

NOTICE

NOTICE is hereby given that 14th Annual General Meeting of the Members of Dedicated Freight Corridor Corporation of India Limited (CIN: U60232DL2006GOI155068) will be held on **17.12.2020** at **15:00 Hrs.** in Committee Room, 2nd Floor, Rail Bhawan, Raisina Road, New Delhi-110001, to transact the following business:

ORDINARY BUSINESS

- 1. To consider and adopt the audited financial statements of the Company for the year ended 31st March, 2020, together with the Report of the Directors' and Auditors' thereon and comments of the Comptroller and Auditor General of India thereon and pass, with or without modification(s), the following ordinary resolution:**

"RESOLVED THAT members be and hereby consider and adopt the Financial Statements for the year ended on 31st March 2020 comprising Balance Sheet as at 31st March 2020, the Statement of Profit & Loss for the year ended 31st March 2020, Cash Flow Statement for the year ended 31st March 2020 along with Notes thereto, and the Auditors' Reports thereon, as well as the Directors' Report along with its Integral Reports.

- 2. To take note of the appointment of the Statutory Auditor of the Company by adopting the following resolution.**

"RESOLVED THAT members be and hereby took note of the appointment of M/s S R Dinodia and Co. LLP of the Statutory Auditor of the Company for the financial year 2020-2021, by the Comptroller and Auditor General of India, on a remuneration as may be decided, by the Board of Directors on the recommendations of the Audit Committee.

SPECIAL BUSINESS

- 3. To consider appointment of Shri R. P. Gupta as Nominee Director (NITI Aayog), DFCCIL and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152(2) and other applicable provisions, if any, of the Companies Act 2013 read with the relevant Articles of Association of the Company,

the consent of the Company be and is hereby accorded to the appointment made by the President of India vide Railway Board's order no. 2017/PL/61/5 dated 11.03.2020, of Sh. R.P. Gupta, Special Secretary, NITI Aayog, as Part-time Government Director on the Board of the Company with immediate effect till the holding of the post of Special Secretary, NITI Aayog or further orders, whichever is earlier."

"RESOLVED FURTHER THAT the Director Finance/ Company Secretary be and is hereby authorized to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution."

4. To consider appointment of Shri. Hira Ballabh, SAG/IRAS as director (Finance) on the board of DFCCIL and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152(2) and other applicable provisions, if any, of the Companies Act 2013 read with the relevant Articles of Association of the Company, the consent of the Company be and is hereby accorded to the appointment made by the Competent authority vide Railway Board's order no. 2016/E(O)II/40/24 dated 30.04.2020, of Sh. Hira Ballabh, SAG/IRAS as Director (Finance) on the Board of Dedicated Freight Corridor Corporation of India Limited with effect from 05.05.2020, for a period of 5 years or till the date of his superannuation or until further orders, whichever is earlier."

"RESOLVED FURTHER THAT the Managing Director/ Company Secretary be and is hereby authorized to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution."

5. To consider appointment of Shri. Nanduri Srinivas as Director (OP&BD), DFCCIL and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152(2) and other applicable provisions, if any, of the Companies Act 2013 read with the relevant Articles of Association of the Company, the consent of the Company be and is hereby accorded to the appointment made by the Competent authority vide Railway Board's order no. 2018/E(O)II/40/3 dated 15.06.2020, of Sh. Nanduri Srinivas, IRTS as Director (Operations and Business Development) on the Board of

Dedicated Freight Corridor Corporation of India Limited with immediate effect, for a period of 5 years or till the date of his superannuation or until further orders, whichever is earlier.”

“RESOLVED FURTHER THAT the Director Finance/ Company Secretary be and is hereby authorized to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution.”

6. To consider the entrustment of Additional Charge for the post of Managing Director, DFCCIL to Shri R. N. Singh, PED/Infra, Railway Board, and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152(2) and other applicable provisions, if any, of the Companies Act 2013 read with the relevant Articles of Association of the Company, the consent of the Company be and is hereby accorded to the additional charge arrangement for the post of Managing Director vide Railway Board’s order no. 2016/E(O)II/40/8 dated 05.08.2020, to Sh. R. N. Singh, PED/Infra, Railway Board, pending approval of the Competent Authority, on the Board of Dedicated Freight Corridor Corporation of India Limited with effect from the date of assumption of the additional charge till further orders.”

“RESOLVED FURTHER THAT the Director Finance/ Company Secretary be and is hereby authorized to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution.”

7. To consider appointment of Shri Hari Mohan Gupta as Director (Infrastructure), DFCCIL and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152(2) and other applicable provisions, if any, of the Companies Act 2013 read with the relevant Articles of Association of the Company, the consent of the Company be and is hereby accorded to the appointment made by the Competent authority vide Railway Board’s order no. 2019/E(O)II/40/16 dt, 09.10.2020, Sh. Hari Mohan Gupta, IRSE as Director Infrastructure on the Board of the Company on absorption basis for an initial period of three years from the date of his assumption of charge of the post or upto the date of his superannuation or until further orders, whichever is earlier.”

However, Sh. R. P. Gupta has already been joined as Secretary/Ministry of Environment, Forest and Climate Change and the formal letter is yet to be received from the MoR.

“RESOLVED FURTHER THAT the Director Finance/ Company Secretary be and is hereby authorized to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution.”

Place: New Delhi

By Order of the Board

Date: 25.11.2020

Sd/-

Meenu Kapoor

Company Secretary

Note:

- 1) The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 3 - 7 of the Notice, are annexed hereto.
- 2) A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting.
- 3) The Notice of the AGM along with the Annual Report 2019-20 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 3

- 1) Section 152 (2) of the Companies Act, 2013 provides that "Save as otherwise expressly provided in this Act, every director shall be appointed by the company in general meeting. Accordingly, it is mandatory to take the appointments made by the President of India for consent of the Shareholders.
- 2) **Article 81 of Articles of Association of the Company** (Appointment of Chairman, Chairman-cum-Managing Director, Directors and their terms of Office) **provides –**
 - (1) The President shall have powers to appoint:
 - (a) Full time Chairman or, Part time Chairman, full time Managing Director(s) or a full time Chairman-cum-Managing Director and other full time Directors.
 - (b) The Directors representing the Government of India and / or any State Government; and
 - (c) Other Directors including independent Directors in consultation with the Chairman.
 - (2) The Directors appointed by the President shall hold office until removed by him or until their resignation, retirement, and death or otherwise.
 - (3) In terms of Railway Board's order no. 2017/PL/61/5 dated 11.03.2020, the President of India appointed Sh. R.P. Gupta, Special Secretary, NITI Aayog, as Part-time Government Director on the Board of the Company with immediate effect till the holding of the post of Special Secretary, NITI Aayog or further orders, whichever is earlier.
 - (4) In terms of NITI Aayog OM No. 1/17/2017-Tpt Dated 16.06.2020, addressed to Ministry of Railways, Dr. Rakesh Sarwal, Additional Secretary, NITI Aayog, has been nominated as Part Time Govt. Director of the Board of DFCCIL vice Shri Rameshwar Prasad Gupta, Ex-Special Secretary, NITI Aayog. However a formal order is awaited from the Ministry. Shri Rameshwar Prasad Gupta, Ex-Special Secretary, NITI Aayog ceases to hold the post of Part time Official Director (Government Nominee-Niti Aayog) w.e.f. 01.06.2020.

No Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business except Shri R.P. Gupta.

ITEM NO. 4

- 1) Section 152 (2) of the Companies Act, 2013 provides that "Save as otherwise expressly provided in this Act, every director shall be appointed by the company in general meeting. Accordingly, it is mandatory to take the appointments made by the President of India for consent of the Shareholders.
- 2) **Article 81 of Articles of Association of the Company** (*Appointment of Chairman, Chairman-cum-Managing Director, Directors and their terms of Office*) **provides** –Article 81-
 - (1) The President shall have powers to appoint:
 - (a) Full time Chairman or, Part time Chairman, full time Managing Director(s) or a full time Chairman-cum-Managing Director and other full time Directors.
 - (b) The Directors representing the Government of India and / or any State Government; and
 - (c) Other Directors including independent Directors in consultation with the Chairman.

The Directors appointed by the President shall hold office until removed by him or until their resignation, retirement, and death or otherwise.
- 3) Vide Railway Board's order no. 2016/E(O)II/40/24 dated 30.04.2020, competent authority approved appointment of Sh. Hira Ballabh, SAG/IRAS as Director (Finance) on the Board of Dedicated Freight Corridor Corporation of India Limited with effect from the date of assumption of charge, for a period of 5 years or till the date of his superannuation or until further orders, whichever is earlier.

No Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business except Shri Hira Ballabh.

ITEM NO. 5

- 1) Section 152 (2) of the Companies Act, 2013 provides that "Save as otherwise expressly provided in this Act, every director shall be appointed by the company in general meeting. Accordingly, it is mandatory to take the appointments made by the President of India for consent of the Shareholders.
- 2) **Article 81 of Articles of Association of the Company** (*Appointment of Chairman, Chairman-cum-Managing Director, Directors and their terms of Office*) **provides** –Article 81-
 - (1) The President shall have powers to appoint:
 - (a) Full time Chairman or, Part time Chairman, full time Managing Director(s) or a full time Chairman-cum-Managing Director and other full time Directors.
 - (b) The Directors representing the Government of India and / or any State Government; and
 - (c) Other Directors including independent Directors in consultation with the Chairman.

The Directors appointed by the President shall hold office until removed by him or until their resignation, retirement, and death or otherwise.

- 3) Vide Railway Board's order no. 2018/E(O)II/40/3 dated 15.06.2020, the competent authority approved appointment of Sh. Nanduri Srinivas, IRTS as Director (Operations and Business Development) on the Board of Dedicated Freight Corridor Corporation of India Limited with immediate effect, for a period of 5 years or till the date of his superannuation or until further orders, whichever is earlier.

No Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business except Shri Nanduri Srinivas.

ITEM NO. 6

- 1) Section 152 (2) of the Companies Act, 2013 provides that "Save as otherwise expressly provided in this Act, every director shall be appointed by the company in general meeting. Accordingly, it is mandatory to take the appointments made by the President of India for consent of the Shareholders.

- 2) **Article 81 of Articles of Association of the Company** (*Appointment of Chairman, Chairman-cum-Managing Director, Directors and their terms of Office*) **provides** –Article 81-

(1) The President shall have powers to appoint:

- (a) Full time Chairman or, Part time Chairman, full time Managing Director(s) or a full time Chairman-cum-Managing Director and other full time Directors.
- (b) The Directors representing the Government of India and / or any State Government; and
- (c) Other Directors including independent Directors in consultation with the Chairman.

The Directors appointed by the President shall hold office until removed by him or until their resignation, retirement, and death or otherwise.

- 3) In terms of Railway Board's order no. 2016/E(O)II/40/8 dated 05.08.2020, Ministry of Railways, pending approval of the Competent Authority, has decided to entrusted the additional charge for the post of Managing Director/DFCCIL to Sh. R. N. Singh, PED/Infra, Railway Board.

No Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business except Shri R. N. Singh.

ITEM NO. 7

- 1) Section 152 (2) of the Companies Act, 2013 provides that “Save as otherwise expressly provided in this Act, every director shall be appointed by the company in general meeting. Accordingly, it is mandatory to take the appointments made by the President of India for consent of the Shareholders.
- 2) **Article 81 of Articles of Association of the Company** (*Appointment of Chairman, Chairman-cum-Managing Director, Directors and their terms of Office*) **provides** –Article 81-

(1) The President shall have powers to appoint:

- (a) Full time Chairman or, Part time Chairman, full time Managing Director(s) or a full time Chairman-cum-Managing Director and other full time Directors.
- (b) The Directors representing the Government of India and / or any State Government; and
- (c) Other Directors including independent Directors in consultation with the Chairman.

The Directors appointed by the President shall hold office until removed by him or until their resignation, retirement, and death or otherwise.

- 3) In terms of Railway Board's order no. 2019/E(O)II/40/16 dt, 09.10.2020, the Competent authority has approved the appointment of Sh. Hari Mohan Gupta, IRSE as Director Infrastructure on the Board of the Company on absorption basis for an initial period of three years from the date of his assumption of charge of the post or upto the date of his superannuation or until further orders, whichever is earlier. No Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business except Shri Hari Mohan Gupta.

PROXY FORM

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

CIN:

Name of the Member(s): _____

Registered Address: _____

E-mail ID: _____

Folio No./ Client ID: _____

DP ID: I/We being the Member(s) of _____ equity shares of Rs. 1000 each of

Dedicated Freight Corridor Corporation of India Limited hereby appoint:

1. Name:

E-mail Id:

Address:

Signature: _____ or failing him

2. Name:

E-mail Id:

Address:

Signature: _____ or failing him

3. Name:

E-mail Id:

Address:

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the _____ Annual General Meeting/ Extraordinary general meeting of the Company, to be held on _____ at _____ at _____ and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

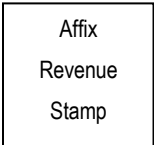
Resolution No.

- 1.
- 2.
- 3.

Signed: this _____ day of _____

Signature of shareholders: _____

Signature of the Proxy holder(s): _____



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



DEDICATED FREIGHT CORRIDOR CORPORATION OF INDIA LIMITED

Registered & Corporate Office: 5th Floor, Supreme Court, Metro Station Building Complex,

New Delhi-110001.

(CIN : U60232DL2006GOI155068)

Attendance Slip

Registered Folio : _____

Name : _____

Address : _____

I/ we hereby record my/our presence at the 14th Annual General meeting of the Company in Committee Room, 2nd Floor, Rail Bhawan, Raisina Road, New Delhi-110001 on **17th Day of December 2020** at **15:00 Hrs.**