

### **Notice of 3<sup>rd</sup> Annual General Meeting**

Notice is hereby given that the 3<sup>rd</sup> Annual General Meeting of National High Speed Rail Corporation Limited (NHSRCL) will be held at 2<sup>nd</sup> Floor, Committee Room (Room No. 237), Ministry of Railways, Railway Board, New Delhi - 110001, on Wednesday, the 25<sup>th</sup> September 2019 at 1130 hours to transact the following businesses:

#### **ORDINARY BUSINESSES:**

##### **Item No. 1 – Adoption of Financial Statements and Related Reports, etc.**

To receive and adopt the Report of the Board of Directors' and the Financial Statements for the year ended on 31<sup>st</sup> March 2019 along with the Auditor's Report thereon, and pass, with or without modification(s), the following **ordinary resolution**:

**“RESOLVED THAT** the Financial Statements for the year ended on 31<sup>st</sup> March 2019 comprising Balance Sheet as at 31<sup>st</sup> March 2019, the Statement of Profit & Loss for the year ended on 31<sup>st</sup> March 2019, the Statement of Cash Flow for the year ended on 31<sup>st</sup> March 2019, the Statement of Changes in Equity as on 31<sup>st</sup> March 2018 and on 31<sup>st</sup> March 2019, along with Notes thereto, and the Auditor's Report thereon, as well as the Directors' Report along with its Appendices including the Secretarial Audit Report, Extract of Annual Return in Form MGT-9, etc. as laid before the meeting, be and are hereby approved and adopted.”

##### **Item No. 2 – Remuneration of Statutory Auditors of the Company.**

To consider and if thought fit, to pass with or without modifications, the following resolution as **ordinary resolution** with respect to remuneration to Statutory Auditors of the Company:

**“RESOLVED THAT** the Board of Directors of NHSRCL be and is hereby authorized to fix, the remuneration (including out of pocket expenses) of the Statutory Auditors of the Company as may be appointed by the Comptroller & Auditor General of India, for audit of each of the annual financial statements of the Company w.e.f. financial year 2019-20 onwards.”

**By Order of the Board of Directors**

**Date :** 20-08-2019  
**Place:** New Delhi

  
**(Sumita Sharma)**  
**Company Secretary**

2

**NOTES:**

1. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, IN WRITING DULY SIGNED BY HIM/HER, TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER. **Form of Proxy is enclosed.**
2. A brief on ordinary business items 1 and 2 is placed at **Annexure – 1.**
3. As per the provisions of the Companies Act, 2013,
  - a. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company.
  - b. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member (entitled to vote) would be entitled to inspect the Proxies lodged at any time during the business hours of the Company provided that not less than 3 days of notice in writing of the intention to inspect is given to the Company.
5. Voting to be by show of hands in the first instance. Every member present in person shall have only one vote on a show of hands. Only when a poll is demanded under section 109, every such member shall have one vote for every share held by him/her.
6. FIVE MEMBERS (SHAREHOLDERS) OF THE COMPANY PERSONALLY PRESENT THROUGHOUT THE MEETING IS THE QUORUM. PRESENCE OF THE PRESIDENT'S NOMINEE SHALL BE MUST TO CONSTITUTE A VALID QUORUM.
7. A form of attendance slip is placed at **Annexure – 2.**
8. Route map including prominent landmark for easy location of the venue of the meeting is placed at **Annexure – 3.**
9. Relevant documents referred to in the accompanying notice are open for inspection by the member at the registered office of the Company on all working days during business hours up to the date of AGM.
10. **Members are requested to bring their copies of Annual Report, Notice, Attendance slip duly completed and signed at the meeting.**

**TO:**

1. All Shareholders of the Company.
2. All Directors of the Company.
3. M/s Sehgal Mehta & Co., Chartered Accountants (Statutory Auditor).
4. Mr. Anil Anand, Company Secretary in practice (Secretarial Auditor)

**A brief on ordinary business items:**

**Item No. 1: To receive and adopt the Directors' reports and the Financial Statements for the year ended on 31<sup>st</sup> March 2019 along with the Auditors Report thereon.**

The Board of Directors had approved, Directors Report along with its Appendices, i.e. Form MGT-9; Secretarial Audit Report, etc., Financial Statement along with notes thereto; and Auditor's Report (dated 5<sup>th</sup> August 2019) on the said Financial Statements, at its meeting held on 5<sup>th</sup> August 2019.

The Financial Statements along with above said Report's are to be adopted by the Shareholders.

**Item No. 2: To consider Remuneration of Statutory Auditors of the Company.**

The Companies Act, 2013 provides that:

- a) The remunerations of the auditors shall be fixed by the Company in general meeting or in such manner as the Company in general meeting may determine [section 142 (1)].
- b) The auditors of a government company shall be appointed by the Controller & Auditor General of India (C&AG) [section 139 (5)].

Thus, on a harmonious application of the aforesaid legal provisions, general meeting is required to authorize BoD to fix the remuneration (including out of pocket expenses) of the auditors for the purpose of audit. Therefore, a resolution is being proposed for authorizing BoD for fixing remuneration and permissible expenses of statutory auditors for audit of the financial statements of the Company w.e.f. financial year 2019-20 onwards.

The total audit fee (including out of pocket expenses), during the last year, as disclosed in the Financial Statement for the period 2018-19, is Rs. 1.58 lakh only.

**None of the Directors and Key Managerial Personnel of the Company nor their relatives are in any way concerned or interested, in any of the resolutions of ordinary business items.**

**Annexure – 2**

**National High Speed Rail Corporation Limited**

Regd. Office: 2<sup>nd</sup> Floor, Asia Bhawan, Road no. 205, Sector-9, Dwarka, New Delhi-110077  
CIN: U60200DL2016GOI291002

**ATTENDANCE SLIP**

Name of Member / Proxy : \_\_\_\_\_  
(In Block Letters)

Address of the Member / Proxy : \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Folio No. : \_\_\_\_\_

No. of Shares held : \_\_\_\_\_

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 3<sup>rd</sup> Annual General Meeting of the Company held on Wednesday, the 25<sup>th</sup> September 2019 at 2<sup>nd</sup> Floor, Committee Room (Room No. 237), Ministry of Railways, Railway Board, New Delhi - 110001.

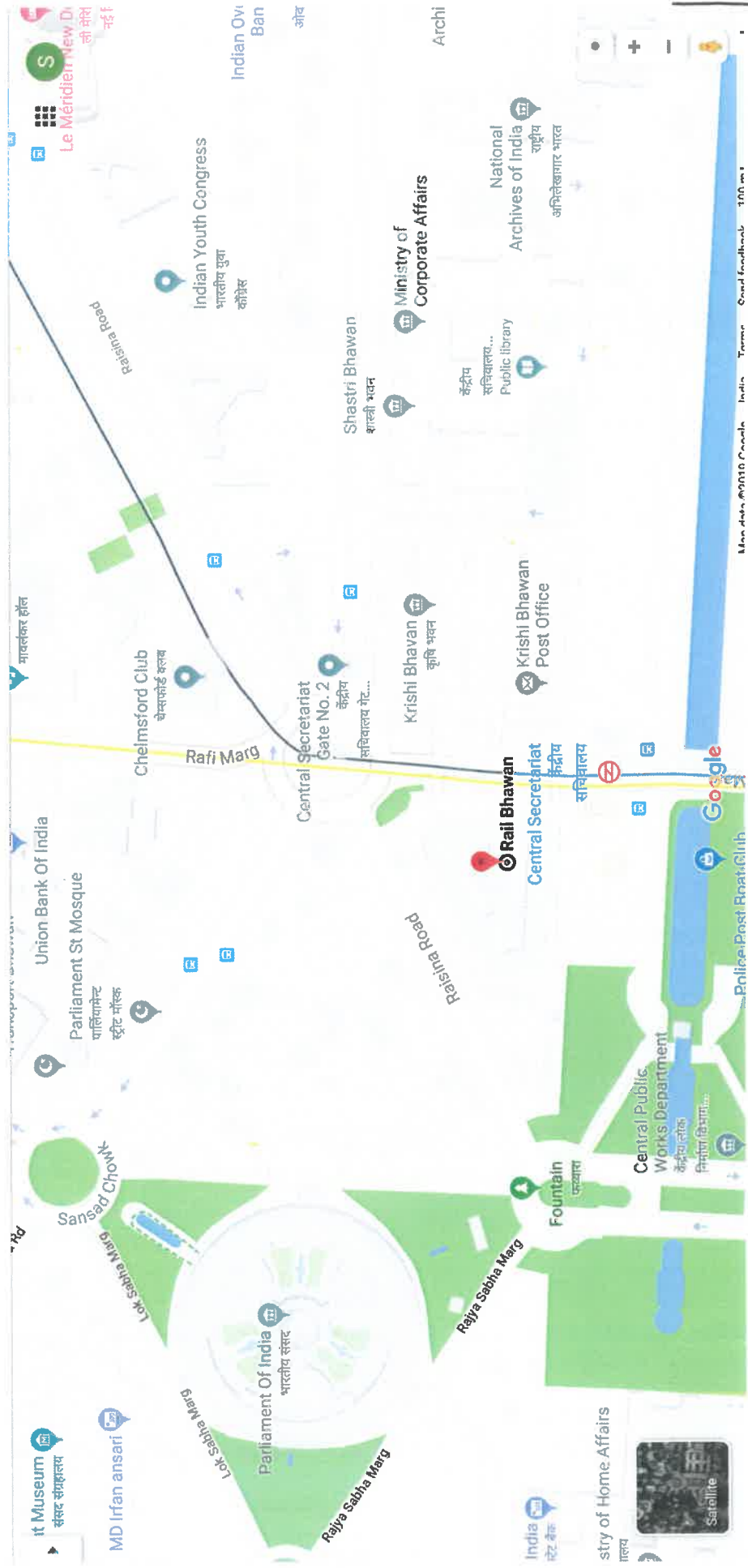
\_\_\_\_\_  
**Member's / Proxy Signature**

**Note:**

Please fill and sign this attendance slip and hand it over at the entrance of the meeting.

# Route Map – Venue of AGM of National High Speed Rail Corporation Limited

## Ministry of Railways, Railway Board, New Delhi – 110001



[This form of proxy in order to be effective should be completed (i.e. **duly filled, stamped, and signed**) and deposited at the Registered Office of the Company, not less than **48 hours before the commencement of the meeting i.e. latest on or before 1130 hours on 23<sup>rd</sup> September 2019**]

**National High Speed Rail Corporation Limited**

Registered office: 2<sup>nd</sup> Floor, Asia Bhawan, Road no. 205, Sector-9, Dwarka, New Delhi-110077  
CIN: U60200DL2016GOI291002

**Form No. MGT-11 (Proxy Form)**

*[Pursuant to section 105 (6) of the Companies Act, 2013 read with rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

**Name of Member(s) :** \_\_\_\_\_

**Registered Address :** \_\_\_\_\_

**E-mail Id :** \_\_\_\_\_

**Folio No. :** \_\_\_\_\_

I, being the member(s) holds \_\_\_\_\_ equity shares of the National High Speed Rail Corporation Limited, hereby appoint:

1. Name : \_\_\_\_\_ Email Id : \_\_\_\_\_  
Address : \_\_\_\_\_ Signature : \_\_\_\_\_

or failing him/her

2. Name : \_\_\_\_\_ Email Id : \_\_\_\_\_  
Address : \_\_\_\_\_ Signature : \_\_\_\_\_

or failing him/her

3. Name : \_\_\_\_\_ Email Id : \_\_\_\_\_  
Address : \_\_\_\_\_ Signature : \_\_\_\_\_

as my proxy to attend and vote (on a poll) for me and on my behalf at the 3<sup>rd</sup> Annual General Meeting of the Company, to be held on Wednesday, the 25<sup>th</sup> day of September 2019, at 1130 hours at 2<sup>nd</sup> Floor, Committee Room (Room No. 237), Ministry of Railways, Railway Board, New Delhi - 110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.

1. To receive and adopt the Directors' Report and the Financial Statements for the year ended on 31<sup>st</sup> March 2019 along with Auditors' Report thereon.
2. To consider remuneration of Statutory Auditors of the Company.

Signed this \_\_\_\_ (date) day of \_\_\_\_\_ (month) 2019.

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy holder (s)

Affix  
Revenue  
Stamp