



NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra Ordinary General Meeting of the members of Borgaon Watambare Highways Private Limited (formerly known as DBL Borgaon Watambare Highways Private Limited), will be held at a Shorter Notice on Saturday, the 30th day of September 2023, at 12:30 P.M. (IST) at Unit No-1901, 19th Floor, Tower-B, World Trade Tower, Plot No-C-1, Sector-16, Noida 201301 (UP) to transact the following business.

SPECIAL BUSINESS:

1. APPROVAL FOR ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and other applicable rules and regulations framed thereunder (including any statutory modification(s) or re-enactment 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 by way of inserting additional clause under Article 58 with respect to ‘Power to appoint nominee director by debenture trustee’ as below:

“Power to appoint nominee director by debenture trustee –

- (i) If at any time during the tenor of debentures or bonds or such other debt instruments issued by the Company, there is an event of (i) any default in payment of interest to the debenture/bond/any other debt instrument holders; or (ii) default in creation of security for debentures/bonds/any other debt instrument; or (iii) default in redemption of debentures/bonds/any other debt instrument, the debenture trustee and/or the investors of the respective instruments shall have the right to appoint one or more Director or Directors (Nominee Director(s)) to the Board of the Company, and to remove from office any Nominee Director so appointed and to appoint another in his/her place or in the place a Director so appointed who resigns or otherwise vacates his office, in accordance with provisions of the Companies Act 2013, Securities and Exchange Board of India (Issue And Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, other applicable laws, if any, regulatory or listing requirements and terms and conditions of such debenture documents.*
- (ii) Any such appointment or removal shall be made in writing and shall be served at the office of the Company.*
- (iii) The Nominee Director(s) shall neither be required to hold any qualification share nor be liable to retire by rotation and shall continue in office for so long as the debt subsists.*

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

Regd. Office: Cabin -1, S-11, 11nd 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



Borgaon Watambare
Highways Private Limited

- (iv) *The Nominee 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.*
- (v) *The Nominee 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.*

“RESOLVED FURTHER THAT any Director of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things, as he may in their absolute discretion deem necessary, proper or desirable, including any amendment or modification to the proposed Articles of Association, including but not limited to making requisite filings with the Registrar of Companies, that may be required to give effect to the alteration of Articles of Association in accordance with this resolution.”

“RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby severally authorized to issue or forward a certified copy of the aforesaid resolution to the statutory authorities or banks and financial institutions from time to time, as may be required.”

By Order of the Board
For Borgaon Watambare Highways Private Limited
(Formerly known as DBL Borgaon Watambare Highways Private Limited)

Sd/-
Yojna Ahuja Jain
(Company Secretary)
Membership No. A41461

Date: 25/09/2023
Place: Noida

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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. The 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. 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 authorizing their representative to attend and vote on their behalf at the meeting.
6. Attendance slip, proxy form in MGT-11 and Route Map for the venue of Extra Ordinary General Meeting is enclosed herewith. Shareholders are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
7. 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 Extra ordinary General Meeting.
8. 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.

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9. A draft of consent letter for calling the meeting at a shorter notice u/s 100 of the Companies Act, 2013 is annexed herewith for your kind consideration, you are requested to deposit the duly filled copy of same at the Registered Office prior to scheduled EGM.

By Order of the Board
For Borgaon Watambare Highways Private Limited
(Formerly known as DBL Borgaon Watambare Highways Private Limited)

Sd/-
Yojna Ahuja Jain
(Company Secretary)
Membership No. A41461

Date: 25/09/2023
Place: Noida

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EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

The Board Members may note that the Company had issued Series A – 3104 (ISIN: INE00OP07015) and Series B – 234 (ISIN: INE00OP07023) Senior, Listed, Secured, Redeemable, Non-Convertible Debentures (NCDs) on February 22, 2022 and the same were listed on Bombay Stock Exchange (BSE) on February 24, 2022.

Pursuant to the said listing of NCDs and in terms of the Securities and Exchange Board of India (Issue And Listing of Non-Convertible Securities) Regulations, 2021 read with Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 and the Debenture Trust Deed (DTD), in case of any default in payment of interest or creation of security or redemption of such debentures, on part of the Company, the Debenture Trustee so appointed under the aforesaid regulations and DTD shall have a right to appoint nominee director on the Board of Directors of the Company.

Further, in terms of Regulation 23(6) of the Securities and Exchange Board of India (Issue And Listing of Non-Convertible Securities) Regulations, 2021, the Articles of Association of the Company shall authorize its Board of Directors to appoint the person so nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of Regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors.

In view of the above, the Articles of Association of the Company need to be altered to include the aforementioned authorization to the Board. As per the provisions of the Companies Act, 2013, alteration of the Articles of Association of the Company is required to be approved by the members of the Company by way of Special Resolution and hence placed before the Members for seeking their approval.

Your Directors, therefore, recommend the Resolution at Item No. 1 of the accompanying Notice to be passed as a **Special Resolution** by the Members.

None of the Directors or Company Secretary of the Company, or their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board

For Borgaon Watambare Highways Private Limited

(Formerly known as DBL Borgaon Watambare Highways Private Limited)

Sd/-

Yojna Ahuja Jain

(Company Secretary)

Membership No. A41461

Date: 25/09/2023

Place: Noida

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BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED
(Formerly known as DBL BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED)
Regd. Off: **Cabin-1, S-11, IInd Floor, Gurukripa Plaza Zone-II, M. P. Nagar Bhopal 462011 India**
Ph. 0120-4868300, Email id: 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 Extra ordinary General Meeting of the Company to be held at a Shorter Notice on Saturday, the 30th day of September 2023, at 12:30 P.M. (IST) at Unit No-1901, 19th Floor, Tower-B, World Trade Tower, Plot No-C-1, Sector-16, Noida 201301 (UP)

Member's/Proxy's name in Block letters

Member's/Proxy's Signature

Notes:

- a. Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting
- b. 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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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 BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED)

(CIN: **U45203MP2018PTC045516**)

Regd. Off: Cabin-1, S-11, IIInd Floor, Gurukripa Plaza Zone-II, M. P. Nagar Bhopal 462011 India
Ph. 0120-4868300, Email id: compliance@bwhpl.co.in

EXTRA ORDINARY 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 Extra Ordinary General Meeting of the Company to be held at a Shorter Notice on Saturday, the 30th day of September 2023, at 12:30 P.M. (IST) at Unit No-1901, 19th Floor, Tower-B, World Trade Tower, Plot No-C-1, Sector-16, Noida 201301 (UP)

S. No.	RESOLUTIONS	Option	
		For	Against
1.	APPROVAL FOR ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY.		

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Borgaon Watambare
Highways Private Limited

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 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 '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 he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
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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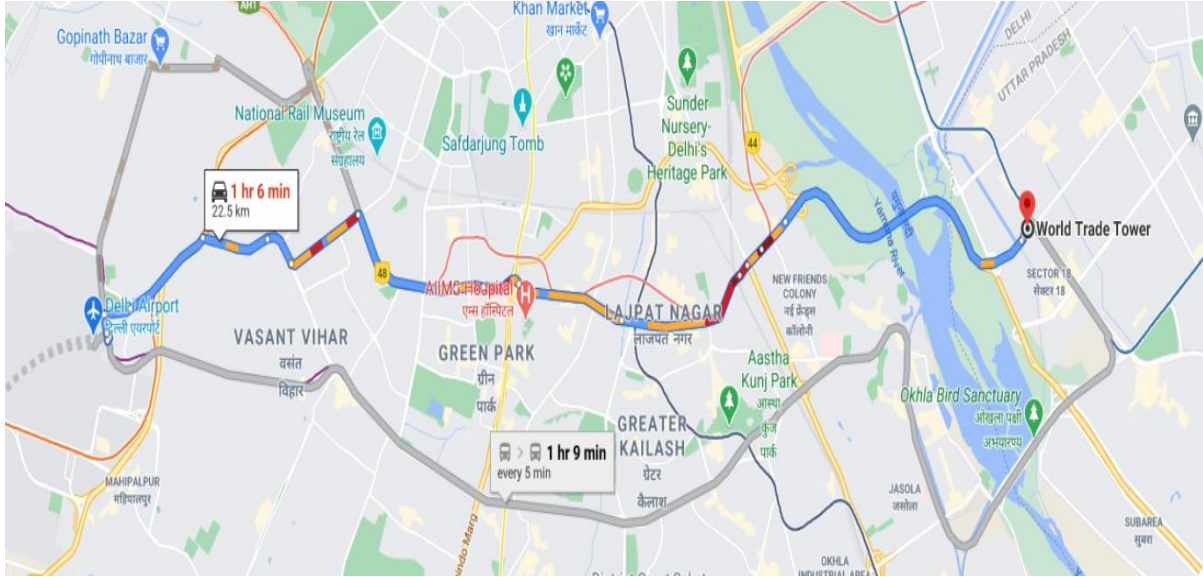
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ROUTE MAP FOR EXTRA ORDINARY GENERAL MEETING OF BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED (FORMERLY KNOWN AS DBL BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED) SCHEDULED TO BE HELD AT A SHORTER NOTICE ON SATURDAY, THE 30TH DAY OF SEPTEMBER 2023, AT 12:30 P.M. (IST) AT UNIT NO-1901, 19TH FLOOR, TOWER-B, WORLD TRADE TOWER, PLOT NO-C-1, SECTOR-16, NOIDA 201301 (UP)



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