

September 6, 2023

**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 Regulations 50(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith is the Notice convening the 16<sup>th</sup> Annual General Meeting (AGM) of the Company scheduled to be held on September 28, 2023 at 11:00 a.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

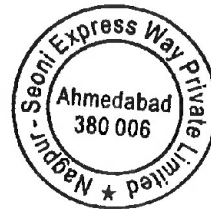
The Notice of AGM which forms part of the Annual Report are also available on the website of the Company.

Request you to kindly take the same on record.

Thanking You  
Yours Sincerely,

**For Nagpur- Seoni Express Way Private Limited**

Ruchika Chandak  
Company Secretary and Compliance Officer  
Memb. No.: A51624



**Place : Chennai**

**NOTICE TO THE MEMBERS**

Notice is hereby given that the 16<sup>th</sup> (Sixteenth) Annual General Meeting (the "AGM") of the Members of NAGPUR – SEONI EXPRESS WAY PRIVATE LIMITED will be held on Thursday, September 28, 2023 at 11.00 a.m. through electronic mode at 5<sup>th</sup> Floor, SKCL Tech Square, Lazer St, South Phase, SIDCO industrial Estate, Guindy, Chennai 600032 to discuss the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, and the Reports of the Board of Directors and Auditors thereon.
2. To consider and approve the appointment and remuneration payable to Statutory Auditors and for that purpose to pass 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 ('the Act') and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the consent of members be and is hereby accorded for appointment of M/s. MKPS & Associates, Chartered Accountants, (Firm Registration No.: 302014E) as Statutory Auditors of the Company for a term of 5 Years to hold office from the conclusion of 16<sup>th</sup> Annual General Meeting (AGM) till the conclusion of 21<sup>st</sup> AGM at a fees as mutually agreed between Board and Statutory Auditor.

**"RESOLVED FURTHER THAT** the Board of the Directors of the Company be and are hereby authorized to do all such act, deeds and things in this regard as may be necessary from time to time and fix the remuneration for subsequent year(s) of their term in consultation with the Statutory Auditor of the Company."

**SPECIAL BUSINESS:**

3. To consider and approve the appointment of Mr. Sachindra Datt Tripathi (DIN:10061645) as a Non-Executive Director of the company and to pass the following 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. Sachindra Datt Tripathi (DIN:10061645) who was appointed as an Additional Non-Executive Director of the Company on March 24, 2023 and 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."

4. To consider and approve amendment of the Articles of Association of the Company and to pass the following as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013, (including any statutory modification(s) or re-enactments thereof, for the time being in force), the consent of the members be and is hereby accorded for the following amendments to the Articles of Association of the Company (**“AOA”**), incorporating the necessary terms as applicable, in the manner mentioned as below:

**Insert after Article 71 under “Board of Directors”**

*“71A. Subject to the applicable provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023, and notwithstanding anything to the contrary contained in these Articles, the debenture trustee, in accordance with clause (e) of sub-regulation (1) of Regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (“Debenture Regulations”), shall have a right to appoint its nominee as a Director (“Nominee Director”) on the Board of the Company, and shall also have the right to remove from such office the Nominee Director so appointed, and pursuant to such removal and also in the case of death or resignation of the Nominee Director so appointed, shall have the right to appoint any other person in his/her place and also fill any vacancy which may occur as a result of such director ceasing to hold office for any reason whatsoever; such appointment or removal shall be made in writing on behalf of the debenture trustee appointing such Nominee Director and shall be delivered to the Company at its registered office. The Nominee Director shall neither be liable to retire by rotation nor be required to hold any qualification shares.*

*Nothing in this sub clause shall apply in the event that the debenture trustee fails to prove beyond doubt that the Company has defaulted in terms of Regulation 15(1)(e) of the Debenture Regulations, as amended from time to time.”*

**RESOLVED FURTHER THAT** any director of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the AoA and further do all necessary acts, deeds, things etc. as may be required in this regard to give effect to this resolution.”

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

Date: August 24, 2023  
Place: Chennai

Sd/-  
**Ruchika Chandak**  
**Company Secretary**  
**Membership No.: A51624**



## **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 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting 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 shall be uploaded on the website of the Company at [www.nsewpl.com](http://www.nsewpl.com).
5. An Explanatory Statement pursuant to sub-section (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@indinfravit.com](mailto:comply@indinfravit.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. 10/2021 dated June 23, 2021, 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@indinfravit.com](mailto:comply@indinfravit.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@indinfravit.com](mailto:comply@indinfravit.com). The same will be replied by the company suitably.
6. In case of any assistance with regards to using the technology before or during the meeting, please contact on the +91 44 4398 6029.

**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 in item in the accompanying Notice of the Annual General Meeting for the Financial Year 2022-23.

**Item No. 3: To consider and approve the appointment of Mr. Sachindra Datt Tripathi (DIN:10061645) as a Non-Executive Director of the Company:**

The Board of Directors had appointed Mr. Sachindra Datt Tripathi (DIN:10061645) as an Additional Non-Executive Director of the Company w.e.f. March 24, 2023. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") Mr. Sachindra Datt Tripathi holds office up to the date of the ensuing Annual General Meeting.

Mr. Sachindra Datt Tripathi has given the requisite declarations pursuant to Section 164 and 184(1) of the Act. 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. Sachindra Datt Tripathi (DIN:10061645) proposed to be appointed as Non-Executive Director fulfills the conditions 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 (including any statutory modifications or re-enactments thereof, for the time being in force), the proposed appointment will require the approval of the members of the Company in Annual General Meeting (AGM) by way of an Ordinary Resolution.

Brief particulars of Mr. Sachindra Datt Tripathi as stipulated under Secretarial Standard on General Meeting (SS-2) by the Institute of Company Secretaries of India is as below:

The Board recommends passing of the Ordinary Resolution as set out at item no. 3 of the Notice for approval by the Members.

Except Mr. Sachindra Datt Tripathi, none of the Directors and KMP or their relatives are concerned or interested in the said resolution.

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

Name	Mr. Sachindra Datt Tripathi
DIN	10061645
Age & Date of Birth	54 Years & 12/03/1969
Nationality	Indian
Qualifications and Experience	<p>Mr. Sachindra Datt Tripathi has 30 years of experience, having served organizations like JMC Projects, SREI Sahaj, Shubham Logistics, Nicco Ventures, NIIT, in various capacities handling the entire gamut of HR activities from recruitment, compensation &amp; benefits, HR operations, learning &amp; development, performance management, organization development, etc.</p> <p>He holds a bachelor's degree in science (Zoology Hons.) from Utkal University and a Master's degree</p>

	with HR specialization from Jadavpur University, Kolkata. He is also holding specialization in Organization Development & Change Management from Tata Institute of Social Sciences, Mumbai.
Remuneration sought to be paid	NA
Remuneration last drawn	NA
Date of first appointment on the Board	24/03/2023
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 year	1
Directorships held on the Board of the other entities	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. Kosi Bridge Infrastructure Company Private Limited 7. Mumbai Nasik Expressway Private Limited 8. Simhapuri Expressway Limited 9. Rayalseema Expressway Private Limited
Membership/ Chairmanship of Committees of other Boards	-

**Item No. 4: To consider and approve amendment of the Articles of Association of the Company.**

The Board of Directors had approved amendment of the Articles of Association (AoA) of the Company vide circular resolution 7/23-24 dated August 19, 2023, subject to approval of shareholders of the Company. It is informed to the members that, SEBI vide its notification dated February 2, 2023, introduced the SEBI (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 (“**Amendment Regulations**”). Regulation 23(6) of the Amendment Regulations prescribes that an issuer Company having issued non-convertible securities shall ensure that the AoA shall mandate its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of Regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993, as a director on the Board of the Company.

In the opinion of the Board, it is required to amend the AoA on or before September 30, 2023. Therefore, the Board recommends passing of the Special Resolution as set out at item no. 4 of the Notice for approval by the Members.

None of the Directors and KMP or their relatives are concerned or interested in the said resolution.

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

Date: August 24, 2023  
Place: Chennai

Sd/-  
**Ruchika Chandak**  
**Company Secretary**  
**Membership No.: A51624**