



NOTICE OF THE 2ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 2nd (Second) Annual General Meeting of the Members of Kokhraj Handia Expressway Private Limited, will be held on Wednesday November 12, 2025, at 11:30 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, 2025, and Statement of Profit and Loss for the year 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.

SPECIAL BUSINESS:

2. Appointment of Ravindranath Karati (DIN: 07419535) 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. Ravindranath Karati having Director Identification Number – 07419535 who was appointed as Additional Director (category-Non Executive Director) of the Company w.e.f. December 24, 2024, and who has submitted necessary declarations under relevant provisions of the Act and Rules of the Companies Act, 2013, as a Non-Executive Director of the Company.

RESOLVED FURTHER THAT any Director of the Company 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."

3. Appointment of Mr. Sanjay Ray (DIN: 10898585) 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. Sanjay Ray having Director Identification Number – 10898585, who was appointed as Additional Director (category-Non Executive Director) of the Company w.e.f. January 9, 2025, and who has submitted necessary declarations under relevant provisions of the Act and Rules of the Companies Act, 2013, as a Non-Executive Director of the Company.

RESOLVED FURTHER THAT any Director of the Company 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."



4. To approve contribution under Community Development Program

In this regard, it is proposed to consider and if thought fit, to pass 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 15,50,450 (Indian Rupees Fifteen Lakhs Fifty Thousand Four Hundred and Fifty only) for the financial year 2025- 26 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.”

5. Ratification of Cost Auditors’ Remuneration

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

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the consent of the Members be and is hereby accorded to ratify the remuneration of INR 45,000/- (Indian Rupees Forty Five Thousand only) plus taxes plus out of pocket expenses payable to M/s. Pranav Mishra & Associates, Cost Accountants (Firm Registration No. 004957) who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the Financial Year ending March 31, 2026.

RESOLVED FURTHER THAT any Director and/or the Company Secretary be and is hereby singly authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this 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: October 9, 2025
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, 2025, 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.



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

Item No. 2

Appointment of Mr. Ravindranath Karati (DIN: 07419535) as Non-Executive Director

Mr. Ravindranath Karati was appointed as an Additional Director (Category- Non-Executive Director) by the Board of Directors on December 24, 2024. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 & Rules framed thereunder and the Articles of Association of the Company, Mr. Karati would cease to hold office at the ensuing Annual General Meeting and is eligible to be appointed with the consent of the shareholders of the Company.

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. Ravindranath Karati being eligible has offered himself for appointment and is being proposed to be appointed as Non-Executive Director.

The Board, based on the experience/expertise declared by Mr. Ravindranath Karati, is of the opinion that Mr. Karati 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. Karati his association would be of immense benefit to the Company and it is desirable to appoint him as Non- Executive Director.

Mr. Karati has no relationship with any Director or Key Managerial Personnel of the Company.

Further, except, Mr. Ravindranath Karati, 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	Ravindranath Karati
Age	54 years
Qualification	Postgraduate
Experience	32 years
Terms & Conditions of Appointment	Appointment in the capacity of Non- Executive Director (no fixed term). No remuneration to be paid. – Details provided in resolution under item number 2 of the notice
Remuneration sought to be paid	Nil
Remuneration last drawn	Nil
Date of first appointment on the Board	December 24, 2024
Shareholding in the Company	Nil
Relationship with other Directors, Manager and KMP	No relationship

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)

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



No. of Board meetings attended during the Year	2 Board Meetings attended during the FY 2024-25
Other Directorships	Devanahalli Tollway Private Limited Delhi Hapur Meerut Expressway Private Limited Malayagiri Highways Private Limited Western M P Infrastructure & Toll Roads Private Limited Baharampore-Farakka Highways Limited Highway Amenities Developers Private Limited Cube Highways Operations Management Private Limited
Membership/Chairmanship of the Committees of Board held in other Company	Member of Corporate Social Responsibility in following companies- 1. Western M P Infrastructure & Toll Roads Private Limited 2. Devanahalli Tollway Private Limited

The Board recommends the resolution set out in item no. 2 for the approval by the members as an ordinary resolution.

Item No. 3

Appointment of Mr. Sanjay Ray (DIN: 10898585) as Non-Executive Director

The Board of Directors of the Company appointed Mr. Sanjay Ray as Additional Director of the Company on January 9, 2025. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 & Rules framed thereunder and the Articles of Association of the Company, Mr. Sanjay Ray would cease to hold office at the ensuing Annual General Meeting and is eligible to be appointed with the consent of the shareholders of the Company.

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. Sanjay Ray being eligible has offered himself for appointment and is being proposed to be appointed as Non-Executive Director.

The Board, based on the experience/expertise declared by Mr. Sanjay Ray, is of the opinion that Mr. Ray 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. Ray his association would be of immense benefit to the Company and it is desirable to appoint him as Non-Executive Director.

Mr. Ray has no relationship with any Director or Key Managerial Personnel of the Company.

Further, except, Mr. Sanjay Ray, 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. Sanjay Ray
Age	45 years
Qualification	Graduate
Experience	25 years
Terms & Conditions of Appointment	Appointment in the capacity of 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	January 9, 2025
Shareholding in the Company	Nil
Relationship with other Directors, Manager and KMP	No relationship
No. of Board meetings attended during the year	2 Board Meetings attended during the FY 2024-25
Other Directorships	1. Malayagiri Highways Private Limited 2. Jaitpur Ballabgarh Highways Private Limited 3. Faridabad KMP Junction Highway Private Limited
Membership/Chairmanship of the Committees of Board held in other company	No Membership/ Chairmanship of the Committees of Board held in other company.

The Board recommends resolution set forth in item no. 3 for the approval of the Members as an ordinary resolution.

Item No. 4

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 2025-26 for an aggregate amount not exceeding INR 15,50,450 (Indian Rupees Fifteen Lakhs Fifty Thousand Four Hundred and Fifty 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 has incurred losses during its two years of operation 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, 2026, for an aggregate amount not exceeding INR 15,50,450 (Indian Rupees Fifteen Lakhs Fifty Thousand Four Hundred and Fifty only) under Community Development Program. The said fund is proposed to be utilised through Cube Highways Roots Foundation or directly.

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. 4 to be passed as an ordinary resolution.

Item No. 5

Ratification of Cost Auditors' Remuneration

As per the provisions of Section 148 of the Companies Act 2013, Company is required to have the audit of its cost records conducted by a Cost Accountant in Practice. The Board of Directors of the Company at their meeting held on August 25, 2025, have approved the appointment and remuneration of M/s. Pranav Mishra & Associates, Cost Accountants (Firm Registration No. 004957) as the Cost Auditors of the Company to conduct audit of cost records of the Company for the financial year ending March 31, 2026, at a remuneration of INR 45,000/- (Indian Rupees Forty Five Thousand only) plus taxes plus reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as approved by the Board of Directors has to be ratified by the Members of the Company.

Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No.5 of the Notice for ratification of the remuneration payable to the Cost Auditors, to conduct audit of cost records of the Company for the Financial Year ending March 31, 2026.

None of the Directors and Key Managerial Personnel or their relatives are in any way concerned or

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interested, financially or otherwise, in passing of the aforesaid resolution.

The Board recommends the resolution set out at Item No. 5 for the approval by the Members of the Company as an Ordinary 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: 09-October-2025

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
2nd 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 2nd (Second) Annual General Meeting of Kokhraj Handia Expressway Private Limited, held on Wednesday November 12, 2025, at 11:30 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:

- 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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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
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2ND 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
Signatureor failing him/her

2. Name
Address
Email ID
Signatureor failing him/her

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2nd (second) Annual General Meeting of Kokhraj Handia Expressway Private Limited, to be held on Wednesday November 12, 2025, at 11:30 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, 2025, and Statement of Profit and Loss for the year 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.	Appointment of Ravindranath Karati (DIN: 07419535) as Non-Executive Director.		
3.	Appointment of Mr. Sanjay Ray (DIN: 10898585) as Non-Executive Director		
4.	To approve contribution under Community Development Program		
5.	Ratification of Cost Auditors' Remuneration		

Signed this day of..... 2025
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.



ROUTE MAP FOR THE 2ND ANNUAL GENERAL MEETING OF KOKHRAJ HANDIA EXPRESSWAY PRIVATE LIMITED SCHEDULED TO BE HELD AT ON WEDNESDAY NOVEMBER 12, 2025, AT 11:30 A.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT B-376, UPPER GROUND FLOOR, NIRMAN VIHAR, NEW DELHI 110092



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(On the Letter Head of the Shareholder)

Dated:

To

(Name and Address of Authorised Representative)

Reference: 2nd Annual General Meeting ("AGM") of Kokhraj Handia Expressway Private Limited to be held on Wednesday November 12, 2025, at 11:30 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, 2025, and Statement of Profit and Loss for the year 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

Appointment of Ravindranath Karati (DIN: 07419535) as Non-Executive Director

Voting Instruction : Yes/No

ITEM NO. 3

Appointment of Mr. Sanjay Ray (DIN: 10898585) as Non-Executive Director

Voting Instruction : Yes/No

ITEM NO. 4

To approve contribution under Community Development Program

Voting Instruction : Yes/No

(On the Letter Head of the Shareholder)

ITEM NO. 5

Ratification of Cost Auditors' Remuneration

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)