

Notice of 4th Annual General Meeting

Notice is hereby given that the 4th Annual General Meeting of National High Speed Rail Corporation Limited (NHSRCL) will be held through Video Conferencing on **Monday, the 28th September 2020 at 1200 hours** to transact the following businesses:

ORDINARY BUSINESS:

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 2020 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 2020 comprising Balance Sheet as at 31st March 2020, the Statement of Profit & Loss for the year ended on 31st March 2020, the Statement of Cash Flow for the year ended on 31st March 2020, the Statement of Changes in Equity as on 31st March 2019 and on 31st March 2020, 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, Extract of Annual Return in Form MGT-9, 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 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 the annual financial statements of the Company for the financial year 2020-21.”

By Order of the Board of Directors


(Sumita Sharma)
Company Secretary

Date : 03-09-2020

Place : New Delhi

नेशनल हाई स्पीड रेल कॉर्पोरेशन लिमिटेड
(केन्द्र सरकार एवं भाग लेने वाली राज्य सरकारों की संयुक्त क्षेत्र कंपनी)

National High Speed Rail Corporation Limited
(A Joint Sector Company of Govt. of India and Participating State Government)

पंजीकृत कार्यालय: एशिया भवन, द्वितीय तल, रोड नं.-205, सेक्टर-9, द्वारका, नई दिल्ली-110077
Registered Office: Asia Bhawan, Second Floor, Road No.-205, Sector-9, Dwarka, New Delhi-110077

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CIN No. U60200DL2016GOI291002

f/NHSRCL @nhsrcl www.nhsrcl.in

NOTES:

1. The Ministry of Corporate Affairs (MCA) has allowed companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue, vide General Circular No. 20/2020 dated 5th May 2020 read with General Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 on account of COVID-19 pandemic. Accordingly, the AGM of the Company is scheduled to be held through VC/ OAVM.
2. As the AGM is being held through VC/OAVM, physical attendance of members have been dispensed with by MCA. As a natural corollary, the facility for appointment of proxies by the Members will not be available for the AGM, and accordingly Proxy register, facility to inspect proxies, etc. are not applicable. In view of the above, Proxy Form, Attendance Slip, and Route Map are not annexed with this Notice.
3. A brief on ordinary business items 1 and 2 is placed at **Annexure**.
4. Voting to be by show of hands in the first instance. Every member present shall have only one vote on a show of hands. Only when a poll is demanded under section 109 of the Companies Act, 2013, every such member shall have one vote for every share held by him/ her.
5. Minimum five Members (Shareholders) attending the AGM through VC/OAVM 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 must to constitute a valid quorum.**
6. 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, in view of ongoing COVID-19 pandemic and lockdown restrictions, Members seeking to inspect such documents are requested to send a prior notice at Company's email-id i.e. psmd@nhsrcl.in, and the Company will provide the same through electronic media. This email-id may also be used in case of poll in terms of the above said sl. no. 4.
7. In terms of MCA circular No. 20/2020 dated 5th May 2020, Notice of the AGM and Annual Report for the year ended on 31st March 2020 are being sent electronically to all the Members.
8. The details as to scheduling of meeting and other itinerary including link thereto shall be sent separately through email.
9. The link for joining the meeting would open 15 minutes before the time scheduled to start the meeting.

TO:

1. All Shareholders of the Company.
2. All Directors of the Company.
3. M/s. Sehgal Mehta & Co., Chartered Accountants (Statutory Auditors).
4. Mr. Anil Anand, 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 2020 along with the Report of Board of Directors, Auditor's Report thereon.

The Board of Directors had approved the Financial Statement along with notes thereto; Directors' Report along with its Appendices, i.e. Report on CSR Activities, Extract of Annual Return in Form MGT-9; Secretarial Audit Report (dated 1st September 2020), etc., and Auditor's Report (dated 1st September 2020) on the said Financial Statements, at its meeting held on 1st September 2020.

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 remuneration 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 2020-21.

The total audit fee (including out of pocket expenses) as disclosed in the Financial Statements for the year 2019-20, is Rs. 2.61 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 resolution of ordinary business items.