

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 29th day of July 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. ALTERATION OF NAME CLAUSE IN MEMORANDUM 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 13 of the Companies Act, 2013, read with Rule 29 of the Companies (Incorporation) Rules, 2014, (including any amendment(s) or statutory modification(s) thereto or re-enactment thereof for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder and Articles of Association of the Company, and subject to the approval of Registrar of Companies and/or, or any other approval as may be required, consent of the Shareholder of the Company be and is hereby accorded to change in the name of the Company from DBL Borgaon Watambare Highways Private Limited to Borgaon Watambare Highways Private Limited and accordingly Clause I of the Memorandum of Association of the Company be amended as below:

- I. The Name of the Company is **“ BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED”**

RESOLVED FURTHER THAT the name of the Company DBL Borgaon Watamabare Highways Private Limited wherever appearing in the Memorandum of Association, documents etc. be substituted by the new name Borgaon Watambare Highways Private Limited.

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 Memorandum 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 Memorandum 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.”

DBL BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED

2. CONSIDER AND APPROVE THE ADOPTION OF NEW SET OF ARTICLES 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 rules and regulations made thereunder (including any statutory modification thereto or re-enactment thereof for the time being in force) and subject to any other approval as may be required, consent of the shareholders of the Company be and is hereby accorded to adopting the new set of Articles of Association of the Company as per the provisions of Companies Act, 201 in order to substitute the name as appearing in the Articles of Association of the Company

by the new name **“BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED.”**

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 DBL Borgaon Watambare Highways Private Limited**

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

Date: 22/07/2022
Place: Noida

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 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.
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: 29/07/2022
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- Ankadhral, 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

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

ITEM NO. 1:

Pursuant to the acquisition of the Company by Cube Highways and Infrastructure III Pte. Ltd. (CH-III), it is proposed to change the name of the Company, from DBL Borgaon Watambare Highways Private Limited to Borgaon Watambare Highways Private Limited, to reflect the change in promoter group/management

Accordingly, pursuant to the resolution passed by the Board of Directors dated July 08, 2022 an application for reservation of name **BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED** was filed with the Ministry of Corporate Affairs (MCA) and the same has been approved MCA

As per the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, the Company is required to alter the name clause of the Memorandum of Association of the Company in order to give effect to the name change.

The Directors recommend the Resolution at Item No. 1 of the accompanying Notice, for the approval of Members of the Company, as Special Resolution.

ITEM NO. 2:

Pursuant to the acquisition of the Company by Cube Highways and Infrastructure III Pte. Ltd. (CH-III), it is proposed to change the name of the Company, from DBL Borgaon Watambare Highways Private Limited to Borgaon Watambare Highways Private Limited, to reflect the change in promoter group/management.

Accordingly, pursuant to the resolution passed by the Board of Directors dated July 08, 2022 an application for reservation of name **BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED** was filed with the Ministry of Corporate Affairs (MCA) and the same has been approved MCA.

As per the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, the Company is required to alter the name as **BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED.**, wherever appearing in the Articles of Association of the Company in order to give effect to the name change.

The Directors recommend the Resolution at Item No. 2 of the accompanying Notice, for the approval of Members of the Company, as Special Resolution.

None of the Directors of the Company are not in any way, concerned or interested, financially or otherwise, in the said resolution.

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

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

Date: 22/07/2022

Regd. Office: Plot No.5, Inside Govind Narayan Singh Gate, Chuna Bhatti Kolar Road, Bhopal – 462016 (M.P.),
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(CIN No.: U45203MP2018PTC045516)

DBL BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED

Place: Noida

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 at shorter notice on Friday, the 29th day of July 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:

- 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

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 at shorter notice on Friday, the 29th day of July 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.	ALTERATION OF NAME CLAUSE IN MEMORANDUM OF ASSOCIATION OF THE COMPANY.		
2	CONSIDER AND APPROVE THE ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY		

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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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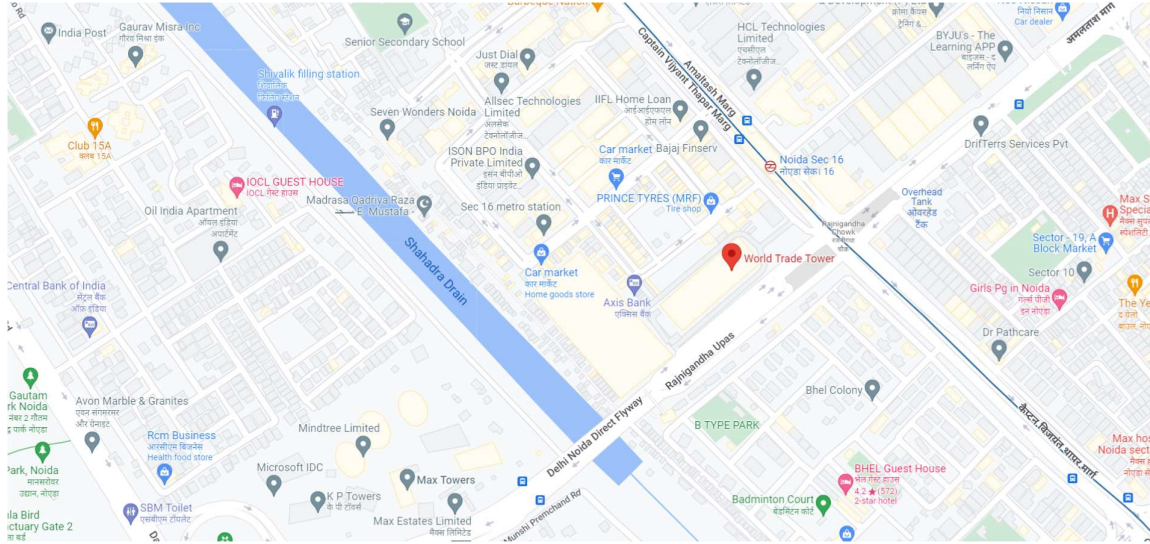
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DBL BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED

ROUTE MAP FOR EXTRA ORDINARY GENERAL MEETING OF DBL BORGAON WATAMBARE HIGHWAYS PRIVATE LIMITED, SCHEDULED TO BE HELD AT SHORTER NOTICE ON FRIDAY, THE 29TH DAY OF JULY, 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).



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
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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 29th day of July 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 29/07/2022

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. ALTERATION OF NAME CLAUSE IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

Voting Instruction : Yes/No

2. CONSIDER AND APPROVE THE ADOPTION OF NEW SET OF ARTICLES ASSOCIATION OF THE COMPANY

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)