



DP WORLD RAIL LOGISTICS PRIVATE LIMITED
(formerly known as Kribhco Infrastructure Private Limited)

Annual General Meeting for Financial year 2023- 2024

Date : September 20, 2024

Day : Friday

Time : 12:30 P.M.

Venue : 11th Floor, One Horizon Center, Golf Course Road,
DLF Phase V, Sector 43, Gurugram-122002, Haryana



NOTICE

NOTICE is hereby given that, the 15th Annual General Meeting of the members of **DP World Rail Logistics Private Limited** (formerly known as Kribhco Infrastructure Private Limited) ("the Company") will be held at shorter notice on Friday, the 20th day of September 2024 at 12:30 pm at the Registered Office of the Company at 11th Floor, One Horizon Center, Golf Course Road, DLF Phase V, Sector 43, Gurugram-122002, Haryana to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors' and Auditors thereon;

2. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

"**RESOLVED THAT** in accordance with the provisions of Section 142 of the Companies Act, 2013, the remuneration of INR 11,00,000 (INR Eleven Lakh only) excluding applicable taxes and out of pocket expenses (which will be reimbursed on actual basis) of BSR & Co. LLP, Chartered Accountants (Firm Registration Number - 101248W/W-100022), Statutory Auditors of the Company, for conducting Statutory Audit for the financial year 2024-25, be and is hereby approved."

SPECIAL BUSINESS:

3. **APPOINTMENT OF MR. HEMANT KUMAR RUIA (DIN NO. 09262609) AS A DIRECTOR OF THE COMPANY:**

To consider and approve the appointment of Mr. Hemant Kumar Ruia (DIN:09262609) as a Director of the Company and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT**, pursuant to the provisions of Sections 152(5), 164(2) and 161(1) and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules made there under (including any amendment thereto or re-enactment thereof) (" Act") and in accordance with the Articles of Association of the Company, Mr. Hemant Kumar Ruia (DIN: 09262609) who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 10, 2024 be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and is hereby severally authorized, on behalf of the Company to take all necessary steps and to do all such acts, deeds and things as may be required from time to time, to give effect to this resolution including signing and making the necessary filings with any regulatory and governmental authorities including the Registrar of Companies



(including filing the e-Form DIR-12), entering the necessary particulars in the statutory registers (including Register of Directors) and other records of the Company (and any consequential entries and modifications) and to do all such acts, matters, deeds and things and to sign, issue and receive any and all documents as may be necessary in connection with the above.

RESOLVED FURTHER THAT a certified copy(ies) of this resolution be provided to all concerned signed by any of the Director or Company Secretary of the Company."

4. APPOINTMENT OF MR. ADHENDRU JAIN (DIN NO. 08327280) AS A DIRECTOR OF THE COMPANY:

To consider and approve the appointment of Mr. Adhendru Jain (DIN: 08327280) as a Director of the Company and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT**, pursuant to the provisions of Sections 152(5), 164(2) and 161(1) and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules made there under (including any amendment thereto or re-enactment thereof) (" Act") and in accordance with the Articles of Association of the Company, Mr. Adhendru Jain (DIN: 08327280) who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 12, 2024 be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and is hereby severally authorized, on behalf of the Company to take all necessary steps and to do all such acts, deeds and things as may be required from time to time, to give effect to this resolution including signing and making the necessary filings with any regulatory and governmental authorities including the Registrar of Companies (including filing the e-Form DIR-12), entering the necessary particulars in the statutory registers (including Register of Directors) and other records of the Company (and any consequential entries and modifications) and to do all such acts, matters, deeds and things and to sign, issue and receive any and all documents as may be necessary in connection with the above.

RESOLVED FURTHER THAT a certified copy(ies) of this resolution be provided to all concerned signed by any of the Director or Company Secretary of the Company."

5. APPOINTMENT OF MR. ANIRUDH TALWAR (DIN: 10667180) AS A DIRECTOR OF THE COMPANY:

To consider and approve the appointment of Mr. Anirudh Talwar (DIN: 10667180) as a Director of the Company and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT**, pursuant to the provisions of Sections 152(5), 164(2) and 161(1) and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules made there under (including any amendment thereto or re-enactment thereof) (" Act") and in accordance with the Articles of Association of the Company, Mr. Anirudh Talwar



(DIN: 10667180) who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 25, 2024 be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and is hereby severally authorized, on behalf of the Company to take all necessary steps and to do all such acts, deeds and things as may be required from time to time, to give effect to this resolution including signing and making the necessary filings with any regulatory and governmental authorities including the Registrar of Companies (including filing the e-Form DIR-12), entering the necessary particulars in the statutory registers (including Register of Directors) and other records of the Company (and any consequential entries and modifications) and to do all such acts, matters, deeds and things and to sign, issue and receive any and all documents as may be necessary in connection with the above.

RESOLVED FURTHER THAT a certified copy(ies) of this resolution be provided to all concerned signed by any of the Director or Company Secretary of the Company."

By order of the Board
for DP World Rail Logistics Private Limited




(Vineet Kumar Jain)
Company Secretary

ICSI Membership No. F6599

Place: Gurugram
Dated: 19.09.2024

Registered Office Address:
11th Floor, One Horizon Center, Golf Course Road,
DLF Phase V, Sector 43, Gurugram-122002, Haryana

IMPORTANT NOTES:

1. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and on a poll, to vote instead of himself. Such proxy need not be a member of the Company
2. The instrument appointing a Proxy to be effective must be lodged at the Registered Office of the Company before the commencement of the Meeting.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder. A Proxy form is sent therewith.
4. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in Which Directors are Interested shall be available for the inspection at the Meeting
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 on their behalf and participate there, including cast votes. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the board resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.
7. In terms of the requirements of the Secretarial Standards -2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.

**DP WORLD****Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013****Item No. 3 to 5**

The Members are hereby informed that the Board of Directors of the Company approved appointment of Mr. Hemant Kumar Ruia, Mr. Adhendru Jain and Mr. Anirudh Talwar as Additional Directors w.e.f January 10, 2024, January 12, 2024 and June 25, 2024 respectively. Mr. Adhendru Jain was appointed as Whole Time Director of the Company for a period of two years w.e.f. January 12, 2024. The Company has received, consents to act as Director of the Company in Form DIR-2 from Mr. Hemant Kumar Ruia, Mr. Adhendru Jain and Mr. Anirudh Talwar. Relevant documents are available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

In terms of Section 161 of the Companies Act, 2013, Mr. Hemant Kumar Ruia, Mr. Adhendru Jain and Mr. Anirudh Talwar hold office up to the date of upcoming Annual General Meeting and are eligible for their appointment as Director.

Approval of the members of the Company through ordinary resolution is required for appointment of Mr. Hemant Kumar Ruia, Mr. Adhendru Jain and Mr. Anirudh Talwar as Directors of the Company.

Further, as required details as per Secretarial Standard SS-2 of the proposed directors are as follows:

Name of the Director	Hemant Kumar Ruia
Director Identification Number	09262609
Age	57 years
Qualification	Chartered Accountant
Experience	More than 25 years
Terms & Condition of appointment	As may be approved by the Board
Remuneration	NA
Remuneration last drawn	N.A
Date of appointment	Date of AGM
No of shares held in the Company	NIL
Inter-se relationship with other Directors/Mangers/Key Managerial Personnel	NIL
No of meetings attended during the financial year	1(one)

Directorship, membership / chairmanship of committees of the other Boards	<ol style="list-style-type: none"> 1. DP World Cold Chain Logistics Private Limited 2. Avana Logistek Limited 3. DP World Rail Logistics Private Limited 4. Chennai Container Terminal Private Limited 5. Hindustan Gateway Container Terminal Kandla Private Limited 6. DP World Multimodal Logistics Private Limited 7. DP World Multimodal Logistics Hyderabad Private Limited 8. Mundra International Container Terminal Private Limited 9. Nhava Sheva International Container Terminal Private Limited 10. Nhava Sheva (India) Gateway Terminal Private Limited 11. Container Rail Road Services Private Limited 12. Integrated Chennai Business Park (India) Private Limited 13. Nhava Sheva Business Park Private Limited 14. Eastern Gateway Terminal Private Limited 15. DP World Express Logistics Private Limited 16. Integrated Mumbai Business Park (India) Private Limited
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Name of the Director	Adhendru Jain
Director Identification Number	08327280
Age	45 years
Qualification	MBA
Experience	More than 20 years
Terms & Condition of appointment	As may be approved by the Board
Remuneration	As pr terms agreed with him
Remuneration last drawn	As pr terms agreed with him
Date of appointment	Date of AGM

No of shares held in the Company	NIL
Inter-se relationship with other Directors/Mangers/Key Managerial Personnel	NIL
No of meetings attended during the financial year	1(one)
Directorship, membership / chairmanship of committees of the other Boards	<ol style="list-style-type: none"> 1. DP World Multimodal Logistics Private Limited 2. DP World Rail Logistics Private Limited 3. DP World Multimodal Logistics Hyderabad Private Limited 4. Container Rail Road Services Private Limited

Name of the Director	Anirudh Talwar
Director Identification Number	10667180
Age	39 years
Qualification	Bachelor of Science in Electrical Engineering from the University of Illinois Urbana Champaign, where he graduated with high honours and received the Bronze Tablet award
Experience	More than 15 years in executing mergers, acquisitions, divestitures, capital raising and financing transactions
Terms & Condition of appointment	As may be approved by the Board
Remuneration	N.A.
Remuneration last drawn	N.A.
Date of appointment	Date of AGM
No of shares held in the Company	NIL
Inter-se relationship with other Directors/Mangers/Key Managerial Personnel	NIL
No of meetings attended during the financial year	NIL

Directorship, membership / chairmanship of committees of the other Boards	<ol style="list-style-type: none">1. DP World Rail Logistics Private Limited2. DP World Multimodal Logistics Hyderabad Private Limited3. DP World Multimodal Logistics Private Limited4. DP World Express Logistics Private Limited5. DP Cold Chain Logistics Private Limited
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Your directors recommend passing of Ordinary Resolutions for appointment of Mr. Hemant Kumar Ruia, Mr. Adhendru Jain and Mr. Anirudh Talwar as Directors on the Board of the Company.

The proposed directors may be deemed to be interested in these Resolutions in so far as the same relates to their appointment; otherwise, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the resolution.

**By order of the Board
for DP World Rail Logistics Private Limited**




**(Vineet Kumar Jain)
Company Secretary**

ICSI Membership No. F6599

Place: Gurugram
Dated: 19.09.2024

**Registered Office Address:
11th Floor, One Horizon Center, Golf Course Road,
DLF Phase V, Sector 43, Gurugram-122002, Haryana**

Form MGT-11
Proxy form

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

CIN : U70200HR2009PTC114958
Name of the Company : DP World Rail Logistics Private Limited
Registered Office : 11th Floor, One Horizon Center, Golf Course Road,
DLF Phase V, Sector 43, Gurugram-122002, Haryana

Name of the member(s):
Registered Address:
E-mail Id:
Folio No./Client Id:
DP ID:

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

1.	Name:		
	Address:	Signature	
	E-mail Id:		
2.	Name:		
	Address:	Signature	
	E-mail Id:		

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Friday the 20th day of September, 2024 at 12:30 pm at 11th Floor, One Horizon Center, Golf Course Road, DLF Phase V, Sector 43, Gurugram-122002, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions
1	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors' and Auditors thereon.
2	To consider and fix the remuneration of Statutory Auditors for conducting the Statutory Audit for the Financial year 2024-25.
3	Appointment of Mr. Hemant Kumar Ruia (DIN No. 09262609) as a Director of the Company.
4	Appointment of Mr. Adhendru jain (DIN No. 08327280) as a Director of the Company.
5	Appointment of Mr. Anirudh Talwar (DIN No. 10667180) as a Director of the company

Signed this ___ day of _____ 2024

Affix Revenue Stamp

Signature of shareholder : _____

Signature of 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.

DP WORLD RAIL LOGITICS PRIVATE LIMITED

Registered Office: 11th Floor, One Horizon Center, Golf Course Road, DLF Phase V, Sector 43, Gurugram-122002, Haryana.

Members Folio Number _____

No. of shares held _____

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the Annual General Meeting of the Members of the Company to be held on Friday the 20th day of September, 2024 at 12:30 pm at 11th Floor, One Horizon Center, Golf Course Road, DLF Phase V, Sector 43, Gurugram-122002, Haryana and at any adjourned meeting thereof.

Shareholders/Proxy's Signature _____

Shareholders/Proxy's full name _____

(In block letters)

Folio No./ Client ID _____

No. of shares held _____

Note:

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

ROUTE MAP

Indira Gandhi International Airport to One Horizon Center - Google Maps

