

DBL BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra Ordinary General Meeting of the members of DBL Borgaon Watambare Highways Private Limited, will be held at Shorter Notice on Friday, the 17th day of June 2022, at 02.00 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 ADOPTION OF RESTATED ARTICLES OF ASSOCIATION

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

RESOLVED THAT in accordance with the provisions of Sections 5, 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), the draft regulations contained in the restated articles of association submitted to this extraordinary general meeting of the shareholders of the Company be and are hereby approved and adopted as the articles of association of the Company in substitution of and to the entire exclusion of the regulations contained in the existing articles of association of the Company.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution

**By Order of the Board
For DBL Borgaon Watambare Highways Private Limited**

Sd/-
**Suranjan Barik
(Company Secretary)
Membership No. 36495**

**Date: 10/06/2022
Place: Noida**

Regd. Office: Plot No.5, Inside Govind Narayan Singh Gate, Chuna Bhatti Kolar Road, Bhopal – 462016 (M.P.),
Corporate Office: Unit No. 1901, 19th Floor, Tower B, World Trade Tower, Plot No. C-1, Sector-16, Noida-201301
Site Office: O&M Center of Pkg-2 - Village- Ankadhil, Post Office- Chinke, Taluka- Sangole, District- Solapur (MH),
Pin Code: - 413308
Ph.:0755-4029999, Fax:0755-4029998 E-mail: compliance@bwhpl.co.in
(CIN No.: U45203MP2018PTC045516)

DBL BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED

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 aggregate not more than 10 percent of the total share capital of the company. 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.
2. 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.
3. The documents referred to in the proposed resolutions and explanatory statement are open for inspection at the Registered Office of the Company during working hours between 9.30 A.M. and 1.00 P.M., except on holidays.
4. 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.
5. Attendance slip, proxy form MGT-11 and Route Map for the venue of Extra Ordinary General Meeting is enclosed herewith.
6. 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 sec 170 of the CA 13 and the Register of Contract or Arrangements in which the Directors are interested maintained under sec 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.
9. The Draft of Consent letter for calling meeting at a shorter Notice u/s 102 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 schedule EGM.

**By Order of the Board
For DBL Borgaon Watambare Highways Private Limited**

**Sd/-
Suranjan Barik
(Company Secretary)
Membership No. 36495**

**Date: 10/06/2022
Place: Noida**

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DBL BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED

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

ITEM NO. 1:

A shareholders agreement was executed between Dilip Buildcon Limited (“DBL”), Cube Highways and Infrastructure III Pte. Ltd. (CH-III) and DBL Borgaon Watambare Highways Private Limited (“Company”) on August 31, 2019, for acquisition of 49% equity shares of the Company by CH-III. Consequent to execution of this Agreement, the amendment to Articles of Association (AOA) of the Company was done by amending relevant clauses in AOA and inserting Part -B to align it with the relevant clauses of Shareholders Agreement.

CH III has now, acquired the balance 51% shareholding of DBL in the Company. Accordingly, It is proposed to amend the Articles of Association to remove all the clauses with respect to the Shareholders Agreement, specifically mentioned in Part B of the existing Articles of Association of the Company. The draft of Articles of Association of the Company is attached as **Annexure -I** for your ready reference

The board of directors have proposed to amend the existing Article of Association by way of passing Circular resolution on June 10, 2022.

The Board recommends passing of special resolution for the aforementioned Amendment to AOA. In light of the above you are requested to accord your approval to the special resolution as set out in the notice to EGM.

The Directors of the Company other than their interest as the Nominee Shareholders of the Company are not in any way, concerned or interested, financially or otherwise, in the said resolution.

None of the directors and key managerial personnel of the company and their relatives has any concern or interest, financially or otherwise in proposed resolution.

**By Order of the Board
For DBL Borgaon Watambare Highways Private Limited**

**Sd/-
Suranjan Barik
(Company Secretary)
Membership No. 36495**

Date: 10/06/2022

Place: Noida

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DBL BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED

DBL BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED

Regd. Off: Plot No.5, Inside Govind Narayan Singh Gate, Chuna Bhatti Kolar Road, Bhopal – 462016
(M.P.)

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 on Friday, the 17th day of June 2022, at 2.00 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:

- 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

Regd. Office: Plot No.5, Inside Govind Narayan Singh Gate, Chuna Bhatti Kolar Road, Bhopal – 462016 (M.P.),
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DBL BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED

PROXY FORM

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

DBL BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED

(CIN: U45203MP2018PTC045516)

Regd. Off: Plot No.5, Inside Govind Narayan Singh Gate, Chuna Bhatti Kolar Road, Bhopal – 462016 (M.P.)

Tel: 0120-4868323, 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 DBL 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 on Friday, the 17th day of June 2022, at 2.00 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 ADOPTION OF RESTATED ARTICLES OF ASSOCIATION.		

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(CIN No.: U45203MP2018PTC045516)

DBL BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED

Signed this day of.....2022

Signature of the Proxy Holder.....

Signature of the Member

Reference Folio No. / DP ID & Client ID

No. of Shares

Affix 1 Rupee Revenue Stamp

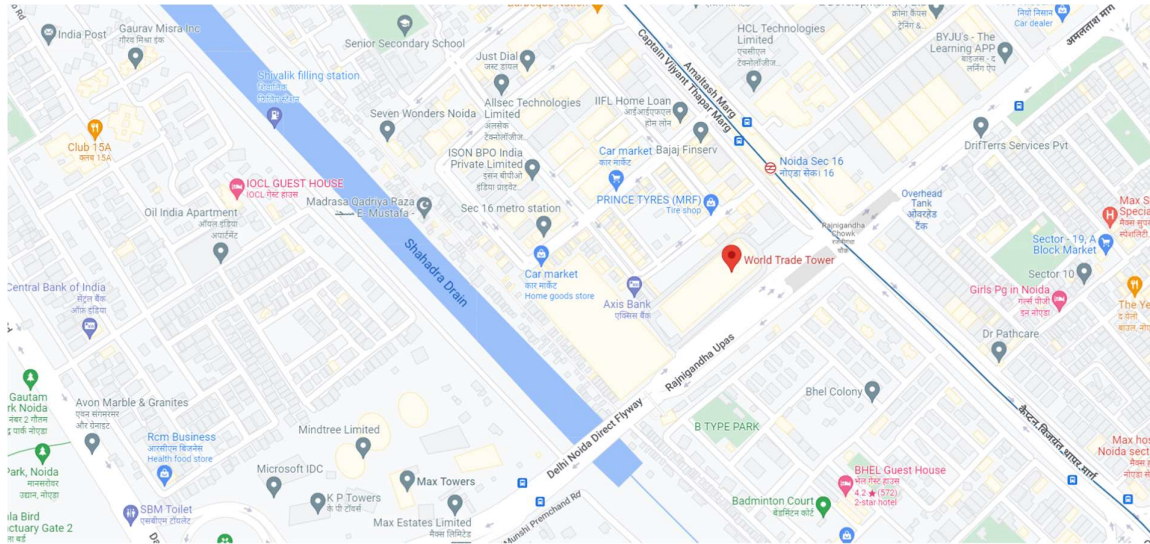
Notes:

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 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.
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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DBL BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED

ROUTE MAP FOR EXTRA ORDINARY GENERAL MEETING OF DBL BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED, SCHEDULED TO BE HELD ON FRIDAY, THE 17TH DAY OF JUNE, 2022, AT 02.00 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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THE COMPANIES ACT, 2013
Consent of shareholder for Shorter Notice
(Pursuant to Section 101(1))

To,
The Board of Directors
DBL Borgaon Watambare Highways Private Limited
Plot No.5, Inside Govind Narayan Singh Gate, Chuna
Bhatti Kolar Road, Bhopal – 462016

We/I, _____ having registered office at _____ holding _____ equity shares of Rs. 10/- each in the Company do hereby give consent, pursuant to Section 101(1) of the Companies Act 2013, to convene and hold the Extra-Ordinary General Meeting of DBL Borgaon Watambare Highways Private Limited at a Shorter Notice on Friday, the 17th day of June, 2022 at 02:00 p.m. (IST) at Unit No. 1901, 19th Floor, Tower B, World Trade Tower, Plot No. C-1, Sector 16, Noida Uttar Pradesh 201301.

Signature
Authorized Signatory/Representative

Date:

Place:

(On the letterhead of Cube Highways and Infrastructure III Pte. Ltd.)

Dated:

To,
(Name & Address of Authorised Representative)

Reference: Extra-Ordinary General Meeting (“EGM”) of DBL Borgaon Watambare Highways Private Limited dated 17/06/2022

Subject: Voting Instruction

Dear _____,

Cube Highways and Infrastructure III Pte. Ltd. (“**Company**”) has received attached notice to attend the EGM of DBL Borgaon Watambare Highways Private Limited. You are requested to attend the EGM and cast vote on behalf of Company as under:

ITEM NO. 1

1. **APPROVAL FOR ADOPTION OF RESTATED ARTICLES OF ASSOCIATION**

Voting Instruction : Yes/No

You shall not vote on any other matters at the Meeting without the prior written consent of _____ (Director of Cube Highways and Infrastructure III Pte. Ltd.).

For Cube Highways and Infrastructure III Pte. Ltd

(Director)