



NOTICE OF THE 1ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the 1st (first) Annual General Meeting of the Members of Kokhraj Handia Expressway Private Limited, will be held on Tuesday, December 3, 2024, at 10:00 a.m. (IST) at the Registered Office of the Company situated at B-376, Upper Ground Floor, Nirman Vihar, New Delhi 110092 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2024 and Statement of Profit and Loss for the period 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 appoint M/s. S.B. Billimoria & Co. LLP, Chartered Accountants (Firm Registration Number 101496W/W100774) as Statutory Auditors of the Company and to fix their remuneration

"RESOLVED THAT pursuant to the provisions of Section 139, 141 and other applicable provisions of the Companies Act, 2013 and Rules framed there under, as amended from time to time, M/s. S.B. Billimoria & Co. LLP, Chartered Accountants (Firm Registration Number 101496W/W100774) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 6th Annual General Meeting (AGM) to be held for the financial year 2028-29 at a remuneration as may be mutually decided between the Auditors and the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to inform M/s. S.B. Billimoria & Co., of their appointment and file the notice of the same with Registrar of Companies, NCT of Delhi 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. Anuj Maitrey (DIN: 10481417) 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 Sections 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. Anuj Maitrey having Director Identification Number – 10481417, who was appointed as Additional Director (category-Non Executive Director) of the Company w.e.f. June 3, 2024, and who has submitted necessary declarations under relevant provisions of the Act and Rules under the Companies Act, 2013, as Non-Executive Director of the Company.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby severally authorized, 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. Manish Kumar (DIN: 09311244) 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. Manish Kumar having Director Identification Number – 09311244, who was appointed as Additional Director (category-Non Executive Director) of the Company w.e.f. June 3, 2024, 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. 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 20,00,000 (Indian Rupees Twenty Lakhs only) for the financial year 2024-25 under Community Development Program (CDP) of the Company.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company, be and is hereby 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."

6. To consider and approve alteration to the terms of Non-Convertible Debentures (NCD) as acceded by the Board of Directors on June 19, 2024

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 Companies Act, 2013 read with rules and regulations made there under and in accordance with the provisions of Memorandum and Articles of Association of the Company, the following amendment to the existing terms of Non-Convertible Debentures (NCDs), as approved by the board of directors of the Company at their meeting held on June 19, 2024, be and hereby approved, ratified and taken note of:

Particulars	Existing Term	Amended Term
Coupon Rate	The NCDs shall carry coupon at annual interest rate of 13% per annum (payable quarterly). Subject to the Issuer having met all the restricted payment conditions as defined in the senior loan agreements, the coupon shall be paid to the Subscriber on a quarterly basis .	The NCDs shall carry a coupon at an annual interest rate of 13% per annum (payable annually), subject to latest benchmarking, annual compliances for transfer pricing and other applicable tax laws. Subject to the Issuer having met all the restricted payment conditions as defined in the senior loan agreements, the Coupon shall be paid to the Subscriber on an annual basis . The first date of accrual of interest shall be March 31, 2025.
Non Marketable	The NCDs are non-marketable i.e. they are not capable of being sold on a recognized stock exchange in or outside India. The Issuer does not intend to and	The NCDs are non-marketable i.e. they are not capable of being sold on a recognized stock exchange in or outside India. The Issuer does not intend to and shall not list



	shall not list the NCDs on any recognized stock exchange in or outside India.	the NCDs on any recognized stock exchange in or outside India. However, the NCDs shall be freely transferable, subject to the Applicable Law.
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RESOLVED FURTHER THAT any and all actions taken by the Company and any Director to give effect to the matter contemplated by the foregoing resolution, prior to the approval hereof be and are hereby approved, confirmed, ratified and adopted in all respects as fully as if such action(s) had been presented for approval and approved by the Shareholders prior to such action being taken.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, any member of the Board of Directors be and is hereby severally authorized to sign and execute an Amendment Agreement and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose."

By Order of the Board

For Kokhraj Handia Expressway Private Limited


Nishtha Tewari
Company Secretary (ICSI-M No. A44844)
A2/314, Tower-7, Purvanchal Royal Park,
Sector-137, Noida-201301

Date: 07-November-2024

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. 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. The Directors' Report, Auditors' Report and Audited Balance Sheet as at March 31, 2024 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.

By Order of the Board
For Kokhraj Handia Expressway Private Limited



Nishtha Tewari
Company Secretary (ICSI M No. A44844)
A2/314, Tower-7, Purvanchal Royal Park,
Sector-137, Noida-201301

Date: 07-November-2024
Place: Noida



STATEMENT(S) AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3: Appointment of Mr. Anuj Maitrey (DIN: 10481417) as Non-Executive Director

Mr. Anuj Maitrey was appointed as an Additional Director (Category- Non-Executive Director) by the Board of Directors of the Company on June 3, 2024.

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

Mr. Anuj Maitrey has submitted a declaration that he is not disqualified to become a Director under Section 164 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. Anuj Maitrey, is of the opinion that Mr. Anuj Maitrey 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. Anuj Maitrey, his association would be of immense benefit to the Company, and it is desirable to appoint him as Non-Executive Director.

Further, except, Mr. Anuj Maitrey, 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. Anuj Maitrey
Age	47 Years
Qualification	Bachelor of Engineering in Environmental Engineering
Experience	17 Years
Terms and 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.
Remuneration sought to be paid	Nil
Remuneration last drawn	Nil
Date of first appointment on the Board	June 3, 2024
Shareholding in the Company	Nil
Relationship with other Directors, Manager and KMP	No relationship
No. of Board meetings attended during the year	Not applicable for the year 2023-24.
Other Directorships	1. Baharampore-Farakka Highways Limited



	2. Western M P Infrastructure and Toll Roads Private Limited 3. Cube Highways Technologies Private Limited 4. N.A.M. Expressway Limited 5. Malayagiri Highways Private Limited 6. Delhi Hapur Meerut Expressway Private Limited
Membership/Chairmanship of the Committees of Board held in other company	Corporate Social Responsibility Committee - Western M P Infrastructure and Toll Roads Private Limited

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

Item No. 4: Appointment of Mr. Manish Kumar (DIN: 093111244) as Non-Executive Director

Mr. Manish Kumar was appointed as an Additional Director (Category-Non-Executive Director) by the Board in its Meeting held on June 3, 2024.

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. Manish Kumar being eligible and offers himself for appointment, is proposed to be appointed as Non-Executive Director.

Mr. Manish Kumar 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. Manish Kumar, the Board of Directors is of the opinion that Mr. Kumar 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. Kumar, his association would be of immense benefit to the Company and it is desirable to appoint him as Non- Executive Director.

Further, Except Mr. Manish Kumar, 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	Manish Kumar
Age	41 years
Qualification	Post-Graduate
Experience	20 years
Terms and 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
Remuneration sought to be paid	Nil
Remuneration last drawn	Nil
Date of first appointment on the Board	June 3, 2024
Shareholding in the Company	Nil

Relationship with other Directors, Manager and KMP	No relationship
No. of Board meetings attended during the year	Not Applicable for FY 2023-24.
Other Directorships	Nil
Membership/Chairmanship of the Committees of Board held in other company	Nil

The Board recommends resolution under item no. 4 to be passed as an ordinary resolution.

Item No. 5: 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 2024-25 for an aggregate amount not exceeding INR 20,00,000 (Indian Rupees Twenty Lakhs only).

The Members are further requested to note that the proposed Community Development Projects (CDP) aims to foster a positive mindset within communities residing near road assets, thereby enhancing day-to-day operational efficiency. 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.

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
- Promotion of employment enhancing vocation skills
- Promoting preventive health care
- Promotion of sanitation and making available safe drinking water

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 was incorporated on November 10, 2023, and during the period under review, the Company's operations did not commence; consequently, it incurred a loss for the period ended March 31, 2024 and accordingly does not have average net profit 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, 2025, for an aggregate amount not exceeding INR 20,00,000 (Indian Rupees Twenty Lakhs 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 resolution under item no. 5 to be passed as an ordinary resolution.

Item No. 6: To consider and approve alteration to the terms of Non-Convertible Debentures (NCD) as acceded by the Board of Directors on June 19, 2024

The shareholders of the Company at their meeting held on March 5, 2024, approved the issuance of 624,85,000 Unsecured, Unlisted, Non-Marketable, Non-Convertible Debentures (NCDs) of face value of INR 100 each, aggregating upto INR 6,24,85,00,000 (Indian Rupees Six Hundred and Twenty Four Crores Eighty Five Lakhs Only) on Private Placement basis to Cube Highways and Infrastructure V Pte. Ltd. ("CH-V"). The said debentures were allotted on March 27, 2024.

A detailed analysis on the cash flow projection was undertaken by the management of the Company, based on the activities undertaken for the financial closure under the Concession Agreement and the management has evaluated that the Company in its initial phase, would not be able to absorb interest (on account of funding for capital expenditure, major maintenance, DSRA, etc.).

It may be noted that the shareholders of the Company at their meeting held on March 5, 2024, had authorized the board of directors to undertake any amendments or modifications with respect to the aforesaid NCDs. Accordingly, the following amendment to the NCD terms were approved by the board of directors of the Company at their Meeting held on June 19, 2024:

Particulars	Existing Term	Amended Term
Coupon Rate	The NCDs shall carry coupon at annual interest rate of 13% per annum (payable quarterly). Subject to the Issuer having met all the restricted payment conditions as defined in the senior loan agreements, the coupon shall be paid to the Subscriber on a quarterly basis .	The NCDs shall carry a coupon at an annual interest rate of 13% per annum (payable annually), subject to latest benchmarking, annual compliances for transfer pricing and other applicable tax laws. Subject to the Issuer having met all the restricted payment conditions as defined in the senior loan agreements, the Coupon shall be paid to the Subscriber on an annual basis . The first date of accrual of interest shall be March 31, 2025.
Non Marketable	The NCDs are non-marketable i.e. they are not capable of being sold on a recognized stock exchange in or outside India. The Issuer does not intend to and shall not list the NCDs	The NCDs are non-marketable i.e. they are not capable of being sold on a recognized stock exchange in or outside India. The Issuer does not intend to and shall not list the NCDs on any recognized stock exchange in or outside India.

Kokhraj Handia Expressway Private Limited

Regd. Office: B-376, Upper Ground Floor, Nirman Vihar, New Delhi-110092

Corporate Office: Unit No. 1901, 19th Floor, Tower B, World Trade Tower, Plot No.C-1, Sector 16, Noida-201301 (UP)

E-mail: compliance@khepl.co.in, Phone No.: +91 0120-4868323, CIN: U42101DL2023FTC422589

	on any recognized stock exchange in or outside India.	However, the NCDs shall be freely transferable, subject to the Applicable Law.
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Since, the aforementioned amendment is in the nature of revision of coupon term and marketability clause, the management is of the view, that it is prudent for the shareholders' to take note of the said amendment. In consequence, the board of directors of the Company have recommended the said modification for approval, ratification and noting by the shareholders of the Company.

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 for the approval by the Members as Special Resolution.

By Order of the Board
For Kokhraj Handia Expressway Private Limited



Nishtha Tewari
Company Secretary (ICSI M No. A44844)
A2/314, Tower-7, Purvanchal Royal Park,
Sector-137, Noida-201301

Date: 07-November-2024
Place: Noida



KOKHRAJ HANDIA EXPRESSWAY PRIVATE LIMITED

Regd. Off: B-376, Upper Ground Floor, Nirman Vihar, New Delhi 110092
Ph. No. +91 0120-4868323, Email id: compliance@khepl.co.in CIN: U42101DL2023FTC422589

ATTENDANCE SLIP

1st Annual General Meeting

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 1st (first) Annual General Meeting of Kokhraj Handia Expressway Private Limited, held on Tuesday, December 3, 2024, at 10:00 a.m. (IST) at the Registered Office of the Company situated at B-376, Upper Ground Floor, Nirman Vihar, New Delhi 110092.

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

Kokhraj Handia Expressway Private Limited

Regd. Office: B-376, Upper Ground Floor, Nirman Vihar, New Delhi-110092

Corporate Office: Unit No. 1901, 19th Floor, Tower B, World Trade Tower, Plot No.C-1, Sector 16, Noida-201301 (UP)

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KOKHRAJ HANDIA EXPRESSWAY 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)

KOKHRAJ HANDIA EXPRESSWAY PRIVATE LIMITED

Regd. Off: B-376, Upper Ground Floor, Nirman Vihar, New Delhi 110092

Ph. No. +91 0120-4868323, Email id: compliance@khepl.co.in CIN: U42101DL2023FTC422589

1ST 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 KOKHRAJ HANDIA EXPRESSWAY 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 1st (first) Annual General Meeting of Kokhraj Handia Expressway Private Limited, to be held on Tuesday, December 3, 2024, at 10:00 a.m. (IST) at the Registered Office of the Company situated at B-376, Upper Ground Floor, Nirman Vihar, New Delhi 110092:



S. No.	RESOLUTIONS	Option	
		For	Against
1.	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2024 and Statement of Profit and Loss for the period 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 appoint M/s. S.B. Billimoria & Co., Chartered Accountants (Firm Registration Number 101496W/ W100774) as Statutory Auditors of the Company and to fix their remuneration		
3.	Appointment of Mr. Anuj Maitrey (DIN: 10481417) as Non-Executive Director		
4.	Appointment of Mr. Manish Kumar (DIN: 093111244) as Non-Executive Director		
5.	To approve contribution under Community Development Program		
6.	To consider and approve alteration to the terms of Non-Convertible Debentures (NCD) as acceded by the Board of Directors on June 19, 2024		

Signed this day of 2024

Signature of the shareholder/Proxy Holder.....

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.

Kokhraj Handia Expressway Private Limited

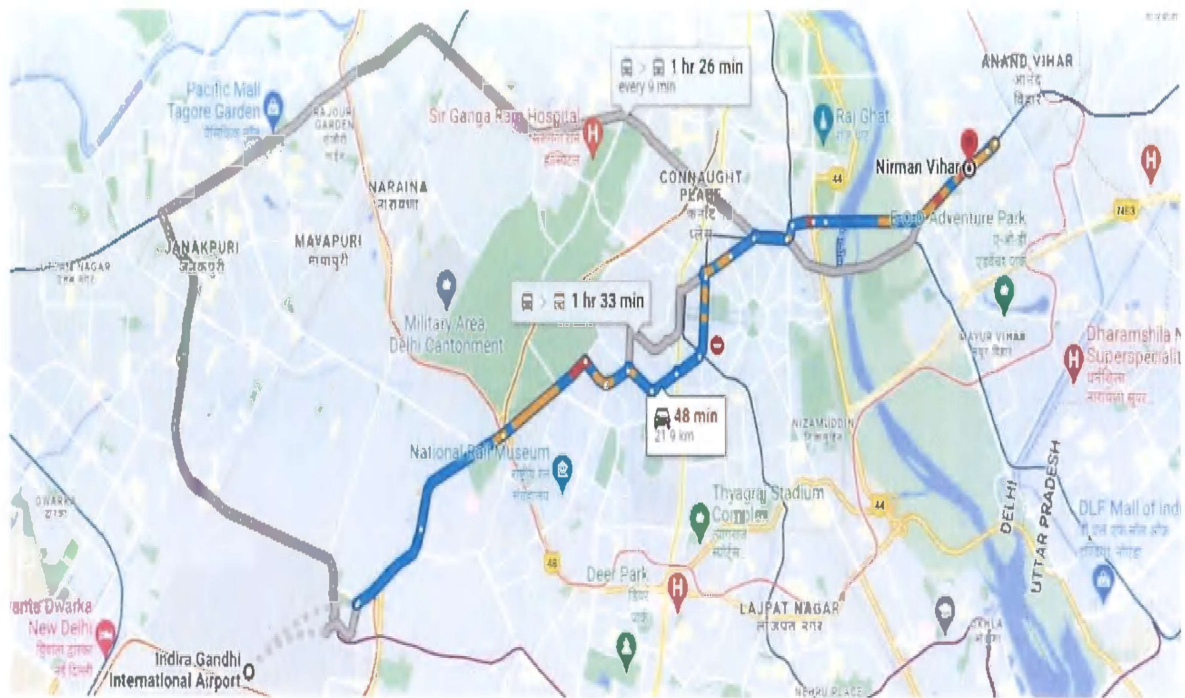
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Corporate Office: Unit No. 1901, 19th Floor, Tower B, World Trade Tower, Plot No.C-1, Sector 16, Noida-201301 (UP)

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ROUTE MAP FOR 1ST ANNUAL GENERAL MEETING OF KOKHRAJ HANDIA EXPRESSWAY PRIVATE LIMITED SCHEDULED TO BE HELD AT ON TUESDAY, DECEMBER 3, 2024, AT 10:00 A.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT B-376, UPPER GROUND FLOOR, NIRMAN VIHAR, NEW DELHI 110092



Kokhraj Handia Expressway Private Limited

Regd. Office: B-376, Upper Ground Floor, Nirman Vihar, New Delhi-110092

Corporate Office: Unit No. 1901, 19th Floor, Tower B, World Trade Tower, Plot No.C-1, Sector 16, Noida-201301 (UP)

E-mail: compliance@khepl.co.in, **Phone No.:** +91 0120-4868323, **CIN:** U42101DL2023FTC422589

(On the Letter Head of the Shareholder)

Dated:

To

(Name and Address of Authorised Representative)

Reference: 1st Annual General Meeting ("AGM") of Kokhraj Handia Expressway Private Limited to be held on Tuesday, December 3, 2024, at 10:00 a.m. (IST)

Subject: Voting Instruction

Dear _____,

Cube Highways and Infrastructure Pte. Ltd. ("**Company**") has received attached notice to attend the AGM of Kokhraj Handia Expressway Private Limited. You are requested to attend the AGM and cast vote on behalf of Company as under:

ITEM NO. 1

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2024 and Statement of Profit and Loss for the period 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.

Voting Instruction : Yes/No

ITEM NO. 2

To appoint M/s. S.B. Billimoria & Co. LLP, Chartered Accountants (Firm Registration Number 101496W/ W100774) as Statutory Auditors of the Company and to fix their remuneration.

Voting Instruction : Yes/No

ITEM NO. 3

Appointment of Mr. Anuj Maitrey (DIN: 10481417) as Non-Executive Director

Voting Instruction : Yes/No

ITEM NO. 4

Appointment of Mr. Manish Kumar (DIN: 09311244) as Non-Executive Director

Voting Instruction : Yes/No

(On the Letter Head of the Shareholder)

ITEM NO. 5

To approve contribution under Community Development Program

Voting Instruction : Yes/No

ITEM NO. 6

To consider and approve alteration to the terms of Non-Convertible Debentures (NCD) as acceded by the Board of Directors on June 19, 2024

Voting Instruction : Yes/No

You shall not vote on any other matters at the Meeting without the prior written consent of _____ (Director of _____).

For <<Name of the Shareholder>>

(Director)