

NOTICE OF THE 11th (ELEVENTH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eleventh Annual General Meeting of the Members of Jharkhand Road Projects Implementation Company Limited will be held on September 30, 2020 at 3.00 PM through Video Conference Mode to transact the following business:

Ordinary Business:

- [1] To receive, consider and adopt the Balance Sheet of the Company as at March 31, 2020, the audited Statement of Profit and Loss and schedules thereon with Cash Flow Statement for the year ended on that date, the Auditors' Report thereon and the Report of the Board of Directors
- [2] To consider and approve reappointment of Mr S C Mittal (DIN: 02507734) who retires by rotation at this AGM and being eligible offers himself for reappointment.

Special Business:

- [3] To consider, and if thought fit, to pass the following resolution with or without modifications, as an Ordinary Resolution:

To consider and ratify the remuneration payable to Cost Auditor

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment (s) thereof, M/s Chivilkar Solanki & Associates, Cost Accountants (Firm Registration No. 000468) appointed by the Board of Directors to conduct the audit of the cost records of the Company for the FY 2020-21 be paid a remuneration of Rs. 85,000 /- excluding GST as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit.”

- [4] To consider, and if thought fit, to pass the following resolution with or without modifications, as an Ordinary Resolution:

“RESOLVED that pursuant to Section 203 of the Companies Act, 2013, Mr. Gautam Kumar Tandasi, Sr. Manager of the Company be and is hereby appointed as Manager of the Company and to act as Whole-time Key Managerial Personnel of the Company.”

“RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby authorized to file the said resolution with the Ministry of Corporate Affairs in the manner appropriate and to do all necessary acts, deeds and things in this regard”

"RESOLVED FURTHER THAT for operational convenience Mr Gautam Kumar Tandasi, be and is hereby authorised severally to do the following acts, deeds, things for and on behalf of the Company, in his capacity as Managing Director of the Company”

- a) To carry on, manage and conduct the day to day business activities and affairs in which the company is engaged and to do and perform all acts, deeds, matters and things in the discharge of the official work, duties and responsibilities attached, delegated or assigned or as may be considered necessary, proper or expedient in or for the establishment, development and management of the business and affairs of the company, to deal/settle contractual claims, to make and/or comply correspondences/ communication /recommendation of Independent Consultant, Supervision Consultants and/or other consultants, Govt. Departments for any matter incidental and ancillary connected/related with Concession Agreements, Construction Contract Agreements and any other agreements in which JARDCL is a party to the Contract including recommendation of Annuity for projects to RCD/GoJ and to comply with all statutory requirement affecting or relating the company either under the Companies Act, the Income tax Act, Service Tax Act or under any other Central or State Act, Ordinance, Rules Regulations, Notification, Guidelines, Directions or Orders whatsoever having the force of law
- b) To award work/purchase orders for and on behalf of the Company and to perform all such acts, deeds, matter and things required to manage such contracts including authorizing any deviations in the terms and conditions of the contract, terminating or renewing the contract or extending the period of contract
- c) To engage persons in service of the Company either on probation or temporarily or permanently or on contract and to suspend, punish, dismiss or otherwise terminate employment with or without notice and to transfer and retransfer any person in employment
- d) To hold, endorse, purchase, sell, discount, deal in, renew or realise, make, draw, sign, issue, accept, co-accept, for any consideration any Bills of Exchange, Drafts, Pay Orders, Cheques, Warrants, Hundies, Pronotes, Debentures, Shares and other Securities whether made or issued by any Government or any Company or Corporation, Body Corporate, Firm, Society, Trust, Mutual Fund or by any Local or Public or Statutory Body or Authority or Corporation from time to time and to endorse, negotiate, discharge the same or to present the same for lodgement, protest or payments whatsoever
- e) To sign and/or execute any deed, document, agreement or papers as may be necessary in respect of any transaction approved by the Board of Directors and/or Committee thereof
- f) To make, grant or advance any loans, facilities, credits or accommodation to any person or persons, Company or any other form of organisation with or without security and to lend, advance, invest moneys or to acquire, buy, purchase, sell, encumber or otherwise dispose off property both movable and immovable including land, building, hereditaments and bullion, gold, or other property of assets or any kinds as may be approved by the board from time to time
- g) to borrow, receive advance such sums of monies as may be necessary and expedient for the business of the Company from any person(s), firm(s), Bank(s), financial institution(s), company(ies), corporation(s), central or state government(s) as may be approved by the Board from time to time

- h) To invest in securities and/or other assets such amounts as may be approved by the Board and to vary any or all of such investments, deployments and/or to recall, re-invest, demand and receive payments/ repayments whether by way of principal, interest, discounts, charges, costs or expenses whatsoever
- i) To employ, engage, retain any brokers, accountants, auditors, auctioneers, solicitors, lawyers, advisers, consultants, notaries, architects, surveyors, valuers, clearing and forwarding agents and other professionals as and when required
- j) To acquire, pledge, exchange, take on lease, assign, dispose off, lease out, sublet, surrender, transfer, mortgage, hypothecate, alienate, encumber or otherwise deal with any movable or immovable property and actionable claims
- k) To insure and keep insured any property and assets of the Company or in which the Company is interested whether as owner, executor, trustee, pledgee, hypothecatee, chargee, lessee, lessor, purchaser, seller or otherwise
- l) To ask, demand, sue for recovery, receive, or enforce payment; require, deliver or transfer possession and to obtain or give and deliver possession from all concerned
- m) To initiate any suit, legal proceedings civil or criminal on behalf of the Company and to defend the company and to sign any plaint, complaint, counter, rejoinder and other pleadings on behalf of the Company
- n) To appear and attend before the concerned authority, the registrar, sub-registrar, tax officers, sales tax officers and/or any other authority, official or officer concerned for and on behalf of and in the name of the Company and to file and present any document, papers, returns, revised return, applications, petitions and/or to carry on any corrections, additions, deletions for and on behalf of and in the name of the Company
- o) To execute plaints, written statement and any other documents as may be required and appear/represent the Company before any statutory/local/regulatory authorities
- p) To authorize/ appoint one or more substitute or substitutes and delegate power and authorities as Mr Gautam Kumar Tandasi, may deem fit and proper"

**For and on behalf of the Board of Directors of
Jharkhand Road Projects Implementation Company Limited**

**Sd/-
Kumar Gaurav
Authorised Signatory**

Date : September 29, 2020

Place: Ranchi

Registered Office:

443/A, Road No : 5, Ashok Nagar, Ranchi, Jharkhand

834002

NOTES:

- (1) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed. In this regard, the Ministry of Corporate Affairs has allowed companies to conduct Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) and issued Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, prescribing the procedures and manner of conducting the Annual General Meeting.
- (2) In view of the aforementioned the 11th Annual General Meeting (AGM) of the members is being held through VC/OAVM. Members are requested to join and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith.
- (3) Since, the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be available.
- (4) Corporate Members intending to authorize their representative to attend and vote at the meeting are requested to ensure that the certified true copy of the Board resolution, power of attorney or such other valid authorizations under Section 113 of the Companies Act, 2013, authorizing them to attend and vote at the meeting is provided by email at kumar.gaurav@ilfsindia.com prior to commencement of the Meeting. In terms of the provisions of the Companies Act, 2013, the representatives of Corporate Members without proper authorization, such as Board resolution or power of attorney or such other valid authorization, may not be able to attend the meeting.
- (5) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto
- (6) All the documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the Members and will be made available via electronic mode prior to the date of this Annual General Meeting. The members may send their request for inspection by sending an email at kumar.gaurav@ilfsindia.com for providing the documents.
- (7) The relevant details as required under Secretarial Standard 2 (SS-2) for persons seeking Appointment/Re-appointment as Directors is also annexed.
- (8) The details of the process and manner for participating in Annual General Meeting through Video conferencing are explained herein below:
 - a) This Annual General Meeting shall be called through Video Conferencing mode. The Members are requested to participate in the meeting as follows:

- (i) Please connect to the site by clicking on the following link:
- (ii) Join the Meeting by inserting the details as follows:
 - (i) Meeting ID:963 3270 4736
 - (ii) Password: 486472
- b) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- c) 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.

EXPLANATORY STATEMENT

Item No. 2

The details as prescribed under Secretarial Standard - 2 (SS-2) issued by the Institute of Company Secretaries of India are tabled below:-

Sr. No.	Particulars
Name	Mr. S C Mittal
Age	62 years
Qualification	BE (Civil)
Experience	
Terms and Conditions of Appointment or Re-Appointment	-
Date of First appointment on the Board	April 28, 2015
Shareholding in the Company	Nil
Relationship with other Directors, Manager and KMP	-
No. of Board meetings attended during the year	6
Other Directorships	IL&FS Rail Limited Vansh Nimay Infraprojects Limited Chenani Nashri Tunnelway Limited Rapid Metrorail Gurgaon South Limited GRICL Rail Bridge Development Company Limited Srinagar Sonamarg Tunnelway Limited Ranchi Muri Road Development Limited Pipavav Railway Corporation Limited Rapid Metrorail Gurgaon Limited
Membership/ Chairmanship of the Committees of Board held in other company	Vansh Nimay Infraprojects Limited (i) Audit Committee (ii) Nomination & Remuneration Committee (iii) CSR Committee Srinagar Sonamarg Tunnelway Limited (i) Audit Committee (ii) Nomination & Remuneration Committee Chenani Nashri Tunnelway Limited (i) CSR Committee Jharkhand Road Projects Implementation Company Limited

	(i) Committee of Directors (ii) Audit Committee (iii) Nomination & Remuneration Committee
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Item No. 3

The Board of Directors on the recommendation of the Audit Committee, had approved the appointment of M/s. Chivilkar Solanki & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for Financial Year (FY) 2020-21.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor for FY 2020-21 is required to be approved by the Members of the Company. Accordingly, the members are requested to approve the remuneration payable to the Cost Auditor for the financial year ending March 31, 2021, as set out at Item No. 3 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the said Resolution. The Board of Directors recommend the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

Item No. 4

The Board of Directors had at their meeting held on September 29, 2020 has approved the appointment of Mr Gautam Kumar Tandasi as Manager of the Company in terms of Section 196 of the Companies Act, 2013. There would be no remuneration from the Company.

None of the Directors or Key Managerial Personnel of the Company except Mr Gautam Kumar Tandasi or their relatives is concerned or interested, financially or otherwise in the said Resolution. The Board of Directors recommend the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Details as prescribed under SS (2) issued by the Institute of Company Secretaries of India is as follows;

Name	Mr Gautam Kumar Tandasi
DIN	N.A
Date of Birth	12/11/1971
Terms & Condition	No Remuneration from the Company
Date of Appointment by Board	September 29, 2020
Shareholding in the Company	Nil
Relationship with other Directors & KMP	No

**For and on behalf of the Board of Directors of
Jharkhand Road Projects Implementation Company Limited**

**Sd-
Kumar Gaurav
Authorised Signatory**

Date: September 29, 2020

Place: Ranchi

Registered Office:

443/A, Road No: 5, Ashok Nagar, Ranchi, Jharkhand 834002