

Revised Notice of 7th Annual General Meeting

Revised Notice is hereby given that the **7rd Annual General Meeting** of National High Speed Rail Corporation Limited (NHSRCL) will be held at **Committee Room (Room No. 237), 2nd Floor, Railway Board, Ministry of Railways, Railway Board, New Delhi – 110001**, on **Friday, the 29th September 2023, at 1300 hours** to transact the following business:

ORDINARY BUSINESSES:

Item No.1 - Adoption of Financial Statements and Directors' Reports, etc.

To receive, consider, and adopt the audited Financial Statements for the year ended on 31st March 2023 along with the Report of the Board of Directors and 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 31st March 2023 comprising Balance Sheet as at 31st March 2023, the Statement of Profit & Loss for the year ended on 31st March 2023, the Statement of Cash Flow for the year ended on 31st March 2023, the Statement of Changes in Equity as on 31st March 2022 and on 31st March 2023, along with Notes thereto, and the Auditor's Report thereon, as well as the Directors' Report along with its Appendices including the Report on CSR Activities, Secretarial Audit Report, 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 **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 the annual financial statements of the Company for the financial year 2023-24."

By Order of the Board of Directors

Date : 25th September 2023

Place : New Delhi

000002 (Rev.)


(Sumita Sharma)
Company Secretary

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 attached.**
2. A brief on ordinary business item 1 and 2 is placed at **Annexure – 1.**
3. Route map including prominent landmark for easy location of the venue of the meeting is placed at **Annexure – 2.**
4. A form of attendance slip is placed at **Annexure – 3.**
5. 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.
6. 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.
7. 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.
8. Minimum five members (Shareholders) of the Company personally present / attending the AGM throughout the meeting shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 (Act). **Presence of the President's nominee shall be a must to constitute a valid quorum.**
9. Relevant Documents mentioned 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. However, members seeking to inspect such documents are requested to send a prior notice at Company's email-id psmd@nhsrcl.in.
10. Notice of the AGM and Annual Report for the year ended on 31st March 2023 are being sent electronically to all the Members, in terms of the MCA circulars.

11. **Members are requested to bring their copies of Annual Report, Notice, Attendance slip duly completed and signed at the meeting.**
12. The details as to itinerary of the meeting, etc. shall be sent separately.

- TO:**
1. All Shareholders of the Company.
 2. All Directors of the Company.
 3. M/s. AKGVG & Associates, Chartered Accountants (Statutory Auditor).
 4. M/s. Akhil Rohatgi & Company, Company Secretary in practice (Secretarial Auditor)

A brief on ordinary business items

Item no. 1: To receive, consider and adopt the Audited Financial Statements for the year ended on 31st March 2023 along with the Report of Board of Directors, Auditor's Report thereon.

The Board of Directors had approved, the Financial Statements along with notes thereto; Directors' Report along with its Appendices, i.e. Report on CSR Activities, Secretarial Audit Report (dated 21st July 2023), etc., and Auditor's Report (dated 20th July 2023) on the said Financial Statements along with Management reply thereon, at its meeting held on 20th July 2023.

Comments from Comptroller & Auditor General of India on the said Financial Statements along with Management Reply on the C&AG comments would be tabled at the meeting after approval by the Board of Directors.

The Financial Statements along with above said Reports 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 Comptroller & 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 for the financial year 2023-24.

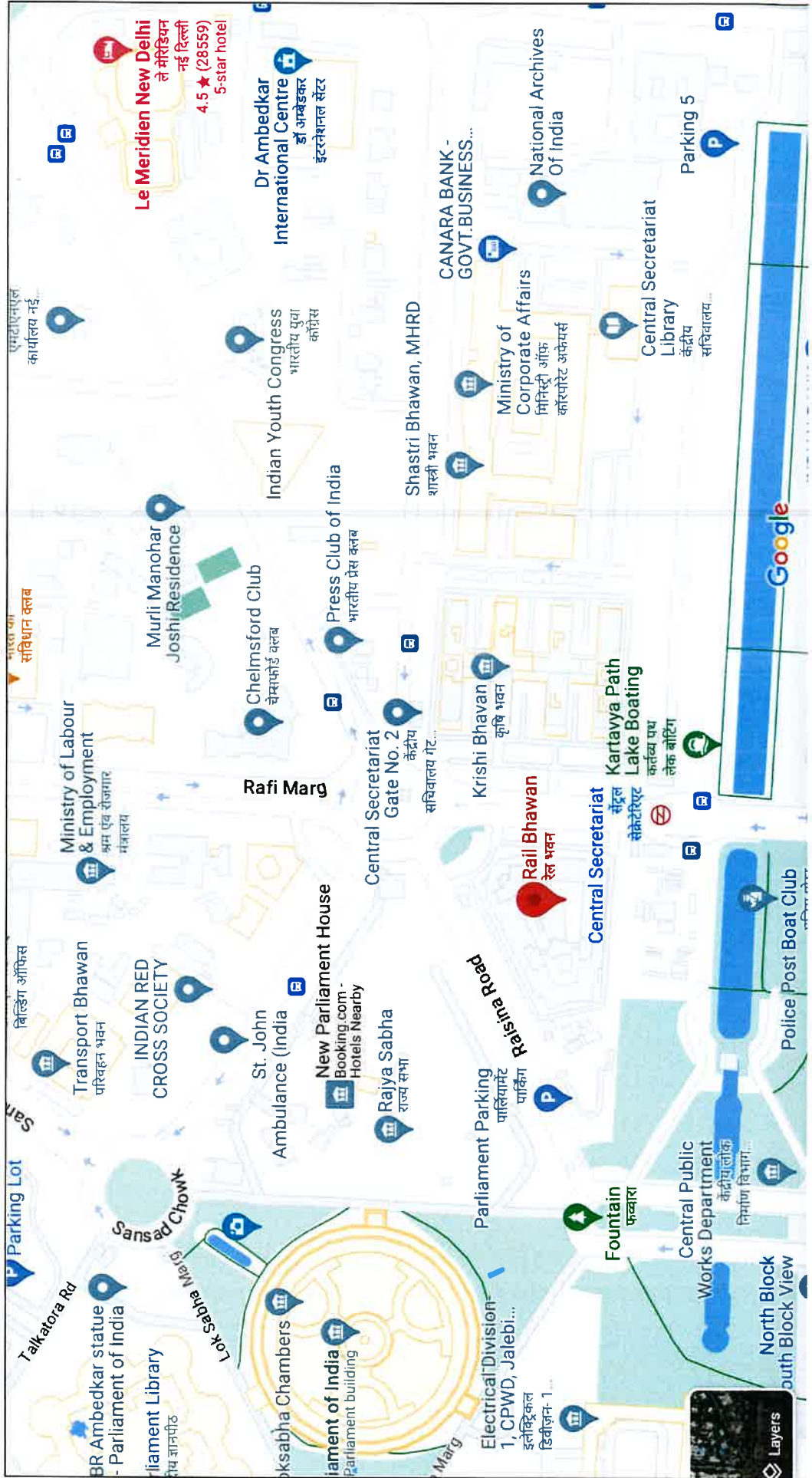
The total audit fee (including out of pocket expenses) as disclosed in the Financial Statement for the year 2022-23, is Rs. 5.43 lakh.

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.

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Route Map – Venue of 7th AGM of National High Speed Rail Corporation Limited

Rail Bhawan, Ministry of Railways, New Delhi – 110001



National High Speed Rail Corporation Limited
Regd. Office: 2nd 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 7th Annual General Meeting of the Company held on Friday, 29th September 2023 at 2nd 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.

[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 1300 hours on 27th September 2023**]

National High Speed Rail Corporation Limited

Registered office: 2nd 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 7th Annual General Meeting of the Company, to be held on **Friday, the 29th September 2023, at 1300 hours** at 2nd 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 Financial Statements and Directors' Report, etc. for the year ended on 31st March 2023 along with Auditors' Report thereon.
2. To consider remuneration of Statutory Auditors of the Company.

Signed this _____ (date) day of _____ (month) 2023.

Affix
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder (s)

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