

NAGPUR - SEONI EXPRESS WAY PRIVATE LIMITED

(Formerly Nagpur - Seoni Express Way Limited)

CIN: U45203GJ2007PTC049963

Addendum to Notice of 14th Annual General Meeting

Nagpur- Seoni Express Way Private Limited (Formerly Nagpur- Seoni Express Way Limited) ('the Company') had issued a notice dated August 11, 2021 convening the 14th Annual General Meeting ('AGM') scheduled to be held on Monday, September 27, 2021 at 11.25 a.m. through Video Conferencing / Other Audio Visual Means (VC/OAVM).

Further to the above, an addendum to the Notice of 14th AGM be and is hereby issued for transacting following special business as item no. 4 alongwith explanatory statement.

SPECIAL BUSINESS:

4. To consider and approve the appointment of Dr. Ashwin Mahalingam, (DIN: 05126953) as an Independent Director of the Company and to pass the following as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Dr. Ashwin Mahalingam (DIN: 05126953), who was appointed as an Additional Director of the Company in the category of Independent Director by the Board of Directors w.e.f October 16, 2020 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office upto the conclusion of Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company of the Company be and is hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of forms to Registrar of Companies."

**By Order of the Board of Directors
For Nagpur - Seoni Express Way Private Limited
(Formerly Nagpur - Seoni Express Way Limited)**

Date: 24/09/2021

Place: Chennai

SD/-
Amitabh Jha
Director
DIN.: 07130355

Regd. Office : "Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad-380006

Tele : +91 44 4398 6000

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Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its circular No. 10/ 2021 dated June 23, 2021, read with circular no. 39/2020 dated December 31, 2020 read with Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No.33/2020 dated September 28, 2020 permitted the holding of Annual General Meeting ("AGM") through video conferencing ('VC') or other audio visual means ('OAVM'), without the presence of the Members at a Common Venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and abovementioned MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Since the AGM is being held pursuant to MCA Circulars through VC/OAVM, Physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available and hence Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate members are required to send a scanned copy (PDF/JPG Format) of the Board Resolution/ Power of Attorney authorizing its representatives to attend and vote at the EGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Company through its registered email address at comply@indinfravit.com.
4. The proceedings of meeting shall be recorded and be kept in the safe custody of the Company.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning the Special Business is annexed hereto.
6. The addendum to the notice alongwith the 14th AGM Notice shall be available for inspection through electronic mode, basis the request being sent on comply@indinfravit.com.
7. The facility of participation at the AGM through VC/OAVM will be made available for all members. The detailed instructions for joining the Meeting through VC/OAVM forms part of the Notes to the AGM Notice circulated on September 3, 2021.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 10/2021 dated June 23, 2021, the addendum to the AGM Notice is being sent only through electronic mode to those Members whose e-mail addresses, are registered with the Company / Depositories.
10. The Voting at the meeting shall be conducted by show of hands unless a poll in accordance with section 109 of the Companies Act, 2013 is demanded by any member. If a poll is demanded at the meeting, then the shareholders can vote by sending an email to comply@indinfravit.com.
11. The members can pose questions concurrently at the Meeting or can submit questions or queries regarding the item no. 4 on the designated email address through which the addendum to the AGM notice has been sent.

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Explanatory Statement in pursuance of Section 102 of the Companies Act, 2013

Item No. 4:

To consider and approve the appointment of Dr. Ashwin Mahalingam as an Independent Director of the Company:

The Board of Directors of the Company had vide Circular resolution approved the appointment of Dr. Ashwin Mahalingam as additional Independent Director w.e.f October 16, 2020 to hold office upto the conclusion of Annual General Meeting (AGM) or the last the date on which the AGM should have been held, whichever is earlier.

Dr. Ashwin Mahalingam (DIN: 05126953) is not disqualified from being appointed as a director in terms of Section 164 of Companies Act, 2013 ('the Act') and has given his consent to act as a director. Also, Dr. Ashwin Mahalingam has given the declaration that he satisfies the criteria of independence as mentioned under Section 149 of the Act.

Pursuant to Schedule IV of the Act, the appointment of Independent Director shall be approved at the meeting of shareholders. In view of the above, the proposal pertaining to the appointment of Dr. Ashwin Mahalingam as Independent Director is placed before the members for their approval till the conclusion of Annual General Meeting.

In the opinion of the Board, Dr. Ashwin Mahalingam fulfils the conditions for appointment as an Independent Director as specified in the Act. Dr. Ashwin Mahalingam is independent of the management and possesses appropriate skills, experience and knowledge. The Company is in receipt of the notice from a member proposing the candidature of Dr. Ashwin Mahalingam u/s 160.

Brief particulars of Dr. Ashwin Mahalingam as stipulated under Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India is given in the Notice as annexure A.

The Board recommends the Ordinary Resolution as set out in item no. 4 for approval by the Shareholders.

Except, Dr. Ashwin Mahalingam, none of the Directors, Key Managerial Personnel of your Company or their relative is concerned or interested in the said resolution.

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Annexure A
DETAILS OF DIRECTORS SEEKING APPOINTMENT
(As per Secretarial Standard -2)

Name	Ashwin Mahalingam
Age	44 yrs
Qualification & Expertise in Specific Functional area	Master's degree in science in Civil and Environmental Engineering from the Leland Stanford Junior University and a bachelor's degree in technology in civil engineering from the Indian Institute of Technology, Madras. He holds a doctorate in civil and environmental engineering from the Leland Stanford Junior University.
Remuneration sought to be paid	NIL
Remuneration last drawn	NIL
Date of first appointment on the Board	October 16, 2020
Shareholding in the Company	NIL
Relationship with other Directors, and other Key Managerial Personnel of the Company	NA
Number of Meetings of the Board attended during the FY 2021-22	2
Directorships of other Boards of the other entities	LTIDPL IndvIT Services Limited Panipat Elevated Corridor Limited L&T Interstate Road Corridor Limited Devihalli Hassan Tollway Limited Beawar Pali Pindwara Tollway Limited L&T Chennai-Tada Tollway Limited Okapi Advisory Services Private Limited Villgro Innovations Foundation
Membership / Chairmanship of Committees of other Boards	10

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SD/-
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