

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given to all members of the Company that the 27th Annual General Meeting of members of Patil Rail Infrastructure Private Limited will be held on **Thursday the 10th August, 2023 at 10:00 AM** at the Registered Office of the Company situated at 6-3-1239/B/111, 4th Floor, Renuka Enclave, Raj Bhavan Road, Somajiguda, Hyderabad 500082, Telangana to transact the following items of business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet (standalone and consolidated) as at 31st March, 2023 and the Statement of Profit and Loss and Cash Flow Statement along with Notes to Accounts for the year ended 31st March, 2023 along with Auditors' Report & Directors' Report thereon.
2. **TO RE-APPOINT M/S DELOITTE HASKIN & SELLS (FRN: 008072S), CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS FOR A PERIOD OF 5 YEARS**

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

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof for time being in force, consent of the members of the company be and is hereby accorded to re-appoint M/s. Deloitte Haskin & Sells, Chartered Accountants, (Firm Registration No. 008072S) as Statutory Auditors of the Company for period of 5 years from the conclusion of this 27th Annual General Meeting till the conclusion of 32nd Annual General Meeting, that is, from Financial Year 2023-24 to Financial Year 2027-28, with such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and the Auditor.”

“RESOLVED FURTHER THAT all the Directors and the Company Secretary of the Company be and are hereby severally authorised to file the necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary under the Companies Act, 2013 to give effect to the above resolution.”

SPECIAL BUSINESS:

3. **RATIFICATION OF REMUNERATION TO COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2024:**

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and such other applicable provisions of the Companies Act, 2013, read with the Companies (Cost records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. KJU & Associates, Cost Accountants

(Firm Registration Number 000474) who were appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2023-24, amounting to Rs. 1,30,000/- (Rupees One lakh Thirty thousand only) plus all applicable taxes and re-imbusement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby confirmed and approved and ratified.

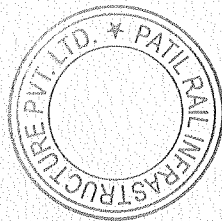
“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. **RATIFICATION OF PROFIT RELATED COMMISSION PAID TO MR. DURGA PRASAD SUBRAMANYAM ANAPINDI, INDEPENDENT DIRECTOR (DIN: 00911306) FOR FINANCIAL YEAR 2022-23:**

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

“RESOLVED THAT pursuant to the provisions of Section 149(9) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the company be and is hereby accorded to ratify the payment of profit related commission of 0.11 % on the Net Profit after tax for Financial Year 2022-23, i.e., 0.11% of INR 7749.76 Lakhs, equals to INR 8,50,000/- (Rupees Eight Lakhs and Fifty Thousand Only), to Mr. Durga Prasad Subramanyam Anapindi, Independent Director (DIN: 00911306).

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution.”



Place: Hyderabad
Date: 03.07.2023

By order of the board
For Patil Rail Infrastructure Private Limited

A handwritten signature in black ink, appearing to read "Lingaraj Shantalingappa Patil".

Lingaraj Shantalingappa Patil
Whole Time Director
DIN:00731663

NOTE:

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company.
- The instrument appointing the Proxy, in order to be effective, should be deposited, duly complete and signed, at the Registered Office of the Company not less than (48) Forty-Eight hours before the scheduled start of the meeting.
- Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the **Form No. MGT.11** annexed herewith.
- Members/Proxies are requested to bring their duly filled Attendance Slip along with the copy of the Annual Report to the Meeting.
- Corporate Members intending to send their Authorized Representative(S) to attend the meeting are requested to send to the company a duly certified board resolution authorizing their said representative(s) to attend and vote on their behalf at the meeting.
- Member(s) are requested to notify immediately any change in their address to the Company at the Registered Office.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Members are requested to send their queries at least 10 (ten) days before the date of meeting so that information can be made available at the meeting.
- Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses to the Company at its registered office address.

**EXPLANATORY STATEMENT PURSUANT TO
SECTION 102 (1) OF THE COMPANIES ACT, 2013**

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 3 of the accompanying Notice.

ITEM NO. 3:

RATIFICATION OF REMUNERATION TO COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2024.

The Board of Directors at their meeting held on 12th April 2023 has approved the appointment and remuneration of M/s. KJU Associates, Cost Accountants (Firm Registration No. 000474), as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending March 31, 2024, at a remuneration of Rs. 1,30,000/- (Rupees One Lakh Thirty Thousand Only) per annum plus applicable taxes and out of pocket expenses, as remuneration for cost audit services.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor needs to be ratified by the Members of the Company.

Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out in Item No. 3 of the notice for ratification of the remuneration payable to Cost Auditors for the Financial Year 2023-24.

None of the Directors, Manager, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in this resolution.

ITEM NO. 4

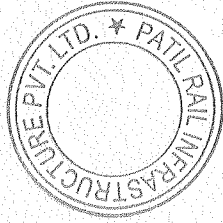
RATIFICATION OF PROFIT RELATED COMMISSION PAID TO MR. DURGA PRASAD SUBRAMANYAM ANAPINDI, INDEPENDENT DIRECTOR (DIN: 00911306) FOR FINANCIAL YEAR 2022-23:

The Board of Directors at their meeting held on 03rd July, 2023 had approved for payment of profit related commission of 0.11 % on the Net Profit after tax for Financial Year 2022-23, i.e., 0.11% of INR 7749.76 Lakhs, equals to INR 8,50,000/- (Rupees Eight Lakhs and Fifty Thousand Only), to Mr. Durga Prasad Subramanyam Anapindi, Independent Director (DIN: 00911306), which was subject to ratification by shareholders at this 27th Annual General Meeting of the Company.

In terms of the provisions of Section 149(9) of the Companies Act, 2013 the profit related commission payable to Independent Director needs to be approved by the Members of the Company.

Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out in Item No. 4 of the notice for ratification of the profit linked commission paid to Mr. Durga Prasad Subramanyam Anapindi, Independent Director (DIN: 00911306) after the approval of the Board.

None of the Directors, Manager, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in this resolution, other than Mr. Durga Prasad Subramanyam Anapindi, Independent Director (DIN: 00911306).



**By order of the board
For Patil Rail Infrastructure Private Limited**

**Place: Hyderabad
Date: 03.07.2023**

**Lingaraj Shantalingappa Patil
Whole Time Director
DIN:00731663**

**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 : U60100TG1996PTC023894
Name of the Company : Patil Rail Infrastructure Private Limited
Registered office : 6-3-1239/B/111, 4th Floor, Renuka Enclave, Raj Bhavan Road,
Somajiguda, Hyderabad 500082, Telangana.

Name of the member(s) :
Registered address :
E-mail Id :
FoiloNo;/Client ID :

I /We, being the member(s) of _____ Shares of the above named company, hereby appoint

1. Name :
Address :
Email ID :
Signature :
2. Name :
Address :
Email ID :
Signature :
3. Name :
Address :
Email ID :
Signature :

as my proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Members of Patil Rail Infrastructure Private Limited will be held on Thursday, the 10th day of August, 2023 at 10:00 A.M. at its Registered Office situated at 6-3-1239/B/111, 4th Floor, Renuka Enclave, Raj Bhavan Road, Somajiguda, Hyderabad 500082, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	Vote For	Vote Against	Abstain From Voting
1. To receive, consider and adopt the Audited Balance Sheet (standalone and consolidated) as at 31 st March, 2023 and the Statement of Profit and Loss and Cash Flow Statement along with Notes to Accounts for the year ended 31 st March, 2023 along with Auditors' Report & Directors' Report thereon.			

2. To re-appoint M/s Deloitte Haskin & Sells LLP (FRN: 008072S), Chartered Accountants, as Statutory Auditors for a period of 5 years:			
3. Ratification of remuneration to Cost Auditors for the financial year ending March 31, 2024:			
4. Ratification of profit related commission paid to Mr. Durga Prasad Subramanyam Anapindi, Independent Director (DIN: 00911306) for financial year 2022-23:			

Signed this _____ day of _____ 2023

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix 15 paise revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.

PATIL RAIL INFRASTRUCTURE PRIVATE LIMITED
CIN: U60100TG1996PTC023894
Reg. Off: 6-3-1239/B/111, 4th Floor, Renuka Enclave, Raj Bhavan Road,
Somajiguda, Hyderabad 500082, Telangana.

ATTENDANCE SLIP

Registered Folio No. /DP-ID*/ Client ID* :

Number of equity shares held :

Name of the Member/Proxy :

I/We hereby accord my/our presence at the as my proxy to attend and vote (on a poll) for me/us and on my/our behalf at 27th Annual General Meeting of the Members of Patil Rail Infrastructure Private Limited held on Thursday, the 10th day of August, 2023 at 10 A.M. at its Registered Office situated at 6-3-1239/B/111, 4th Floor, Renuka Enclave, Raj Bhavan Road, Somajiguda, Hyderabad 500082, Telangana

Signature of the Member/Proxy attending
the Meeting

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the meeting

