

September 26, 2023

To,
Senior Manager
Listing Corporate Relation Department
BSE Limited
1st Floor, P.J Towers,
Dalal Street
Mumbai-400001

Ref No.: Scrip Code 973807; Scrip ID: 632BWHP35; ISIN: INE00OP07015 (Series -A)
Scrip Code 973806; Scrip ID: 632BWHPL35; ISIN: INE00OP07023 (Series -B)

Re: **Intimation regarding approval of the Board of Directors for alteration of the Articles of Association of the Company under regulation 51 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Notice is hereby given pursuant to Regulation 51 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, that the Board of Directors of the Company at its meeting held on Monday, September 25, 2023, *inter alia*, approved and recommended to the shareholders the following alteration to the Articles of Association of the Company, in terms of Regulation 23(6) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021:

Insertion of an 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*

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

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

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.*
- 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.”*

This is for your information and records please.

Thank you,

Yours sincerely,

For **Borgaon Watambare Highways Private Limited**

(Formerly known as DBL Borgaon Watambare Highways Private Limited)

Yojna Ahuja Jain

Company Secretary

Membership No. A41461

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