



Smarter Track Solutions - Safer Mobility

## Patil Rail Infrastructure Pvt. Ltd.

CIN No : U60100TG1996PTCO23894

Regd. Office : The Safe Legend, 6-3-1239/B/111,

Renuka \_Enclave, Raj Bhavan Road, Somajiguda,

Hyderabad - 500 082. Telangana, India.

Ph: +91-40-39556700 / 6800, Fax: +91-40-39556750

E-mail: [info@patilgroup.com](mailto:info@patilgroup.com), Web : [www.patilgroup.com](http://www.patilgroup.com)

### NOTICE

NOTICE is hereby given that the 01<sup>st</sup> of 2023-2024 Extraordinary General Meeting of members of PATIL RAIL INFRASTRUCTURE PRIVATE LIMITED ("the Company") will be held on Tuesday, 09<sup>th</sup> May, 2023 at 04:00 P.M. at the Registered Office of the Company situated at The Safe Legend, 6-3-1239/B/111, 4<sup>th</sup> Floor, Renuka Enclave, Raj Bhavan Road, Somajiguda, Hyderabad - 500082, Telangana, India to transact the following businesses as Special Business:

#### ITEM NO. 1

#### ALTERATION OF ARTICLES OF ASSOCIATION:

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

"RESOLVED THAT pursuant to the provisions of section 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, consent of the members of the company be and is hereby accorded to alter the serial no. of articles of association of the Company to bring in line with table f schedule I of the Companies Act, 2013 and to substitute the common seal clause in the Articles of Associations of the Company with the following:

(i) *The Board shall provide a Common Seal for the purposes of the company and shall have power from time to time to destroy the same and substitute a new seal in lieu of and the Board shall provide for the safe custody of the Seal.*

(ii) *The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of a company secretary or any director or officer of the Company authorized by the board. Company secretary or any of the director or officer aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.*

(iii) *The Board shall provide a Common Seal for the purposes of the company and shall have power from time to time to destroy the same and substitute a new seal in lieu of.*

RESOLVED FURTHER THAT any of the Directors of the company, be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, Telangana), in connection with the alteration of Articles of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolutions."

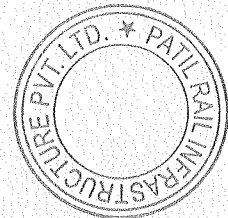
"RESOLVED FURTHER THAT any of the Directors of the company, be and are hereby severally authorised to issue/ provide certified true copies of these resolutions."

By Order of the Board

PATIL RAIL INFRASTRUCTURE PRIVATE LIMITED

KOKKONDA SUBRAHMANYAM  
DIRECTOR  
DIN: 05103213

Date: 09.05.2023  
Place: Hyderabad





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**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy instead of himself/herself and such proxy need not be a member of the Company. Proxy forms to be valid shall be lodged with the Company not less than 48 hours before the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to fill in Authorization Form annexed hereto along with a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Register of Directors and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
5. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
6. Every member entitled to vote at the Extra Ordinary General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning 24 (twenty four) hours before the time fixed for the commencement of the Extra Ordinary General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
7. Members are requested to bring the Attendance Slip duly filled in and signed attendance slip mentioning therein details of their DP ID and Client ID/ Folio No. which is enclosed herewith and hand over the same at the entrance of EGM venue.



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### EXPLANATORY STATEMENT [PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013]

As required under Section 102 of the Companies Act, 2013 (Act) and Para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), the following explanatory statement sets out material facts relating to the special business items mentioned under the accompanying Notice:

#### ITEM NO. 1

The Board of Directors of the Company at their meeting held on 09.05.2023 in order to attain the administrative convenience has proposed the members of the Company to alter the common seal clause of the Articles of Associations and substitute with following.

*(i) The Board shall provide a Common Seal for the purposes of the company and shall have power from time to time to destroy the same and substitute a new seal in lieu of and the Board shall provide for the safe custody of the Seal.*

*(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of a company secretary or any director or officer of the Company authorized by the board. Company secretary or any of the director or officer aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.*

*(iii) The Board shall provide a Common Seal for the purposes of the company and shall have power from time to time to destroy the same and substitute a new seal in lieu of.*

Further, the Board has also consider that the serial numbers of the present Articles of Association is not in line with the table f schedule I of the Companies Act, 2013. Further after launch of Ministry of Corporate Affairs Version 3 (V3 portal), the Company are required to file the E-AOA whenever the Articles of Association of Company is altered. Accordingly the Board has proposed to alter the serial number of the articles of association of the Company to bring in line with E-AOA to match the serial numbers in line with table f schedule I of the Companies Act, 2013.

The common seal clause of the existing Articles of Association of the Company provides that the common seal shall be affixed in presence of at least two Directors and or the secretary or such other person as the Board may appoint for the purpose; and those two Directors and the secretary or other person aforesaid shall sign every instruments to which the seal of the Company is so affixed in their presence.

Now the proposed alteration to Articles of Associations of the Company, the Seal of the Company can affixed in presence of a company secretary or any of the director or officer of the Company authorized by the board and the same can be signed by the company secretary or any of the director or officer of the

Company authorized by the Board shall sign every instrument to which the seal of the Company is so affixed in their presence.



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Special resolution is proposed to be passed pursuant to Sections 14 for the purpose of altering the Articles of Association for which shareholders' approval is required.

Your directors recommend the resolution for approval.

None of the Directors, Key Managerial Person and their relatives are interested in the Resolution.

By Order of the Board

PATIL RAIL INFRASTRUCTURE PRIVATE LIMITED

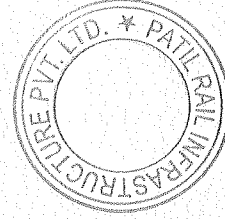
KOKKONDA SUBRAHMANYAM

DIRECTOR

DIN: 05103213

Date: 09.05.2023

Place: Hyderabad





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**Form No. MGT-11**

**Proxy form**

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

CIN: U60100TG1996PTCO23894

Name of the Company: PATIL RAIL INFRASTRUCTURE PRIVATE LIMITED

Registered Office: 6-3-1239/B/111, 4<sup>th</sup> Floor, Renuka Enclave, Raj Bhavan Road, Somajiguda, Hyderabad, Telangana - 500082, India

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company. Hereby appoint

1.

Name :	E-mail Id:
Address:	
Signature ..... or failing him	

2.

Name :	E-mail Id:
Address:	
Signature .....	

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 01<sup>st</sup> of 2023-2024 Extra Ordinary General Meeting of the shareholders of Patil Rail Infrastructure Private Limited, to be held on Tuesday, 09<sup>th</sup> May, 2023 at 04.00 P.M. at the Registered Office of the Company situated at The Safe Legend, 6-3-1239/B/111, 4<sup>th</sup> Floor, Renuka Enclave, Raj Bhavan Road, Somajiguda, Hyderabad - 500082, Telangana, India and at any adjournment thereof in respect of such resolution as is indicated below:



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**Resolution No.**

Sl. No.	Resolutions
1.	Alteration of Articles of Association.

Signed this \_\_\_\_ day of \_\_\_\_ 2023

Signature of Shareholder

Affix  
Revenue  
Stamps

Signature of Proxy holder(s)

**Note: 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.**



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**ATTENDANCE SLIP  
EXTRA ORDINARY GENERAL MEETING**

Name of the Company : PATIL RAIL INFRASTRUCTURE PRIVATE LIMITED  
CIN: : U60100TG1996PTCO23894  
Venue of the Meeting : The Safe Legend, 6-3-1239/B/111, 4<sup>th</sup> Floor, Renuka Enclave, Raj Bhavan Road, Somajiguda, Hyderabad - 500082, Telangana, India.  
Date and Time : Tuesday, 09<sup>th</sup> May, 2023 at 04:00 P.M.

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

Name and Address of Shareholder (In Block Letters)	
Name and Address of the Proxy (In Block Letters)	
Reg. Folio No.	
No. of Shares	

I hereby record my presence at the 01<sup>st</sup> of 2023-2024 Extra Ordinary General Meeting of the shareholders of Patil Rail Infrastructure Private Limited held on Tuesday, 09<sup>th</sup> May, 2023 at 04:00 P.M. at the Registered Office of the Company situated at The Safe Legend, 6-3-1239/B/111, 4<sup>th</sup> Floor, Renuka Enclave, Raj Bhavan Road, Somajiguda, Hyderabad - 500082, Telangana, India.

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



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**ROUTE MAP OF THE VENUE OF 01<sup>ST</sup> OF 2023-2024 EXTRA ORDINARY GENERAL MEETING OF THE COMPANY**

