



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, Web : www.patilgroup.com

NOTICE

NOTICE is hereby given that the 2nd of 2023-2024 Extraordinary General Meeting of members of **PATIL RAIL INFRASTRUCTURE PRIVATE LIMITED** ("the Company") will be held on Saturday, 20th January, 2024 at 11:00 A.M. at the Registered Office of the Company situated at The Safe Legend, 6-3-1239/B/111, 4th Floor, Renuka Enclave, Raj Bhavan Road, Somajiguda, Hyderabad - 500082, Telangana, India to transact the following businesses as Special Business:

ITEM NO. 1

TO GIVE LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY IN TERMS OF PROVISIONS OF SECTION 185 (2) OF COMPANIES ACT, 2013:

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 185 (2) and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed there under, including any statutory modifications or re-enactments thereof, for the time being in force, and subject to such approvals, consents, sanction and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to ratify the transaction, if any, entered with Entities in which Directors were interested, and to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the Company is interested, upto maximum amount of INR 1000.00 Crores (Rupees One Thousand Crores only) to be utilized for the principal business activities by the Borrowing Company.

"RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of the Directors of the (hereinafter referred to as the "Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to decide on the terms and conditions of the aforesaid to advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security and to take all the necessary steps, to execute all such documents, deeds, instruments and writings and to do all such acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds, things, incidental or expedient thereto, as the Board may think fit and suitable."

FOR PATIL RAIL INFRASTRUCTURE PRIVATE LIMITED

AMAN PUROHIT
COMPANY SECRETARY
ICSI MEMBERSHIP NO. : A59345

Date: 26/12/2023

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

It is brought to the notice of members that, as per section 185(2) of the Companies Act, 2013, a Company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the Company is interested, subject to the condition that:

- Special resolution is passed by the Company in general meeting
- The loans are utilised by the borrowing Company for its principal business activities.

It further brought to the notice of the members that the group companies are required to support the business activity of other companies by providing the loan including any loan represented by a book debt, or may be required to give any guarantee or provide any security in connection with any loan taken by any group companies in which there are common directors and interested in both borrowing and lending companies.

The Board of Directors of the Company has further proposed the Members of the Company to provide the authorization to the Board of Directors or there committee thereof for exercising the power to advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by a Company in which Directors are interested upto an maximum amount of Rs. 1,000/- Crores (Rupees One Thousand Crores Only) to be utilized for the principal business activities of the Company in which Directors are interested.

Further, it is to inform the members of the Company that the Board of Directors have proposed the omnibus resolution as set out in the item no. 1 in the interest of the group companies and to ratify the transaction if any entered by the Company with the entities in which Directors of the Company are interested and the resolution shall stand valid until the same is revised and withdrawn by the Board of Directors of the Company.

The Board recommends the passing of the special resolution set out as item no. 1 of the accompanying notice.

Common Directors of the Company are interested to the extent of their Directorship and Shareholding in the group companies, in respect of passing the Special Resolution set out in the Notice.

FOR PATIL RAIL INFRASTRUCTURE PRIVATE LIMITED

AMAN PUROHIT
COMPANY SECRETARY
ICSI MEMBERSHIP NO. : A59345

Date: 26/12/2023
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, 4th 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 2nd of 2023-2024 Extra Ordinary General Meeting of the shareholders of Patil Rail Infrastructure Private Limited, to be held on Saturday, 20th January, 2024 at 11.00 A.M. at the Registered Office of the Company situated at The Safe Legend, 6-3-1239/B/111, 4th 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.	To give loan or give any guarantee or provide any security in terms of provisions of Section 185 (2) of Companies Act, 2013.

Signed this ____ day of ____ 2024

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, 4th Floor, Renuka Enclave, Raj Bhavan Road, Somajiguda, Hyderabad - 500082, Telangana, India.
Date and Time : Saturday, 20th January, 2024 at 11:00 A.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 2nd of 2023-2024 Extra Ordinary General Meeting of the shareholders of Patil Rail Infrastructure Private Limited held on Saturday, 20th January, 2024 at 11:00 A.M. at the Registered Office of the Company situated at The Safe Legend, 6-3-1239/B/111, 4th 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 02ND OF 2023-2024 EXTRA ORDINARY GENERAL MEETING OF THE COMPANY

