entrusted to him by Board or Managing Director from time to

time, in the best interest of the business of the Company and the business of any one or more of its associated companies, subsidiaries and / or joint ventures, including performing duties as assigned by the Board from time to time by serving on the Boards of such associated companies, subsidiaries and/or JVs or any other executing body or any Committee of such a Company. The Whole-Time Director shall not be accountable to the Company for any benefits received as Director or Member of such associate, subsidiaries and/or JVs of the Company.

Variation: Any variation to the terms and conditions of his appointment and remuneration, will be subject to review and approval of the Board of Directors and/or NRC and the shareholders (if applicable) in accordance with the applicable law, including the Companies Act, 2013 and SEBI LODR Regulations.

The Company is earning adequate profits. However, as a prudent measure, approval of members is being sought by way of Special Resolution for the payment of remuneration to Mr. R V R Kishore in the event of inadequacy of profits in any financial year during his tenure of appointment.

All terms and conditions of appointment are set out in the Agreement, the draft of which is available for inspection by members in the manner specified in the Notice up to the date of the Annual General Meeting.

The information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure-II to the Notice.

None of the Directors / Key Managerial Personnel of the Company and their relatives except Mr. R V R Kishore is concerned or interested in the resolution.

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

## **Item No. 2**

The members of the Company at the 75<sup>th</sup> Annual General Meeting held on September 13, 2024 re-designated Ms. Kavita Shirvaikar as Managing Director of the Company effective from August 13, 2024 for her remaining tenure upto March 31, 2027 and further amended the terms of her appointment by increasing the salary limit to ₹ 4 crore per annum with the other terms and conditions of her appointment including perquisites/incentive/other benefits passed by the members of the Company in their meetings held on September 15, 2021 remaining unchanged.

The Managing Director has provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore, the Board is of the view that the existing upper limit of Salary may not be sufficient enough to pay the increased remuneration over a period of her remaining tenure, therefore the approval of the members of the Company is sought for revision in the Salary limit from the existing ₹ 4 crores per annum to ₹ 4.5 cores per annum as provided in the resolution no. 2 for the remaining period of her appointment. Rest of the terms of appointment including perquisites, incentives and other benefits as approved by the members shall remain unchanged.

The above revision shall be subject to approval of the members.

The information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure-II to the Notice.

None of the Directors / Key Managerial Personnel of the Company and their relatives except Ms. Kavita Shirvaikar is concerned or interested in the resolution.

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

### **Registered Office**

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

**Mumbai**  
**November 13, 2025**

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

Sd/-

Shobha Shetty  
Company Secretary  
Membership No. F10047

## 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	Mr. R V R Kishore	Ms. Kavita Shirvaikar
<b>DIN</b>	07402969	07737376
<b>Date of Birth and Age</b>	March 27, 1966 (59 years)	June 1, 1972 (53 years)
<b>Date of First Appointment</b>	September 22, 2025	April 1, 2017
<b>Qualifications</b>	Bachelor of Engineering, Construction from Shivaji University and Diploma Masters in Construction Management, NICMAR.	Chartered Accountant and a Graduate of the Institute of Cost & Works Accountants of India.
<b>Expertise in specific functional areas</b>	Mr. R V R Kishore is a Senior infrastructure leader with 35+ years of experience spanning urban infrastructure, transport, tunneling, marine, power, EPC, BOT and PPP projects.	Ms. Kavita Shirvaikar specializes in accounting, tax, audit, banking, finance and fund management.
<b>Details of Remuneration last drawn (FY 2024-25)</b>	Not Applicable	₹ 42.27 million
<b>Number of Board meetings attended during the year (From April 1, 2025 to November 13, 2025)</b>	1	5
<b>Directorships held in other companies</b>	Nil	<ul style="list-style-type: none"> <li>• West Kameng Energy Pvt Ltd</li> <li>• Digin Hydro Power Pvt Ltd</li> <li>• Meyong Hydro Power Pvt Ltd</li> <li>• Saskang Rong Energy Pvt Ltd</li> <li>• Patel KNR Infrastructures Ltd</li> <li>• Patel KNR Heavy Infrastructures Ltd</li> <li>• Hampus Infrastructure Pvt Ltd</li> <li>• Bellona Estate Developers Ltd</li> </ul>
<b>Listed Entities from which resigned as Director in past 3 years:</b>	Nil	Nil
<b>Memberships / Chairmanships of committees of other Companies</b>	Nil	<u>Audit Committee</u> <ul style="list-style-type: none"> <li>• Patel KNR Infrastructures Ltd - Member</li> </ul> <u>Nomination &amp; Remuneration Committee</u> <ul style="list-style-type: none"> <li>• Patel KNR Heavy Infrastructures Ltd- Member</li> </ul>
<b>Shareholding of Director including shareholding as a beneficial owner</b>	Nil	2,88,180 equity shares
<b>Relationships between directors inter-se</b>	There is no inter se relationship between them and any other member of the Board and other KMPs.	

**Annexure II**

**The Statement containing additional Information as required under Schedule V of the Act**

I. General Information

- (1) Nature of industry: Construction & Engineering
- (2) Date or expected date of commencement of commercial production: The Company was incorporated on April 02, 1949. Since then the Company had commenced its business.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- (4) Financial performance based on given indicators

(₹ In million)

	2024-25	2023-24
Revenue from Operations	50,076.45	44,120.39
Profit Before Tax	3,399.91	3,786.05
Profit After Tax	2,622.10	2,855.96
Earnings per equity shares ₹ (face value ₹1 each)	3.12	3.69

- (5) Foreign investments or collaborations, if any: Nil

II. Information about the appointee:

	<b>R V R Kishore</b>	<b>Kavita Shirvaikar</b>
Background details	Bachelor of Engineering, Construction from Shivaji University and Diploma Masters in Construction Management, NICMAR. He has 35+ years of experience in urban infrastructure, transport, tunneling, marine, power, EPC, BOT and PPP projects.	Chartered Accountant and a Graduate of the Institute of Cost & Works Accountants of India. She has over 27 years of experience in the Infrastructure sector and over a decade long tenure with the Company.
Past remuneration	Nil	₹ 42.27 million (for FY 2024-25)
Recognition or awards	Nil	<ul style="list-style-type: none"> <li>• CFO 100 Award 2016, 2017, 2018 and 2019</li> <li>• STAR CFO of the Year 2023</li> <li>• Best CFO Infrastructure 2024</li> <li>• Construction Woman of the Year 2024</li> <li>• CEO of the year 2024</li> </ul>
Job profile and his suitability	<p>Mr. R V R Kishore is a Senior infrastructure leader with 35+ years of experience spanning urban infrastructure, transport, tunneling, marine, power, EPC, BOT and PPP projects.</p> <p>He has joined the Company as Whole-Time Director – Operations and will be reporting to Managing Director. He will be leading the operations and engineering functions in addition to overseeing key functions of Plant &amp; Machinery, Safety, IMS, Quality Control, Design &amp; Engineering, Sub-contracts and Planning &amp; Methodology.</p>	<p>She has been instrumental in key strategic decisions of the Company and has implemented key systems and processes, leading major projects and establishing strong client relationships.</p> <p>Being the Managing Director, she shall provide leadership and strategic inputs to the Company in addition to carrying out such powers as is entrusted to her from time to time by the Board of Directors of the Company.</p>
Remuneration proposed	As per the details given in item no. 1 of the statement annexed to the notice.	As per the details given in item no. 2 of the resolution.

	<b>R V R Kishore</b>	<b>Kavita Shirvaikar</b>
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. R V R Kishore and Ms. Kavita Shirvaikar, the remuneration paid is commensurate with the remuneration packages paid to senior level in Construction Industry and as recommended by Nomination & Remuneration Committee of the Company.	
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	They have no pecuniary relationship directly or indirectly with the Company except to the extent of their remuneration and shareholding, if any, in the Company.	

III. Other information:

- (1) Reasons of loss or inadequate profits: Currently Company has adequate profits. The Company is passing special resolutions pursuant to the proviso of the sub-section(1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. R V R Kishore and Ms. Kavita Shirvaikar.
- (2) Steps taken or proposed to be taken for improvement: Series of strategic and operational measures is expected to result in the improvement in the present position. The Company has further strategically planned to address various issues and enhance its profits and has put in place measures to reduce cost and improve the bottom-line.
- (3) Expected increase in productivity and profits in measurable terms: The Company has been aggressively pursuing and implementing its strategies to improve its financial performance.

IV. Disclosures:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration in Rupees paid or payable to Directors for the year ended March 31, 2025.