

**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that the Extra Ordinary General Meeting (“EGM”) of the members of Oriental Nagpur Betul Highway Limited (“the Company”) will be held on Wednesday, May 10, 2023 at 11:00 AM at Unit No. 307A, 3<sup>rd</sup> Floor, Worldmark 2, Asset Area No. 8, Hospitality District, Delhi Aerocity, Near IGI Airport, New Delhi-110037 to transact the following business:-

**SPECIAL BUSINESS:**

- 1. To consider and if thought fit, to pass, the following resolution as a Ordinary Resolution for the appointment of Mr. Abhishek Sehgal (DIN: 09771954) as a Whole-Time Director of the Company and designated as its Executive Director, for a period of 5 (five years) w.e.f. February 13, 2023:**

**“RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Abhishek Sehgal (DIN: 09771954), be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196 and other applicable provisions of the Companies Act, 2013, read with the applicable rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), Articles of Association of the Company, consent of the members be and is hereby accorded to the appointment of Mr. Abhishek Sehgal (DIN: 09771954) as a Whole-Time Director of the Company and designated as its Executive Director, for a period of five years w.e.f. February 13, 2023, with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Extra-Ordinary General Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in the financial year, the Company will pay remuneration by way of Salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

**Date: 18.04.2023**

**Place: New Delhi**

**By Order of the Board  
for Oriental Nagpur Betul Highway Limited**

**Sd/-**

**Srishti Garg**

**ACS: 57030**

**Company Secretary**

**NOTES**

1. **The Explanatory Statement pursuant to Section 102 of the Companies Act, in respect of the business as set out in the EGM Notice is annexed hereto.**
2. **A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a member of the Company. The instrument appointing the proxy should however be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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. 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. The relevant records and documents connected with the businesses set out in the Notice are available for inspection at the Registered Office of the Company between [12.00 Noon and 3.00 P.M.] on all working days up to the day of the EGM.
6. Members are requested to bring their attendance slip along with their copy of Notice of the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item no. 1:**

Pursuant to provisions of Section 161 and 196 of the Companies Act, 2013, rules thereof and the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee, Mr. Abhishek Sehgal was appointed by the Board, as a Whole-Time Director of the Company and designated as Executive Director, for a period of five years, w.e.f. February 13, 2023, in place of Mr. Nikhil Dhingra, Non-Executive Director and Chairperson of the Company, who has resigned due to his personal reasons w.e.f. January 30, 2023.

Mr. Abhishek Sehgal, aged about 38 years, has over 15 years of experience in corporate finance and investment banking. Prior to joining Oriental as Head-M&A and Equity, Mr. Sehgal has previously worked in investments, M&A and project finance roles with Softbank Energy, ACME Renewables, Religare, Focus Energy and Nomura securities. He has experience in infrastructure sub sectors like Renewables, Oil and Gas and Roads & highways. Mr. Sehgal has closed financing transactions worth more than USD 3.5 Bn for more than 4 GW solar & wind assets and several oil & gas E&P assets. He holds a degree in MBA (Finance) from IMT Ghaziabad and is a commerce graduate from Shri Ram College of Commerce, Delhi University.

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, being an additional director, Mr. Sehgal holds his office as such upto the date of next Annual General Meeting.

Therefore, consent of the Members is required for his appointment as a Director, liable to retire by rotation, and also for his appointment as Whole-Time Director, designated as Executive Director of the Company, for a period of five years, w.e.f. February 13, 2023 at "NIL" remuneration.

Further, Mr. Abhishek Sehgal was also appointed as Chief Financial Officer (CFO) and KMP of the Company in place of Mr. Vikas Mohan w.e.f. February 13, 2023, and he will be drawing a maximum remuneration of Rs. 20,00,000/- (Rupees Twenty lacs only) per month from the Company for providing his services.

Mr. Sehgal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. He is not related to any of the Directors/ Key Managerial Personnel of the Company and is not holding any shares in the Company. He is also a director of Oriental Nagpur Bypass Construction Private Limited, Etawah-Chakeri (Kanpur) Highway Private Limited, Oriental Pathways (Indore) Private Limited, OSE Hungund Hospet Highways Private Limited, Biaora to Dewas Highway Private Limited, Poondiankuppam-Sattanathapuram Section Private Limited, Edapally to Kodungallur Highway

Private Limited, ZES Realty Private Limited and Oriental Purnea Khagaria Section of NH-31 Highway Private Limited.

Keeping in view of his vast experience, knowledge in corporate finance and investment banking, the Board has recommended seeking shareholders' approval by way of Ordinary Resolution in the ensuing EGM on his appointment as Whole-Time Director designated as Executive Director of the Company which it thinks is in the best business interest of the Company.

Except the proposed appointee, None of the Directors and Promoters and Key Managerial Persons (KMP) (excluding the Chief Financial Officer) of the Company or their relatives, are in any way concerned or interested, financially or otherwise in the said Resolution.

**Date: 18.04.2023**

**Place: New Delhi**

**By Order of the Board  
for Oriental Nagpur Betul Highway Limited  
Sd/-  
Srishti Garg  
ACS: 57030  
Company Secretary**



## ORIENTAL NAGPUR BETUL HIGHWAY LIMITED



CIN: U45400DL2010PLC203649

Name of the company: **ORIENTAL NAGPUR BETUL HIGHWAY LIMITED**

Registered office: Unit No. 307A, 3rd floor, Worldmark 2, Asset Area No. 8, Hospitality District, Delhi Aerocity, near IGI Airport, New Delhi - 110037

### ATTENDANCE SLIP

Please complete the Attendance Slip and hand it over at the entrance of the Meeting Hall, Joint Shareholders may obtain additional Attendance Slip on request.

Ledger Folio No./DP/Client ID

I/we hereby record my/our presence at the Extra Ordinary General Meeting of the Company on Wednesday, 10<sup>th</sup> May, 2023 at 11:00 A.M. at Unit No. 307A, 3rd Floor, Worldmark 2, Asset Area No. 8, Hospitality District, Delhi Aerocity, Near IGI Airport, New Delhi-110037

.....  
(Name & Address of the Member(s)/Proxy)

.....  
(Signature of the Member/Proxy)

#### Note:

1. Only Members or their proxies will be allowed to attend the Meeting.
2. Bodies Corporate who are members, may attend the meeting through their duly authorized representative appointed under Section 113 of the Companies Act, 2013. A copy of resolution/authorization should be deposited with the Company.
3. Please bring with you copy of Notice to the meeting together with this Admission Slip



**ORIENTAL NAGPUR BETUL HIGHWAY LIMITED**



**Form No. MGT-11**

**Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN: U45400DL2010PLC203649

Name of the company: **ORIENTAL NAGPUR BETUL HIGHWAY LIMITED**

Registered office: Unit No. 307A, 3rd floor, Worldmark 2, Asset Area No. 8, Hospitality District, Delhi Aerocity, near IGI Airport, New Delhi – 110037

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: ..... Address: .....

E-mail Id: .....

Signature:....., or failing him

2. Name: ..... Address:.....

E-mail Id: .....

Signature:.....,

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 Wednesday, 10<sup>th</sup> May, 2023 at 11:00 A.M. at Unit No. 307A, 3rd Floor, Worldmark 2, Asset Area No. 8, Hospitality District, Delhi Aerocity, Near IGI Airport, New Delhi-110037 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

**Special Business:**

1. Approval of appointment of Abhishek Sehgal (DIN: 09771954) as a Whole-Time Director of the Company and designated as its Executive Director of the Company, for a period of 5 (five years) w.e.f. February 13, 2023.



Signed this \_\_\_\_\_ day of..... 20....

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp

**Note:**

1. This form of proxy 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. A person appointed as Proxy shall act on behalf of not more than 50 (fifty) Members and holding not more than 10% of the total share capital of the Company carrying voting rights. However, 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 Member.



**Route Map:**

**From: Connaught Place, New Delhi**

**To: Unit No. 307A, 3rd Floor, Worldmark 2, Asset Area No. 8, Hospitality District, Delhi Aerocity, Near IGI Airport, New Delhi-110037**

