



September 13, 2024

To,
Corporate Relationship Department
BSE Limited
PJ Tower, Dalal Street,
Mumbai - 400 001

Sub: Intimation pursuant to Regulations 50(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to the provisions of Regulation 50(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice convening the 17th Annual General Meeting of the Company scheduled to be held on Wednesday, September 25, 2024 at 12:30 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

The AGM Notice which forms part of the Annual Report is also available on the website of the Company.

Request you to kindly take the same on record.

Thanking You
Yours Sincerely,

For Nagpur- Seoni Express Way Private Limited

Jiju George
Company Secretary and Compliance Officer

Place : Chennai

**NOTICE TO THE MEMBERS**

Notice is hereby given that the 17th (Seventeenth) Annual General Meeting (the "AGM") of the members of NAGPUR – SEONI EXPRESS WAY PRIVATE LIMITED will be held on Wednesday, 25th (Twenty-Fifth) September at 12:30 p.m. through video or other audio visual means at 5th Floor, SKCL Tech Square, Lazer St, South Phase, SIDCO industrial Estate, Guindy, Chennai 600032 to discuss the following businesses:

ORDINARY BUSINESSES:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon.
2. To consider and approve the appointment of M/s. Sharp & Tannan, Chartered Accountants (Firm Registration No:003792S) as the Statutory Auditors of the Company and to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or amendments or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded to appoint M/s. Sharp & Tannan, Chartered Accountants (Firm Registration No:003792S) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s MKPS & Associates, Chartered Accountants, (FRN: 302014E), and that their term of office shall be five consecutive years from the conclusion of 17th Annual General Meeting till the conclusion of 22nd Annual General Meeting at such remuneration as may be mutually agreed between the Board and the Auditors."

SPECIAL BUSINESS:

3. To consider and approve the appointment of Mr. Rajumani Madhavan (DIN: 06986076) as a Non-Executive Director of the company and to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 152, 161(1) 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, Mr. Rajumani Madhavan (DIN: 06986076) who was appointed as an Additional Non-Executive Director of the Company on March 12, 2024 and who holds office up to date of this Annual General Meeting, be and is hereby appointed as a Non- Executive Director.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are 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**

**Date:10/09/2024
Place: Chennai**

**Sd/-
Jiju George
Company Secretary
ICSI Membership No:F10717**

NOTES:

1. The Ministry of Corporate Affairs ("MCA"), inter-alia, vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") has permitted the holding of AGM through Video Conferencing ("VC") or through other audio visual means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act") abovementioned MCA Circulars, the AGM of the Company is being held through VC/ OAVM.
2. Since this AGM is being held through VC / OAVM, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. 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.
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 AGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution / Authorization shall be sent to the Company.
4. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company and the summary of the proceedings shall be uploaded on the website of the Company at www.nsewpl.com.
5. An Explanatory Statement pursuant to subsection (1) of Section 102 of the Companies Act, 2013 setting out the material facts concerning the Special Business is annexed hereto.
6. Details in respect of the Director seeking appointment at the AGM have been furnished and forms part of the Notice.
7. All the documents referred to in the accompanying notice, shall be available for inspection through electronic mode, basis the request being sent on comply@interiseworld.com.
8. The Register of Directors / Key Managerial Personnel and their Shareholding and Register of Contracts or arrangements in which Directors are interested under Section 170 & 189 of the Act, respectively, shall be available for Inspection at Registered Office of the Company.
9. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice and the facility to participate through VC/OAVM will be made available for all the members.

10. In line with the MCA Circular No. 09/2023 dated September 25, 2023, the Notice calling the AGM along with the Annual Report is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories.
11. 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@interiseworld.com.
12. Members seeking clarifications on the annual report are requested to send in written queries to the Company at least one week before the date of the meeting. The members can also pose questions concurrently at the Meeting or can submit questions or queries regarding the agenda items on the designated email address through which the notice has been sent.
13. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM :

1. Members will be provided with a facility to attend the AGM through VC/OAVM. The link for VC/OAVM will be shared with the shareholder/members through e-mail.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, the members will be required to allow the use of camera and Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views / have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at comply@interiseworld.com.
6. The same will be replied by the company suitably.
7. In case of any assistance with regards to using the technology before or during the meeting, please contact on the +91 44 4398 6000.

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

The following Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, sets out all material facts relating to the business mentioned as item no.3 in the AGM Notice for the financial year 2023-24.

Item No. 3: To consider and approve the appointment of Mr. Rajumani Madhavan (DIN: 06986076) as a Non-Executive Director of the Company:

The Board of Directors have appointed Mr. Rajumani Madhavan (DIN: 06986076) as an Additional Non-Executive Director of the Company w.e.f. March 12, 2024. Pursuant to the provisions of Section 161(1) of the Act, Mr. Rajumani Madhavan holds office up to the date of the ensuing Annual General Meeting.

Mr. Rajumani Madhavan has given the requisite declarations pursuant to Section 164 and 184(1) of the Companies Act, 2013. Further, he is not disqualified from being appointed as a Non-Executive director in terms of Section 164 of the Act and has given his consent to act as director.

In the opinion of the Board, Mr. Rajumani Madhavan (DIN: 06986076) fulfils the conditions to be appointed as director as specified in the Act and the rules made thereunder. Further, pursuant to the provisions of Section 161(1) and all other applicable provisions, if any, of the Act and the rules made thereunder, the proposed appointment requires the approval of the members of the Company in AGM by way of an Ordinary Resolution. Accordingly, the Board recommends passing of the Ordinary Resolution set out as item no. 3 of the AGM Notice for approval by the Members of the Company.

Except Mr. Rajumani Madhavan, none of the Directors or KMP or their relatives are concerned or interested in the said resolution.

Brief particulars of Mr. Rajumani Madhavan as stipulated under Secretarial Standard on General Meeting (SS-2) by the Institute of Company Secretaries of India is hereunder :

DETAILS OF DIRECTORS SEEKING APPOINTMENT

(As per Secretarial Standard -2)

| | |
|---------------------|-------------------------|
| Name | Mr. Rajumani Madhavan |
| DIN | 06986076 |
| Age & Date of Birth | 57 Years and 16/04/1967 |
| Nationality | Indian |

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| Qualifications and Experience | <p>Mr. Madhavan Rajumani is a Civil Engineer and MBA by qualification. He has also received certification in Program Management from IIM, and technical accreditations from various esteemed organizations.</p> <p>He has more than 31 years of experience in core infrastructure projects in India and Overseas. Amongst these he has worked in the sectors which include Transportation, Roads and Bridges, Heavy infrastructure and Civil, Hydro projects etc. He has built strong operational expertise coupled with sound technical, financial, P&L management and strategic decisions. He has previously worked in reputed organizations such as Larsen & Toubro, Hindustan Construction Co. Ltd, Gammon, Tata Projects Ltd, JMC International Division amongst others.</p> |
| Remuneration_sought to be paid | NA |
| Remuneration last drawn | NA |
| Date of first appointment on the Board | 12/03/2024 |
| Shareholding in the Company | NIL |
| Relationship with other Directors, and other Key Managerial Personnel of Company | NIL |
| Number of Meetings of the Board attended during the year | 0 |
| Directorships held on the Board of the other entities | <ol style="list-style-type: none"> 1. Aurangabad – Jalna Toll Way Private Limited 2. Bhilwara–Rajsamand Tollway Private Limited 3. Mysore–Bellary Highway Private Limited 4. Krishnagiri Thopur Toll Road Private Limited 5. Western Andhra Tollways Private Limited 6. Shreenathji- Udaipur Tollway Private Limited 7. Krishnagiri Walajahpet Tollway Private Limited 8. Beawar Pali Pindwara Tollway Private Limited 9. Igatpuri Highway Private Limited 10. Dhule Palesner Tollway Private Limited 11. Devihalli Hassan Tollway Private Limited 12. Hyderabad-Yadgiri Tollway Private Limited 13. Bijapur-Hungund Tollway Private Limited 14. Rayalseema Expressway Private Limited 15. Simhapuri Expressway Limited |

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| Membership/Chairmanship committees of other Boards | <p>Member of Corporate Social Responsibility Committee of following companies:</p> <ol style="list-style-type: none"> 1. Mysore–Bellary Highway Private Limited 2. Krishnagiri Thopur Toll Road Private Limited 3. Western Andhra Tollways Private Limited <p>Member of Nomination and Remuneration Committee of Simhapuri Expressway Limited</p> |
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**By Order of the Board of Directors
For Nagpur - Seoni Express Way Private Limited
Sd/-**

**Date:10/09/2024
Place: Chennai**

**Jiju George
Company Secretary
ICSI Membership No: F10717**