

NOTICE OF 1ST EXTRA-ORDINARY GENERAL MEETING FOR FY 2025-26

NOTICE be and is hereby given that the 1st Extra Ordinary General Meeting (“EGM”) of the members of Oriental Nagpur Betul Highway Limited (“the Company”) for FY 2025-26 will be held on Saturday, May 31, 2025 at 11:00 A.M. (IST) at Unit No. 307A, 3rd Floor, Worldmark 2, Asset Area No. 8, Hospitality District, Delhi Aerocity, Near IGI Airport, New Delhi-110037 to transact the following business:

SPECIAL BUSINESS(S):

1. RE-APPOINTMENT OF MR. DEEPAK KUKREJA (DIN: 00175365), AS AN INDEPENDENT DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY, FOR A SECOND TERM OF 5 CONSECUTIVE YEARS W.E.F. JUNE 01, 2025:

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

"RESOLVED THAT pursuant to the (i) provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (**"the Act"**), rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act (ii) the applicable provisions of the Articles of Association of the Company; (iii) provisions of Regulation 62N of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and other applicable regulations, if any (to the extent applicable with necessary modifications) (iv) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications; and (v) pursuant to recommendation of the Nomination & Remuneration Committee (**"NRC"**) and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to re-appoint **Mr. Deepak Kukreja (DIN: 00175365)**, as an Independent Director of the Company with effect from June 01, 2025, to hold office for a second term of 5 consecutive years i.e. from June 01, 2025 till May 31, 2030, not liable to retire by rotation and on such terms and conditions as may be mutually agreed with the Board.

RESOLVED FURTHER THAT in connection with the aforesaid, the Board of Directors or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

2. RE-APPOINTMENT OF MS. MONIKA KOHLI (DIN: 06990318), AS AN INDEPENDENT DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY, FOR A SECOND TERM OF 5 CONSECUTIVE YEARS W.E.F. JUNE 01, 2025:

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

"RESOLVED THAT pursuant to the (i) provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (**"the Act"**), rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act (ii) the applicable provisions of the Articles of Association of the Company; (iii) provisions of Regulation 62N of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and other applicable regulations, if any (to the extent applicable with necessary modifications) (iv) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications; and (v) pursuant to recommendation of the Nomination & Remuneration Committee (**"NRC"**) and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to re-appoint **Ms. Monika Kohli (DIN: 06990318)**, as an Independent Director of the Company with effect from June 01, 2025, to hold office for a second term of 5 consecutive years i.e. from June 01, 2025 till May 31, 2030, not liable to retire by rotation and on such terms and conditions as may be mutually agreed with the Board.

RESOLVED FURTHER THAT in connection with the aforesaid, the Board of Directors or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

Date: May 03, 2025

Place: New Delhi

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

**Sd/-
Amit Kumar
ACS: 61851
Company Secretary**

NOTES

1. The Statement as required under Section 102 of the Companies Act, 2013 ("the Act") is annexed to the Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING ("**EGM**") IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to the provisions of Section 105 of the Act and Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as 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. However, 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 proxy for any other person or Member. The instrument appointing a proxy should, however, be deposited at the Registered Office of the Company not later than forty-eight hours before the commencement of the EGM. Further, the proxy holder shall carry a valid proof of identity at the EGM.

3. Members are requested to intimate change, if any, in their address to the Company at its Registered Office.
4. Proxy register shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting. Inspection shall be allowed between 9.30 A.M. and 6.00 P.M.
5. Corporate Members intending to send their authorised representative(s) to attend the EGM are requested to send a duly certified copy of the Board resolution authorising their representative(s) to attend and vote at the EGM.
6. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members/ Proxies should fill the Attendance Slip for attending the EGM.
8. Consent of the Members is being obtained for convening meeting at shorter notice.
9. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all the working days, except Saturdays, between 9.30 A.M. and 5.30 P.M. up to and including the date of the EGM and at the EGM venue.
10. Route map for the venue is enclosed herewith.

EXPLANATORY STATEMENT***(Statement under Section 102 of the Companies Act, 2013)*****ITEM NO. 1 & 2**

The members are informed pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an independent director can be appointed for a 2nd term of 5 consecutive years on the Board of a company by passing special resolution.

The 1st term of Mr. Deepak Kukreja (DIN: 00175365) and Ms. Monika Kohli (DIN: 06990318), as an Independent Directors on the Board of Directors of the Company is expiring on May 31, 2025 and accordingly, their re-appointment, for a second term of five consecutive years, needs to be considered, (i) in terms of the provisions of section 149 of the Companies Act, 2013 read with Schedule IV, (ii) Regulation 62N of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and other applicable regulations, if any (to the extent applicable with necessary modifications).

Further, basis of their performance evaluation report and taking into account of their business knowledge, acumen, experience and their substantial contribution during their current tenure, the Nomination and Remuneration Committee had recommended the re-appointment of Mr. Deepak Kukreja and Ms. Monika Kohli, as Independent Directors on the Board of the Company, for a second term of 5 consecutive years which was further approved by the Board of Directors of the Company through circular resolution passed on April 30, 2025 and May 02, 2025 respectively, subject to the approval of shareholders of the Company.

Brief Profile of Mr. Deepak Kukreja

Mr. Kukreja is a Fellow Member of the Institute of Company Secretaries of India; An Associates Member of Institute of Chartered Secretaries & Administrators, UK; An Associates Member of the All India Management Association, & A Post Graduate Diploma Holder in Financial Management and Commerce and Law Graduate. He is Registered Insolvency Professional with IBBI. He is associated with the Profession of Company Secretaryship for a period of more than 25 Years. Presently, he is practicing as a Company Secretary as Partner in a Practicing Company Secretaries Firm at New Delhi.

Brief Profile of Ms. Monika Kohli

Ms. Kohli, have qualified B.Com (Hons.) from Delhi University and LL.B. from Delhi University in the year 2001. She is a Fellow Member of Institute of Company Secretaries (FCS) of India & having experience of more than 23 years in Corporate Law, Legal Matters and Secretarial Laws. She is also an Insolvency Professional having enrolment with ICSI IPA and registered with Insolvency and Bankruptcy Board of India. Presently, he is practicing as a Company Secretary as Partner in a Practicing Company Secretaries Firm at New Delhi.

Further, as per Section 149 of the Companies Act, 2013 read with Schedule IV and Regulation 62N(3) of Listing Regulations, re-appointment of any Independent Director requires the approval of the shareholders by special resolution, hence, considering the vast experience, skills and knowledge of Mr. Kukreja and Ms. Kohli, approval of members is sought for re-appointment of Mr. Kukreja and Ms. Kohli, as Independent Directors, as made by the Board.

Further, Mr. Kukreja and Ms. Kohli have confirmed that they meet the criteria of independence prescribed under Section 149(6) of the Act and Regulation 62D(1)(b) of Listing Regulations (to the extent applicable) are registered in the data bank for Independent Director's with the Indian Institute of Corporate Affairs and are neither disqualified in terms of Section 164 of the Companies Act, 2013 and rules made thereunder nor debarred from holding the office of Director by virtue of any order of any authority and have given their consent to act as Director in the capacity of Independent Directors of the Company.

On the recommendation of NRC, the Board has assessed the veracity of the above declarations and other documents furnished by Mr. Kukreja and Ms. Kohli. Basis the confirmations/declarations provided by them, the Board is of the opinion that they fulfils the conditions specified under the Companies Act, 2013 read with the Listing Regulations (to the extent applicable) in relation to their re-appointment as an independent director of the Company. The Board of Directors are of the opinion that Mr. Kukreja and Ms. Kohli, are persons of integrity and possesses relevant expertise and owing to his rich and varied experience, their association would be of immense benefit to the Company, and it is desirable to avail their services as Independent Directors.

Letter of re-appointment of Mr. Kukreja and Ms. Kohli setting out the terms and conditions of appointment will be made available for inspection by the Members at the time of meeting.

Pursuant to Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the details of remuneration payable to Mr. Kukreja and Ms. Kohli and the terms and conditions of the re-appointment are given below:

Name of the Director and DIN	Mr. Deepak Kukreja (DIN: 00175365)	Ms. Monika Kohli (DIN: 06990318)
Age	57 years	47 years
Date of Birth	27/10/1967	23/06/1977
Date of Appointment on the Board	01/06/2020	01/06/2020
Qualifications	He is a Fellow Member of the Institute of Company Secretaries of India; An Associates Member of Institute of Chartered Secretaries & Administrators, UK; An Associates Member of the All India Management Association, &, A Post Graduate Diploma Holder in Financial Management and Commerce and Law Graduate. He is Registered Insolvency Professional with IBBI.	She is graduated and holds degree of LL.B. from Delhi University in the year 2001. She is a Fellow Member of Institute of Company Secretaries (FCS) of India & having experience of more than 24 years in Corporate Law, Legal Matters and Secretarial Laws. She is also Insolvency Professional having enrolment with ICSI IPA and registered with Insolvency and Bankruptcy Board of India
Experience	Over 25 years	Over 23 years
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	In accordance with the Appointment letter	In accordance with the Appointment letter

Last drawn remuneration, if applicable	No remuneration paid, only sitting fee paid of Rs. 1,20,000/- during FY 2024-2025	No remuneration paid, only sitting fee paid of Rs. 1,20,000/- during FY 2024-2025
Shareholding in the Company	Nil	Nil
The number of Meetings of the Board attended during the year	Nil	Nil
Relation with other directors/KMP	Nil	Nil
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Directorship: Assuranz Corporate Advisory Private Limited	Directorship : Assuranz Corporate Advisory Private Limited
Listed entities from which the person has resigned from the directorship in the past three years	Nil	Nil

The Board of Directors is of the view that the Company would continue to be benefited from the skills, knowledge and rich experience of Mr. Deepak Kukreja and Ms. Monika Kohli and accordingly recommends the resolution as set out in Item No. 1 & 2 of this notice, in relation to their re-appointment as Independent Directors, for the approval of the shareholders of the Company.

Except Mr. Deepak Kukreja for item no. 1 and Ms. Monika Kohli for item no. 2, the appointee(s), none of the Directors and Key Managerial Personnel including their respective relatives are concerned or interested, financially or otherwise in the foregoing resolution(s).

Date: May 03, 2025

Place: New Delhi

By Order of the Board
For Oriental Nagpur Betul Highway Limited

Sd/-

Amit Kumar

ACS: 61851

Company Secretary

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

EXTRA ORDINARY GENERAL MEETING

DPID	Client ID	Folio No.	No. of Shares

Name : _____

Address : _____

Name of Proxy: _____

(To be filled in, if the Proxy attends instead of the member)

I, hereby record my presence at the 1st Extra-Ordinary General Meeting of the Company for Financial Year 2025-26 on **Saturday, May 31, 2025 at 11:00 A.M. (IST)**, at the registered office of the Company at **Unit No. 307A, 3rd Floor, Worldmark 2, Asset Area No. 8, Hospitality District, Delhi Aerocity, Near IGI Airport, New Delhi-110037.**

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SIGNATURE OF THE ATTENDING MEMBER/PROXY

NOTE:

1. Member / Proxy holder wishing to attend the meeting must bring the Attendance Slip duly signed to the meeting and hand it over at the entrance.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

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 1st Extra-Ordinary General Meeting of the Company for Financial Year 2025-26 on **Saturday, May 31, 2025 at 11:00 A.M. (IST)** 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.	Resolution(s)	For	Against
Special Business:			
1.	Re-appointment of Mr. Deepak Kukreja (DIN: 00175365), as an Independent Director on the Board of Directors of the Company, for a second term of 5 consecutive years.		
2.	Re-appointment of Ms. Monika Kohli (DIN: 06990318), as an Independent Director on the Board of Directors of the Company, for a second term of 5 consecutive years.		

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.**

