

## **NOTICE OF 5<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 5<sup>th</sup> Annual General Meeting of the Members Borgaon Watambare Highways Private Limited (*formerly known as* DBL Borgaon Watambare Highways Private Limited), will be held at a shorter Notice on Wednesday, August 9, 2023, at 10:30 a.m. (IST) at the Registered Office of the Company situated at Cabin-1, S-11, II<sup>nd</sup> Floor, Gurukripa Plaza, Zone-II, M.P. Nagar, Bhopal-462011 Madhya Pradesh, to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2023 and Statement of Profit and Loss for the year ended on that date along with the Cash Flow Statement and notes forming part of accounts together with the Reports of Directors' and the Auditors' thereon.
2. To approve appointment of M/s. S B Billimoria & Co., Chartered Accountants (Firm Registration No. 101496W/W-100774) as Statutory Auditors to fill casual vacancy and to fix their remuneration

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors, M/s. S B Billimoria & Co., Chartered Accountants (Firm Registration No. 101496W/W-100774), be and is hereby appointed as statutory auditor of the company for a period of 5 years commencing from the financial year 2023-24 and shall be eligible to hold office till the conclusion of the 10<sup>th</sup> Annual General Meeting (AGM) of the Company, at a remuneration as may be mutually decided between the Auditors and the Board of Directors, to fill casual vacancy caused by resignation of M/s. S.L Chhajed & Co. LLP, Chartered Accountants (Firm Registration No.: 000709C/C400277).

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and is hereby authorised to inform M/s. S B Billimoria & Co., Chartered Accountants of their appointment and file the notice of the same with Registrar of Companies in the manner prescribed under the provisions of the Companies Act, 2013, read with the relevant rules prescribed there under, if required."

### **SPECIAL BUSINESS:**

3. Appointment of Mr. Ravindranath Karati (DIN: 07419535) as Non-Executive Director

To consider 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 Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and Articles of Association of the Company, consent of the members be and is hereby accorded to appoint Mr. Ravindranath



Karati having Director Identification Number – 07419535, who was appointed as an Additional Director (category-Non Executive Director) of the Company w.e.f. November 14, 2022 and who has submitted necessary declarations under relevant provisions of the Act and Rules of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company of the Company be and is hereby authorized, jointly and/or severally, to do all such acts, deeds and things as may be required to give effect to above resolution including but not limited to the filing of necessary forms and/or returns with the jurisdictional Registrar of Companies and making necessary entries in the Statutory Registers of the Company.”

#### 4. Appointment of Mr. Vineet Sarawagi (DIN: 09803344) as Non-Executive Director

To consider 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 Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and Articles of Association of the Company, consent of the members be and is hereby accorded to appoint Mr. Vineet Sarawagi having Director Identification Number – 09803344, who was appointed as Additional Director (category-Non Executive Director) of the Company w.e.f. November 25, 2022 and who has submitted necessary declarations under relevant provisions of the Act and Rules under the Companies Act, 2013.

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company of the Company be and is hereby authorized, jointly and/or severally, to do all such acts, deeds and things as may be required to give effect to above resolution including but not limited to the filing of necessary forms and/or returns with the jurisdictional Registrar of Companies and making necessary entries in the Statutory Registers of the Company.”

#### 5. Ratification of Cost Auditors’ Remuneration

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

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the consent of the Members be and is hereby accorded to ratify the remuneration of INR 25,000/- (Indian Rupees Twenty Five Thousand only) plus taxes plus out of pocket expenses payable to M/s. V. J. Talati & Co., Cost Accountants (Firm Registration No. R00213) who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the Financial Year ending March 31, 2024.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary be and is hereby singly authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”



6. To approve contribution under Community Development Program

To consider 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 Section 181 and other applicable provisions, if any, of the Companies Act, 2013 read with rules and regulations made there under and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to make contributions for an amount not exceeding INR 11,07,000/- (Indian Rupees Eleven Lakh and Seven Thousand only) for the financial year 2023-24 under Community Development Program (CDP) of the Company.

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company, be and is hereby jointly and/or severally authorized to do all such acts, matters, deeds and things, sign any documents as may be necessary or desirable in connection with or incidental to giving effect to the above resolution.

**RESOLVED FURTHER THAT** the copies of foregoing resolutions, certified by any one director and/or Company Secretary of the Company to be true, be furnished to the concerned authorities to act thereon.”

For **Borgaon Watambare Highways Private Limited**  
(formerly known as DBL Borgaon Watambare Highways Private Limited),

**Yojna Ahuja Jain**

**Company Secretary** (M No. A-41461)

Address: 1901, 19<sup>th</sup> Floor, Tower-B, World Trade Tower,  
Plot No. C-1, Sector-16, Noida-201301

**Date: August 4, 2023**

**Place: Noida**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGREEGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
2. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. Proxies in order to be effective must be received at the Registered Office of the Company at any time but not less than 48 hours before the Meeting. A format of proxy is enclosed.
4. The documents referred to in the proposed resolutions and explanatory statement are open for inspection at the Corporate Office of the Company during working hours between 9.30 A.M. and 1.00 P.M., except on holidays.
5. The Directors' Report, Auditors' Report and Audited Balance Sheet as at March 31, 2023 and the Profit and Loss Account & cash flow statement for the period ended on that date are enclosed.
6. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. Route Map for the venue of Annual General Meeting is enclosed herewith.
8. Members are requested to bring their copies of Annual Report to the General Meeting and are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
9. A Member desirous of seeking any information on the accounts or operations of the Company is requested to forward his/her query in writing to the Company at least 24 hours prior to the Meeting, so that the required information can be made available at the Meeting.
10. Register of Directors & KMP and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contract or Arrangements in which the Directors are interested maintained under Section 189 and all other statutory registers of the Act will be available for inspection by the Members at the General Meeting.



11. Members are requested to notify any change in their address to the Company immediately.
12. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business as set out above is annexed hereto.

For **Borgaon Watambare Highways Private Limited**  
**(formerly known as DBL Borgaon Watambare Highways Private Limited),**

**Yojna Ahuja Jain**

**Company Secretary (M No. A-41461)**

Address: 1901, 19<sup>th</sup> Floor, Tower-B, World Trade Tower,  
Plot No. C-1, Sector-16, Noida-201301

**Date: August 4, 2023**

**Place: Noida**

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**Borgaon Watambare Highways Private Limited** *Formerly Known as DBL Borgaon Watambare Highways Private Limited*

**Regd. Office:** Cabin -1, S-11, II<sup>nd</sup> Floor, Gurukripa Plaza Zone – II, M.P. Nagar, Bhopal – 462011 (M.P), **CIN:** U45203MP2018PTC045516

**Site Office:** O&M Center of Pkg-2 - Village- Ankadhal, Post Office- Chinke, Taluka- Sangole, District- Solapur (MH), Pin Code: - 413308

**Corporate Office:** 1901, 19<sup>th</sup> Floor, Tower - B, World Trade Tower, Plot # C - 1, Sector - 16, NOIDA - 201301, U.P., India.

**Phone:** +91-0120-486 8323, **Fax:** +91-0120-486 8330, **Email:** [compliance@bwhpl.co.in](mailto:compliance@bwhpl.co.in)

**EXPLANATORY STATEMENT(S) AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 AND FOR ORDINARY BUSINESS**

**ITEM NO. 2**

**TO APPROVE APPOINTMENT OF M/S. S B BILLIMORIA & CO., CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 101496W/W-100774) AS STATUTORY AUDITORS TO FILL CASUAL VACANCY AND TO FIX THEIR REMUNERATION**

The members of the Company are requested to note that M/s. S.L Chhajer & Co. LLP, Chartered Accountants (Firm Registration No.: 000709C/C400277) have tendered their resignation as Statutory Auditors w.e.f. the close of business hours of May 26, 2023, thereby causing a casual vacancy in the office of Statutory Auditors of the Company. As per Section 139 (8) of the Companies Act, 2013, casual vacancy caused by the resignation of the auditor shall be filled by the shareholders in the General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

The Board of Directors of the Company recommended the appointment of M/s. S B Billimoria & Co., Chartered Accountants (Firm Registration No. 101496W/W-100774), as the Statutory Auditors of the Company to fill the said casual vacancy.

M/s. S B Billimoria & Co., Chartered Accountants (Firm Registration No. 101496W/W-100774) (SBB), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013. Further the Company has received a certificate from SBB, in prescribed form B declaring that firm complies with all eligibility norms prescribed by RBI regarding appointment of statutory auditors.

None of the Directors or Key Managerial Persons of the Company (including their relatives) are concerned or interested in the said resolution.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 2 of the notice as an ordinary resolution.

**ITEM NO. 3**

**APPOINTMENT OF MR. RAVINDRANATH KARATI (DIN: 07419535) AS NON-EXECUTIVE DIRECTOR**

Mr. Ravindranath Karati was appointed as an Additional Director (Category- Non-Executive Director) by the Board in its Meeting held on November 14, 2022.

In terms of Section 149, 152 and its related and applicable provisions of the Companies Act, 2013, read with the Rules made there under, Mr. Ravindranath Karati being eligible and offers himself for appointment, is proposed to be appointed as Non-Executive Director.

Mr. Ravindranath Karati has submitted declaration that he is not disqualified to become a Director under Section 164(2) of the Companies Act, 2013 and has also given his consent to hold office as Director.

The Board, based on the experience/expertise declared by Mr. Ravindranath Karati, the Board of Directors is of the opinion that Mr. Karati possesses the requisite qualification and skill set to act as a Non-Executive Director of the Company. The Board is also of the opinion that owing to the rich and varied experience of Mr. Karati, his association would be of immense benefit to the Company and it is desirable to appoint him as Non-Executive Director.

Mr. Karati has no relationship with any Director or Key Managerial Personnel of the Company.

Further, Except Mr. Ravindranath Karati, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

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

Name	Ravindranath Karati
Age	51 years
Qualification	Post-Graduate
Experience	30 years
Terms & Conditions of Appointment	Appointment in the capacity of a Non- Executive Director (no fixed term). No remuneration to be paid. – Details provided in resolution under item number 3 of the notice
Date of first appointment on the Board	November 14, 2022
Shareholding in the Company	Nil
Relationship with other Directors, Manager and KMP	No relationship
No. of Board meetings attended during the year	1
Other Directorships	<ol style="list-style-type: none"> <li>1. Mahua Bharatpur Expressways Limited</li> <li>2. N.A.M. Expressway Limited</li> <li>3. Nelamangala Devihalli Expressway Private Limited</li> <li>4. Walayar Vadakkencherry Expressways Private Limited</li> <li>5. DA Toll Road Private Limited</li> <li>6. Mangalwedha Solapur Highways Private limited</li> <li>7. Farakka-Raiganj Highways Limited</li> <li>8. Cube Highways Operations Management Private Limited</li> <li>9. Cube Highways Roots Foundation</li> <li>10. Cube Highways Technologies Private Limited</li> <li>11. KNR Tirumala Infra Private Limited</li> </ol>
Membership/Chairmanship of the Committees of Board held in other company	<p>Audit Committee: Mahua Bharatpur Expressways Limited</p> <p>Nomination and Remuneration Committee: Mahua Bharatpur Expressways Limited</p>



CSR Committee: Farakka-Raiganj Highways Private Limited  
Borgaon Watambare Highways Private Limited

The Board recommends resolution under item no. 3 to be passed as an ordinary resolution.

#### **ITEM NO. 4**

#### **APPOINTMENT OF MR. VINEET SARAWAGI (DIN: 09803344) AS DIRECTOR OF THE COMPANY**

The Board of Directors of the Company appointed Mr. Vineet Sarawagi as Additional Director of the Company w.e.f. November 25, 2022.

In terms of Section 149, 152 and other applicable provisions of the Companies Act, 2013, read with the rules made there under, Mr. Vineet Sarawagi being eligible and offers himself for appointment, is proposed to be appointed/regularized as Director (Non-Executive).

Mr. Vineet Sarawagi has submitted declaration that he is not disqualified to become a Director under Section 164(2) of the Companies Act, 2013 and has also given his consent to hold office as Director.

The Board, based on the experience/expertise declared by Mr. Vineet Sarawagi, is of the opinion that Mr. Sarawagi possess the requisite qualification and skill set to act as a Non-Executive Director of the Company. The Board is also of the opinion that owing to the rich and varied experience of Mr. Sarawagi, his association would be of immense benefit to the Company and it is desirable to appoint him as Non-Executive Director.

Mr. Sarawagi has no relationship with any Director or Key Managerial Personnel of the Company.

Further, Except Mr. Vineet Sarawagi, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

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

Name	Mr. Vineet Sarawagi
Age	34 years
Qualification	Chartered Accountant CFA(USA) - Level 3 cleared CIMA (UK) – Intermediate Level Cleared
Experience	15 years
Terms & Conditions of Appointment	Appointment in the capacity of a Non- Executive Director (no fixed term). No remuneration to be paid. – Details provided in resolution under item number 4 of the notice
Date of first appointment on the Board	November 25, 2022
Shareholding in the Company	Nil
Relationship with other Directors, Manager and KMP	No relationship
No. of Board meetings attended during the year	1
Other Directorships	1. Mangloor Highways Private Limited 2. Mangalwedha Solapur Highways Private Limited

**Borgaon Watambare Highways Private Limited** Formerly Known as DBL Borgaon Watambare Highways Private Limited

**Regd. Office:** Cabin -1, S-11, IIInd Floor, Gurukripa Plaza Zone – II, M.P. Nagar, Bhopal – 462011 (M.P), **CIN:** U45203MP2018PTC045516

**Site Office:** O&M Center of Pkg-2 - Village- Ankadhhal, Post Office- Chinke, Taluka- Sangole, District- Solapur (MH), Pin Code: - 413308

**Corporate Office:** 1901, 19th Floor, Tower - B, World Trade Tower, Plot # C - 1, Sector - 16, NOIDA - 201301, U.P., India.

**Phone:** +91-0120-486 8323, **Fax:** +91-0120-486 8330, **Email:** compliance@bwhpl.co.in





	3. Cube Highways Technologies Private Limited Borgaon Watambare Highways Private Limited
Membership/Chairmanship of the Committees of Board held in other company	Nil

The Board recommends resolution set forth in item no. 4 for the approval of the Members as an ordinary resolution.

#### **ITEM NO. 5: RATIFICATION OF COST AUDITORS' REMUNERATION**

As per the provisions of Section 148 of the Companies Act 2013, Company is required to have the audit of its cost records conducted by a Cost Accountant in Practice. The Board of Directors of the Company at their meeting, have approved the appointment and remuneration of M/s. V. J. Talati & Co., Cost Accountants (Firm Registration No. R00213) as the Cost Auditors of the Company to conduct audit of cost records of the Company for the Financial Year ending March 31, 2024, at a remuneration of INR 25,000/- plus taxes plus reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as approved by the Board of Directors has to be ratified by the Members of the Company.

Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors, to conduct audit of cost records of the Company for the Financial Year ending March 31, 2024.

None of the Directors and Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in passing of the aforesaid resolution.

The Board recommends the resolution set out at Item No. 5 for the approval by the Members of the Company as an Ordinary Resolution.

#### **ITEM NO. 6**

#### **TO APPROVE CONTRIBUTION UNDER COMMUNITY DEVELOPMENT PROGRAM**

The members are requested to note that the management of the Company is desirous of undertaking Community Development Program (CDP) for the financial year 2023-24 for an aggregate amount not exceeding INR 11,07,000/- (Indian Rupees Eleven Lakh and Seven Thousand only)

The members are further requested to note that the communities living near the road assets do not have a positive mindset towards the Company, creating various issues in its maintenance and operations leading to challenging situation in day-to-day operations. The proposed CDP activities will help in bridging the gap between the community and the Company, building trust and creating positive impact among community members.

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**Borgaon Watambare Highways Private Limited** Formerly Known as DBL Borgaon Watambare Highways Private Limited

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The above-mentioned CDP activities are planned with an objective to integrate communities, living in the catchment area, in the development process to inculcate a sense of inclusiveness and to empower the communities residing along the Project site. The primary goal is to shift the image from a Toll Company to Socially inclusive and Responsible Company. These CDP activities will focus on major areas of development viz.

- Promotion of education
- Promoting preventive health care

In terms of the provisions of Section 181 of the Companies Act, 2013, any amount contributed to any charitable and other funds in excess of 5% of the Company's average net profits during the three immediately preceding financial years need prior approval of the Members of the Company. It may be noted that the Company has incurred losses in two out of the three preceding years and accordingly does not have average net profits for making the proposed contribution.

Therefore, it is necessary to obtain the approval of the Members of the Company for the proposed contributions to be made by the Company for CDP activities.

Accordingly, approval of the members is now being sought pursuant to Section 181 of the Companies Act, 2013, authorizing the Board of Directors of the Company to make contributions during the financial year ended March 31, 2024, for an aggregate amount not exceeding INR 11,07,000/- (Indian Rupees Eleven Lakh and Seven Thousand only) under Community Development Program.

None of the Directors and Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in passing of the aforesaid resolution.

The Board recommends the resolution set out at Item No. 6 as Ordinary Resolution for the approval by the members of the Company.

**For Borgaon Watambare Highways Private Limited**  
**(formerly known as DBL Borgaon Watambare Highways Private Limited)**

**Yojna Ahuja Jain**

**Company Secretary** (M No. A-41461)

Address: 1901, 19<sup>th</sup> Floor, Tower-B, World Trade Tower,

Plot No. C-1, Sector-16, Noida-201301

**Date: August 4, 2023**

**Place: Noida**



Bargaon Watambare  
Highways Private Limited

**BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED**

*(formerly known as DBL Bargaon Watambare Highways Private Limited)*

**Regd. Off: Cabin-1, S-11, IIInd Floor, Gurukripa Plaza, Zone-II, M.P. Nagar,  
Bhopal-462011, Madhya Pradesh, IN, Email id: [compliance@bwhpl.co.in](mailto:compliance@bwhpl.co.in)**

**CIN: U45203MP2018PTC045516**

**ATTENDANCE SLIP**

Regd. Folio No./DP ID – Client ID : \_\_\_\_\_  
Name and Address of First/Sole Shareholder : \_\_\_\_\_  
No. of Shares held : \_\_\_\_\_

I certify that I am a registered shareholder/ proxy of the Company.

I hereby record my presence at the 5<sup>th</sup> Annual General Meeting of the Members Bargaon Watambare Highways Private Limited *(formerly known as DBL Bargaon Watambare Highways Private Limited)*, will be held at a Shorter Notice on Wednesday August 9, 2023, at 10:30 a.m. (IST) at the Registered Office of the Company situated at Cabin-1, S-11, IIInd Floor, Gurukripa Plaza, Zone-II, M.P. Nagar, Bhopal-462011 Madhya Pradesh

**Member's/Proxy's name in Block letters**

**Member's/Proxy's Signature**

**Notes:**

- Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting
- Member/Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed

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**Bargaon Watambare Highways Private Limited** *Formerly Known as DBL Bargaon Watambare Highways Private Limited*

**Regd. Office:** Cabin -1, S-11, IIInd Floor, Gurukripa Plaza Zone – II, M.P. Nagar, Bhopal – 462011 (M.P), **CIN:** U45203MP2018PTC045516

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## PROXY FORM

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

### BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED

(formerly known as DBL Bargaon Watambare Highways Private Limited)

Regd. Off: Cabin-1, S-11, IIInd Floor, Gurukripa Plaza, Zone-II, M.P. Nagar,

Bhopal-462011, Madhya Pradesh, IN, Email id: [compliance@bwhpl.co.in](mailto:compliance@bwhpl.co.in)

CIN: U45203MP2018PTC045516

#### 5<sup>TH</sup> ANNUAL GENERAL MEETING

Name of Member(s): .....

Registered Address: .....

Email ID: .....

Folio No. / DP ID-Client ID: .....

I/We being the member(s) holding..... shares of **BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED**, hereby appoint

1. Name .....

Address .....

Email ID .....

Signature ..... or failing him/her

2. Name .....

Address .....

Email ID .....

Signature ..... or failing him/her

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 5<sup>th</sup> Annual General Meeting of the Members Bargaon Watambare Highways Private Limited (formerly known as DBL Bargaon Watambare Highways Private Limited), will be held at a Shorter Notice on Wednesday August 9, 2023, at 10:30 a.m. (IST) at the Registered Office of the Company situated at Cabin-1, S-11, IIInd Floor, Gurukripa Plaza, Zone-II, M.P. Nagar, Bhopal-462011 Madhya Pradesh.

Sr. No.	RESOLUTIONS	Option	
		For	Against
1.	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS AS AT 31 <sup>ST</sup> MARCH 2023 AND STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON THAT DATE ALONG		

Bargaon Watambare Highways Private Limited Formerly Known as DBL Bargaon Watambare Highways Private Limited

Regd. Office: Cabin -1, S-11, IIInd Floor, Gurukripa Plaza Zone – II, M.P. Nagar, Bhopal – 462011 (M.P), CIN: U45203MP2018PTC045516

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Borgaon Watambare  
Highways Private Limited

	WITH THE CASH FLOW STATEMENT AND NOTES FORMING PART OF ACCOUNTS TOGETHER WITH THE REPORTS OF DIRECTORS' AND THE AUDITORS' THEREON		
2.	TO APPROVE APPOINTMENT OF M/S. S B BILLIMORIA & CO., CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 101496W/W-100774) AS STATUTORY AUDITORS TO FILL CASUAL VACANCY AND TO FIX THEIR REMUNERATION		
3.	APPOINTMENT OF MR. RAVINDRANATH KARATI (DIN: 07419535) AS NON-EXECUTIVE DIRECTOR		
4.	APPOINTMENT OF MR. VINEET SARAWAGI (DIN: 09803344) AS NON-EXECUTIVE DIRECTOR		
5.	RATIFICATION OF COST AUDITORS' REMUNERATION		
6.	TO APPROVE CONTRIBUTION UNDER COMMUNITY DEVELOPMENT PROGRAM		

Signed this ..... day of.....2023

Signature of the Proxy Holder.....

Signature of the Member

Reference Folio No. / DP ID & Client ID

No. of Shares .....

Affix  
1 Rupee  
Revenue  
Stamp

#### Notes:

1. The Proxy form in order to be effective should be duly completed and deposited at the Corporate/Registered Office of the company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. Pursuant to the provisions of Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

**Borgaon Watambare Highways Private Limited** Formerly Known as DBL Borgaon Watambare Highways Private Limited

**Regd. Office:** Cabin -1, S-11, IIInd Floor, Gurukripa Plaza Zone – II, M.P. Nagar, Bhopal – 462011 (M.P.), **CIN:** U45203MP2018PTC045516

**Site Office:** O&M Center of Pkg-2 - Village- Ankadhal, Post Office- Chinke, Taluka- Sangole, District- Solapur (MH), Pin Code: - 413308

**Corporate Office:** 1901, 19th Floor, Tower - B, World Trade Tower, Plot # C - 1, Sector - 16, NOIDA - 201301, U.P., India.

**Phone:** +91-0120-486 8323, **Fax:** +91-0120-486 8330, **Email:** compliance@bwhpl.co.in



6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
  
7. Please complete all details including details of member (s) in above box before submission.

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**Borgaon Watambare Highways Private Limited** *Formerly Known as DBL Borgaon Watambare Highways Private Limited*

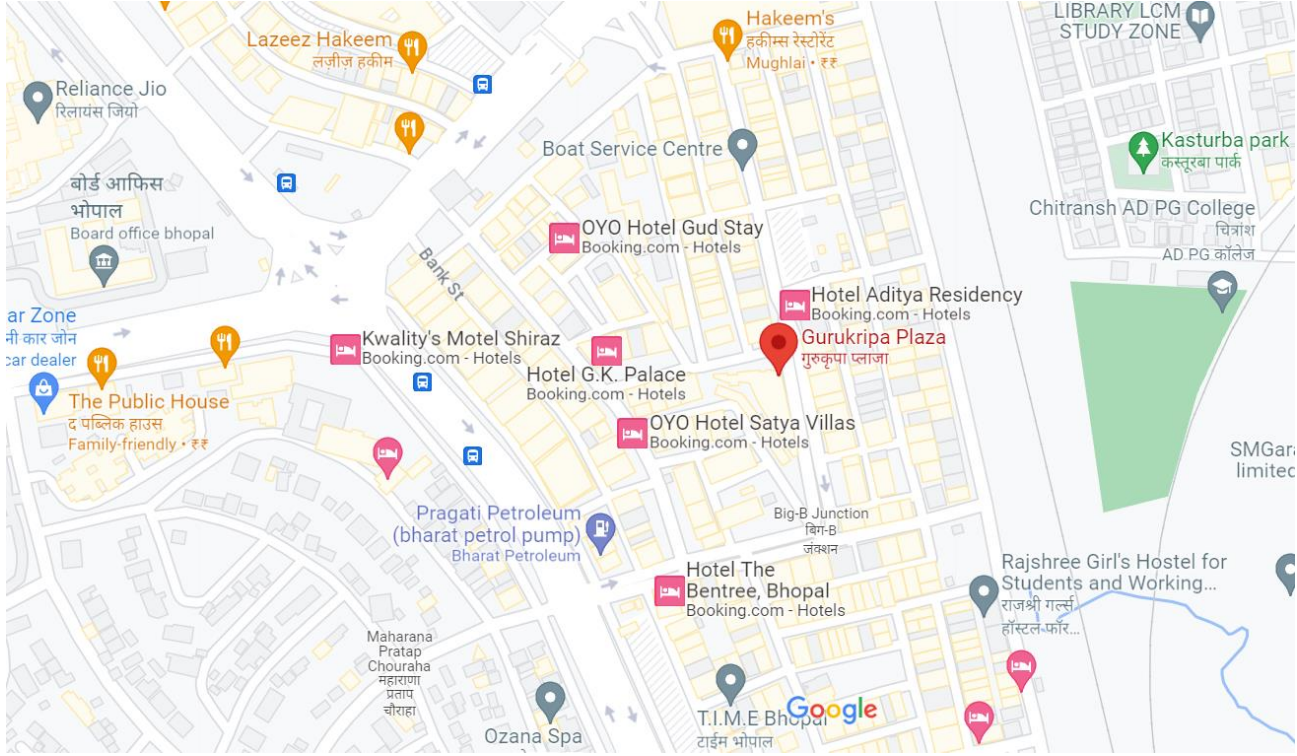
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**ROUTE MAP FOR 5<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED WILL BE HELD AT A SHORTER NOTICE ON WEDNESDAY AUGUST 9, 2023, AT 10:30 A.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT CABIN-1, S-11, IIND FLOOR, GURUKRIPA PLAZA, ZONE-II, M.P. NAGAR, BHOPAL-462011 MADHYA PRADESH**



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