Bridging the World...

Second Vivekananda Bridge Tollway Company Private Limited
Infinity Building, 8th Floor, Block-GP, Sector - V, Salt Lake Electronics Complex, Kolkata-700 091
Phone: 033-2357 0017 to 0019 Email: corporate@svbtc.in Web: www.svbtc.in
CIN No: U45201WB2001PTC109652

NOTICE TO THE MEMBERS

Notice is hereby given that 24th Annual General Meeting of the Shareholders of the Second Vivekananda Bridge Tollway Company Private Limited will be held on Wednesday, the 23rd day of July, 2025 at 5:30 pm (IST) through video conference (VC) deemed to be held at the Registered Office of the Company at shorter notice, to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2025, and the Statement of Profit & Loss Account for the financial year ended on that date and Reports of Directors and Auditors thereon.

2. To confirm the payment of interim dividend(s) and to declare a final dividend of Rs. 1.61 per equity share for the financial year ended 31st March 2025.

SPECIAL BUSINESS:

3. **To approve the remuneration of the Cost Auditors for the financial year ending 31st March 2026.**

   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 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof, for time being in force), the remuneration of Rs. 2,50,000/- per annum including out-of-pocket expense and exclusive of goods and service tax as applicable payable to M/s. Shome & Banerjee, (Firm Registration No 000001), Cost Accountant, appointed by the Directors of the Company for the Financial Year ending 31st March, 2026, be and is hereby ratified".

For and on behalf of Second Vivekananda Bridge Tollway Company Pvt Ltd

Priyanka Sharma
Company Secretary
Place: Kolkata
Date: 21st July, 2025

Second Vivekananda Bridge Tollway Co. Pvt. Ltd.
KOLKATA

Toll Operation Office: Toll Plaza Building, Vill: Bally, Durgapur, P.O.: Samabayapally, Howarh-711205
Tel: (033)2671 6479/6481, E-mail: operations@svbtc.in, Web: www.svbtc.in

NOTES:

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company.

2. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at Infinity Building, 8th Floor, Block –GP, Sector- V, Salt Lake Electronics Complex, Kolkata- 700 091which shall be deemed venue of the AGM. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders will not be available for the AGM and hence the Proxy Form is not annexed to this Notice.

4. Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Shareholders has been dispensed with. Accordingly, Attendance Slip is not annexed to this Notice.

5. Corporate shareholders are requested to send to the Company, a duly certified copy of the board resolution authorizing their representative to attend and vote at the AGM. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to priyankasharma@svbtc.in

6. Dividend on equity shares, when approved at the Meeting, will be paid to those members:

   (a) Whose names appear as Members in the Register of Members of the Company as on the date of 24th Annual General Meeting scheduled on 23rd July, 2025

7. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.

8. In compliance with the aforesaid MCA Circulars, Notice of the AGM is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company.

9. Shareholders attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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10. The designated email address for the Company is priyankasharma@svbtc.in Shareholders in case of any query may send an email to priyankasharma@svbtc.in

11. Subject to receipt of requisite number of votes, the Resolution proposed in the Notice shall be deemed to be passed on the date of the Meeting.

12. Statutory Registers and documents referred to in accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours between 9 am to 6 pm on any working day excluding Saturday and Sunday prior to the date of Meeting and will be available electronically for inspection by the members. Member who intends to inspect such documents are requested to send an email to Company on email address priyankasharma@svbtc.in

INSTRUCTION AS TO HOW THE MEMBERS CAN ACCESS AND PARTICIPATE IN THE MEETING THROUGH VIDEO CONFERENCING

1. The members shall be allowed to login to the meeting from 5:15 pm onwards.

2. The meeting shall be conducted through Microsoft Teams platform. In your email invite, select **Join the meeting now**. You can also use a dial-in number and conference ID from the email to call in.

3. The Members are advised to enter the following login credentials i.e.
   Meeting ID: 419 953 666 808 8
   Passcode: NJ7Uh7xC

4. Any grievances relating to participation in the meeting shall be reported to:
   Helpline Number 8585040022
   Email ID priyankasharma@svbtc.in

   This facility shall be available throughout the meeting.

5. Shareholders who would like to express their views or ask questions during the AGM may raise their hands during the meeting or may also use chat facility.

6. Please note that no person other than the respective Member shall have access to place from where the Member is participating during the meeting.

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Voting by Members:

Member to convey his/her vote by show of hands in the AGM as the total number of members are less than 50. For vote by show of hands, a tab will appear on your screen with agenda items having radioactive buttons for accent and dissent. You need to click on the desired button.

However, if the poll is demanded in the AGM, members are requested to send the email of their decision of voting on the designated e-mail ID of the Company at priyankasharma@svbtc.in

For and on behalf of Second Vivekananda Bridge Tollway Company Pvt Ltd

Priyanka Sharma
Company Secretary
Place: Kolkata
Date: 21st July, 2025

Second Vivekananda Bridge Tollway Co. Pvt. Ltd.
KOLKATA

Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013

Item No. 1:

The Board at its meeting held on 21st July 2025, has considered and approved the appointment of M/s. Shome & Banerjee, Cost Accountant (Firm Registration No 000001), as the Cost Auditor of the Company for the Financial Year 2025-26 at a remuneration of Rs. 2,50,000/- per annum including out of pocket expenses and exclusive of goods and service tax as applicable.

In accordance with provisions of Section 148(3) of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 1 of the Notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year 2025-26.

None of the Directors, Key Managerial Personnel of the Company or their relatives is interested or concerned in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

For and on behalf of Second Vivekananda Bridge Tollway Company Pvt Ltd

Priyanka Sharma
Company Secretary
Place: Kolkata
Date: 21st July, 2025

Second Vivekananda Bridge Tollway Co. Pvt. Ltd. KOLKATA