

PNC Rajasthan Highways Private Limited

Corporate Office : PNC Tower, 3/22-D, Civil Lines, Bypass Road, Agra-282002

Ph. : 91-562-4054400 (30 Lines) 91-562-4070000 (30 Lines) Fax : 91-562-4070011

Ref No: PNCRHPL/SE/2023-24/14

Date: 02/09/2023

To,
Listing Department
BSE Limited,
PhirozeJeejeebhoy Towers,
Dalal Street, Mumbai-400001

Sub: Annual Report of the Company for Financial Year 2022-23 along with Notice of Annual General Meeting.

Dear Sir /Ma'am,

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable statutory provisions, please find enclosed herewith the Annual Report of the Company for Financial Year 2022-23 along with Notice of Annual General Meeting of the Members of the Company scheduled to be held on Monday 25th September 2023.

Sr. No.	Type of Meeting	Proposed Date of Meeting	Proposed Time of Meeting	Date of Dispatch of Notice of AGM
1	Annual General Meeting	Monday, 25 th September, 2023	05:00 P.M.	02 nd September, 2023

Annual Report along with Notice of the Seventh Annual General Meeting is available on the Company's website www.prhpl.com

Kindly take the above information on record.

For PNC Rajasthan Highways Private Limited

VIVEK SINGH
Digitally signed
by VIVEK SINGH
Date: 2023.09.02
11:16:36 +05'30'

Vivek Singh

Company Secretary & Compliance Officer
M. No. A41139

CC: Axis Trustee Services Limited

Reg Office: Axis House, Bombay Dyeing Mills Compound, Pandhurang Budhkar Marg, Worli, Mumbai-400025.

Corporate Office: The Ruby, 2nd Floor, SW, 29, Senapati Bapa Marg, Dadar West, Mumbai, Maharashtra 400028.

Regd. Office : Cabin No. 5, NBCC Plaza, Tower II, 4th Floor, Pushp Vihar, Sector-V, Saket, New Delhi-110017 (India)

Ph. : 91-11-29574800 (10 Lines) 91-11-29566511, 64724122 Fax : +91-11-29563844

CIN : U45203DL2016PTC304751

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Notice to Members

Notice is hereby given that the 7th Annual General Meeting (AGM) of the Members of **PNC Rajasthan Highways Private Limited** will be held on **Monday, 25th day of September, 2023 at 05:00 P.M. at Cabin No. 5, NBCC Plaza, Tower-II, 4th Floor, Pushp Vihar, Sector-V, Saket, New Delhi-110017** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 together with the report of the Board of Directors and the Auditors thereon.
2. To re-appoint a Director in place of Mr. Pankaj Kumar Agarwal (DIN: 05168566), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

3. Alteration in Articles of Association of the Company.

RESOLVED THAT pursuant to the provisions of Section 5, 14 and other applicable provisions if any, of the Companies Act, 2013 ("Act") and the rules made thereunder (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for alteration of Articles of Association of the Company. The Article No. 76 shall be substituted with the following:

The Article 76 In the event of (a) the company borrowing any money from any Financial Corporation or Institution, Government or Government Body or any Collaborator, Bank, Person or Persons or any other loan giving agency or source; and/or (b) the company borrowing money by issuing debentures or bonds or similar instrument to the Debenture Holders/Bond Holders /Holders of such instrument, while any money remains due to them or any of the said Corporation, Institution or the Government body or the financier Collaborator or Bank or Debenture Holders / Bond Holders / Debenture Trustee acting for the benefit of the Debenture Holders/ Bond Holders or anybody as the case may be, they including the Debenture Trustee shall have and may exercise the rights and powers to nominate from time to time any person or persons to be Director or Directors of the Company, in accordance with provisions of the Companies Act 2013, clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, applicable laws, regulatory or listing requirements and terms and conditions of such transaction documents. Such Director shall not be required to hold any qualification share and shall not be liable to retire by rotation subject to the limits prescribed under the Companies Act. Any person so nominated may at any time be removed from office by the nominating authority who may from the time of removal or in case of death or resignation of the person nominate and any other in his place. Any such nomination or removal shall be in writing signed by the nominator and served on the Company. The said Director shall also be appointed as a member of any committee of the Board and shall not be liable for any act or omission of the Company. The said Director shall be entitled to all the rights and privileges of other non-executive directors and the sitting fees, expenses as payable to other directors on the Board and any other fees, commission, monies or remuneration in any form payable to the non-executive directors, which shall be to the account of the Company.



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RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard."

**By order of the Board of Directors
For PNC Rajasthan Highways Private Limited**




(Vivek Singh)
Company Secretary
M. No. A41139

Date:09/08/2023

Place: Agra

NOTES

1. A member is entitled to attend and vote at the Annual General Meeting is also entitled to appoint one or more proxies to attend and vote instead of himself / herself and a proxy need not be a member of the Company. Proxies, in order to be effective, must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. A proxy form is appended with admission slip.
2. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions / authority as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case, a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.
3. The relevant explanatory statement pursuant to Section 102 of Companies Act, 2013 relating to the special business to be transacted at the Meeting is attached hereto.
4. In the case of corporate member, it is requested to send a Certified Copy of the Board resolution/Authority Letter etc. authorizing the representative to attend and vote on its behalf at the meeting to be sent on the Registered Office of the Company.
5. All Statutory Registers and relevant documents referred to in the notice and explanatory statement shall be available for inspection by the Members at the registered office of the Company on all working days except Saturdays, Sundays and Public holidays during the business hours of the Company i.e. between 12:00 noon and 3:00 pm upto the date of Annual General Meeting.
6. The Route Map of the venue of Annual General Meeting is enclosed.

Regd. Office : Cabin No. 5, NBCC Plaza, Tower II, 4th Floor, Pushp Vihar, Sector-V, Saket, New Delhi-110017 (India)

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The Securities and Exchange Board of India ("SEBI ") vide its notification dated February 02, 2023 has amended SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2023 (" NCS Regulations") by inserting new sub-regulation 6A in Regulation 18 which requires that debenture trust deed executed between Issuer and Debenture Trustee shall contain an Article on appointment of Nominee Director incase of following events:

- i) two consecutive defaults in payment of interest to the debenture holders; or
- ii) default in creation of security for debentures; or
- iii) default in redemption of debentures.

Further, the SEBI has also inserted sub-regulation 6 in Regulation 23 of the NCS Regulations which requires that the Article of Association of the Issuer shall contain an Article on appointment of a person as a Director nominated by the Debenture Trustee on occurrence of aforesaid events.

The SEBI vide its circular dated February 09, 2023 has clarified that issuer whose debt securities are listed as on the date of publication of the aforesaid amendment in the official gazette i.e. February 02, 2023, shall amend its Articles of Association to comply with this provision, on or before September 30, 2023 .

Presently, the Articles of Association ("AOA") of the Company has a provision for appointment of Nominee Director by any Institution in pursuance of the provisions of the applicable law. However, the AOA of the Company is also required to have an enabling provision for appointment of such Director by the Debenture Trustee(s).

In order to have enabling provisions in the AOA of the Company to comply with the above mentioned requirements, it is proposed to substituting the Article 76 w.r.t. the appointment of Nominee Directors. The consent of the Members of the Company is sought for substituting the new Article 76 of the AOA of the Company by way of a Special Resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution.

Accordingly, the Board recommends the Special Resolution set out in Item No.3 of the Notice for approval of the Members.

By order of the Board of Directors
For PNC Rajasthan Highways Private Limited




(Vivek Singh)
Company Secretary
M. No. A41139

Date : 09/08/2023

Place: Agra

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Details of Directors seeking Re-appointment at the 7th Annual General Meeting:

Name	Pankaj Kumar Agarwal
Din	05168566
Designation/ category of the Director	Re-appointment as Executive Director
Age	47 Year
Date of the first appointment on the Board	03/06/2020
Brief Profile, Experience, Qualifications and Expertise in specific functional areas	He holds a Masters Degree in Commerce from Dr. Bhimrao Ambedkar University, Agra in 1998 and is also a qualified Chartered Accountant. He has over 22 years of experience in the area of finance, accounts and taxation.
Directorships held in other companies including listed companies and excluding foreign companies as of the date of this Notice	Prayagraj Kaushambi Highway Package 3 Pvt Ltd MP Highways Pvt Ltd PNC Bithur Kanpur Highways Pvt Ltd Awadh Expressway Pvt Ltd Sonauli Gorakhpur Highways Pvt Ltd Kanpur Lucknow Expressway Pvt Ltd Hardoi Highways Pvt Ltd PNC Raebareli Highways Pvt Ltd PNC Kanpur Ayodhya Tollways Pvt Ltd
Memberships / Chairmanships of committees of other companies including listed companies and excluding foreign companies as of the date of this Notice	He is a Member of The Institute of Chartered Accountants of India.
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Nil
Shareholding in the Company Including shareholding as a beneficial owner	Nil
Terms and Conditions of appointment / Reappointment	Re-appointment as Executive Director
Details of Remuneration sought to be paid	Nil

Route Map for NBCC Plaza



AGM Venue: Cabin No. 5, NBCC Plaza,
Tower-II, 4th Floor, Pushp Vihar,
Sector-V, Saket, New Delhi-110017

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall
7th Annual General Meeting

Monday, September 25, 2023 at 5.00 p.m.

Name of the Member(s)	
Registered address	
E-mail ID	
Folio No. /DP ID-client ID	
No. of Shares	

I/We certify that I/We am/ are the registered Member(s)/Proxy for the registered Member(s) of the Company.

I/We hereby record my/ our presence at the 7th annual general meeting of the Company held at Cabin No. 5, NBCC Plaza, Tower-II, 4th Floor, Pushp Vihar, Sector-V, Saket, New Delhi-110017 on Monday, September 25, 2023 at 05.00 p.m.

Member's/Proxy Signature

Note: Please complete this slip and hand it over at the entrance of the Meeting venue.

Form no. MGT-11**Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Management and Administration Rules, 2014]

CIN	U45203DL2016PTC304751
Name of the Company	PNC Rajasthan Highways Private Limited
Registered Office	Cabin No. 5, NBCC Plaza, Tower II, 4th Floor, Pushp Vihar, Sector V, Saket New Delhi 110017
Name of the member(s)	
Registered Address	
E-mail ID	
Folio No/Client ID	
DPID	

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1	Name	Address: Signature:
2	Name	Address: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 7th annual general meeting of the Company to be held on Monday, September 25, 2023 at 05.00 p.m at Cabin No. 5, NBCC Plaza, Tower II, 4th Floor, Pushp Vihar, Sector V, Saket New Delhi 110017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No. of resolution	Particulars	For	Against
Ordinary Business:			
1	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 together with the report of the Board of Directors and the Auditors thereon		
2	To appoint a Director in place of Mr. Pankaj Kumar Agarwal, (DIN: 05168566), who retires by rotation and being eligible, offers himself for re-appointment		
Special Business:			
3	Alteration in Articles of Association of the Company.		

Signed this ____ day of _____ 2023

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Notes:

This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.