

**NOTICE**

**NOTICE** is hereby given that, the 11th Annual General Meeting of the members of KRIBHCO Infrastructure Private Limited (“**the Company**”) (formerly known as Kribhco Infrastructure Limited) will be held on Thursday, the 17th day of December, 2020 at 9:30 a.m. (IST) through Video Conferencing (Microsoft Teams) in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India to transact the following businesses:

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 together with the Reports of the Board of Directors’ and Auditors thereon;
2. To re-appoint Mr. Chandrapal Singh Yadav, Director (DIN:00023382) who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment as Director.
3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Section 139 and the Companies (Audit and Auditors) Rules, 2014, BSR & Co. LLP, Chartered Accountants, having Firm Registration No. 101248W/W-100022 be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until conclusion of the sixth consecutive Annual General Meeting of the company.

**RESOLVED FURTHER THAT** in accordance with the provisions of Section 142 of the Companies Act, 2013, the remuneration of INR 10,00,000 (INR Ten Lakh only) excluding applicable taxes and out of pocket expenses (which will be reimbursed on actual basis) for Financial Year 2020-21 to BSR & Co. LLP, Chartered Accountants (Firm Registration Number – 101248W/W-100022), Statutory Auditors of the Company, for conduct of audit for the financial year 2020-21, be and is hereby approved.”

**By order of the Board**  
*for Kribhco Infrastructure Private Limited*



**(Vineet Kumar Jain)**  
**Company Secretary**  
ICSI Membership No. F6599

Place: Gurugram  
Dated: 15.12.2020

## IMPORTANT NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020, 17/2020, 20/2020, 22/2020 and 33/2020 dated 08.04.2020, 13.04.2020, 05.05.2020, 15.06.2020 and 28.09.2020 (collectively referred to as ("MCA Circulars")) permitted the holding of the Annual General Meeting ("AGM" or "Meeting") through Video Conferencing ("VC") without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the AGM of the Company is being held through VC.
2. In view of the outbreak of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Notice and in line with the said Circulars issued by the MCA, the Notice of the AGM of the Company inter alia indicating the process for attending meeting is being sent only by Email, to all the Members whose Email IDs are registered with the Company/ Depository Participant(s) for communication purposes to the Members and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, read with the said Circulars issued by MCA, the Notice of the AGM of the Company will also be available on the website of the Company at [www.kribhcoinfra.com](http://www.kribhcoinfra.com)
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this Meeting is being held VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM, therefore, the Proxy Form and Attendance Slip are not annexed to this Notice.
4. All documents referred to in the notice are available for inspection by the members before and during the Annual General Meeting electronically. Request for inspection of the documents can be made before or during the Annual General Meeting by sending an email to vineet.jain@dpworld.com.
5. In terms of the provisions of Section 113 of the Act read with the said Circulars, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC on their behalf and participate there, including cast votes by electronic means.
6. The proceedings of the Meeting will be recorded as required under Companies Act, 2013 read with rules made and circulars issued thereunder. The Company shall maintain a recorded transcript of the meeting in safe custody and shall make the same available on the Company's website, as soon as possible.
7. Attendance of members through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Auditor of the Company or his authorised representative shall be attending the Meeting through VC to address queries of members if any.
9. Since the AGM will be held through VC, the route map to the venue is not annexed to this Notice.

## **INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC :**

The Members are requested to follow below instructions to participate in the AGM through VC:

1. Members shall have to click on "Join the meeting" link on scheduled time, which is being sent along with the Notice on their registered email ids in order to participate in the Meeting. The Members are requested to keep their video on during the Meeting.
2. Members are advised that facility of joining the AGM through VC shall be kept open 15 minutes before the time scheduled for the AGM and shall not be closed till the expiry of 15 minutes after scheduled time. The video-conference shall allow for two way teleconferencing for the ease of participation of the members and the participants.
3. Members are requested to cast their vote by a show of hands in the meeting unless demand for poll is made by any Member or Chairman. If demand for poll is made by Chairman or any Member, Members are requested to convey their assent or dissent on the resolution by sending emails through their registered email address on vineet.jain@dpworld.com. The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.
4. Members are requested to send their question, if any, at vineet.jain@dpworld.com or they can connect with Mr. Vineet Kumar Jain on 9212545684 in case of any technical assistance required at the time of log in and assessing at the Meeting through VC.