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 • Fax: 033-2357 0016 • Email: corporate@svbtc.in • Web: www.svbtc.in
CIN No: U45201WB2001PTC109652

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NOTICE TO THE MEMBERS

Shorter Notice is hereby given that 20th adjourned Annual General Meeting of the Shareholders of the Second Vivekananda Bridge Tollway Company Private Limited will be held on Monday, the 6th day of September, 2021 at 10:00 am at the Registered Office of the Company situated at Infinity Building, 8th Floor, Block –GP, Sector- V, Salt Lake Electronics Complex, Kolkata-700 091, to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2021, and the Statement of Profit & Loss Account for the financial year ended on that date and Reports of Directors and Auditors thereon.

2. To declare dividend for the Financial Year 2020-21.

3. To appoint Auditors and fix their remuneration and in this regard pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Haribhakti & Co. LLP, Chartered Accountants (Firm Registration No. 103523W/W100048) be and are hereby reappointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the twenty-fifth Annual General Meeting (i.e. Annual General Meeting for the FY 2025-26) at such remuneration as shall be fixed by the Board of Directors of the Company from time to time.

SPECIAL BUSINESS:

4. **Appointment of Mr. Priyank Shah as a Director of the Company**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 149, 152, Section 161 and all other applicable provisions of Companies Act, 2013, and Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Priyank Shah, (DIN No.08479384) who was appointed as an Additional Director of the Company on 26 March, 2021 and who holds office up to the date of this Annual General Meeting and subject to the approval of the members in the Annual General Meeting, be and hereby appointed as Director of the Company.

   RESEOVED FURTHER THAT any Director of the Company and/or Company Secretary be and hereby authorised to do all such acts, deeds and matter as may considered necessary to give effect to this resolution."

5. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2022 and, in this regard, 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. 2,00,000/- per annum plus goods and service tax as applicable and including out of pocket expenses 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, 2022, be and is hereby ratified".

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

Priyanka Sharma
Company Secretary
Place: Kolkata
Date: 30th August, 2021

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. The instrument appointing proxy 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 time of the meeting.

3. 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 representatives to attend and vote on their behalf at the meeting.

4. Members/proxies should bring the enclosed Attendance Slip dully filled in for attending the Meeting.

5. 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 19th Annual General Meeting scheduled on 14th September, 2020.

6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.

7. 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 also be available for inspection during the Meeting.

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

Item No. 1:

Appointment of Mr. Priyank Shah as Director of the Company:

The Board of Directors in their meeting held on 26th March, 2021 appointed Mr. Priyank Shah as Additional Director of the Company upto the ensuing AGM. Accordingly, in terms of the requirements of the section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder, approval of the members of the Company is required for the appointment of Mr. Priyank Shah as Director of the Company.

Brief profile of Mr. Priyank Shah is given below for your reference:

Mr. Priyank Shah has an extensive experience in infrastructure investing, managing and securing exits. Mr. Shah received an MBA (Finance) from K. J. Somaiya Institute of Management Studies and Research, Mumbai and a B.E. in Information Technology (Distinction) from D. J. Sanghvi College of Engineering, Mumbai. He has qualified Level II of the CFA Program and is a certified FRM (Financial Risk Manager) from GARP, USA.

The Board recommends the resolution set forth in Item no. 1 for the approval of shareholders.

Item No. 2:

The Board, on recommendation of the Audit Committee, at its meeting held on 30th July, 2021, 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 2021-22 at a remuneration of Rs. 2,00,000/- per annum including out of pocket expenses plus GST 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 2021-22.

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. 1 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

For and on behalf of Second Vivekananda Bridge Tollway Company Pvt Ltd
P Sharma
Priyanka Sharma
Company Secretary
Place: Kolkata
Date: 30th August, 2021

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SECOND VIVEKANANDA BRIDGE TOLLWAY COMPANY PRIVATE 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: U45201WB2001PTC109652

Name of the Company: Second Vivekananda Bridge Tollway Company Private Limited
Registered Office: Infinity Building, 8th Floor
Block- GP, Sector- V
Salt Lake Electronics Complex
Kolkata- 700 091, West Bengal (India)

Name of the Member(s): Registered address: E-mail Id: Folio No/ Clint Id: DP ID:

I/ We being the member of ...., holding.....shares, hereby appoint

1. Name: ....
   Address:
   E-mail Id:
   Signature: ...., or failing him

2. Name: ....
   Address:
   E-mail Id:
   Signature: ...., or failing him

3. 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 .... Annual General Meeting of members of the Company, to be held on .... day of .... at ....a.m./p.m. at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

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SECOND VIVEKANANDA BRIDGE TOLLWAY COMPANY PRIVATE LIMITED

Resolution No	Description
Ordinary Business	
1.	Consider and adopt: Audited Financial Statements, Report of the Directors and Auditors for the year ended 31st March, 2021.
2.	Declaration of dividend for the Financial Year 2020-21.
3.	Appointment of Statutory Auditors
Special Business	
4.	Appointment of Mr. Priyank Shah as Director of the Company
5.	Ratification of remuneration of Cost Auditor for the FY 2021-22.

Signed this ..... day of...... 2021

Affix Revenue Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Note: 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.

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ATTENDANCE SLIP

SECOND VIVEKANANDA BRIDGE TOLLWAY COMPANY PRIAVTE LIMITED
CIN: U45201WB2001PTC109652

Regd. Office: Infinity Building, 8th Floor, Block-GP, Sector –V, Salt Lake Electronics Complex, Kolkata- 700 091

20th Annual General Meeting, _____day, ______, 2021 at ___:00 AM

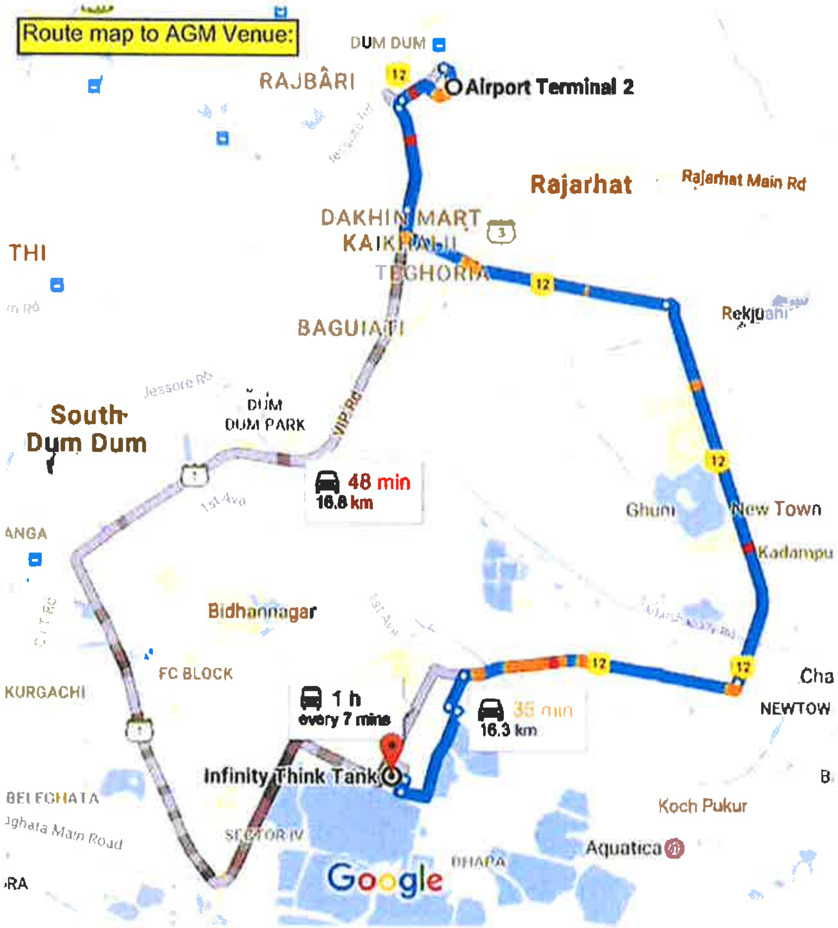
Client Id/ Regd. Folio No. __________________
No. of shares ______________________________

I certify that I am registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the adjourned 20th Annual General Meeting of the Company, to be held on __________day, __th _______, 2021 at ___ am/pm at the registered office of the Company at Infinity Building, 8th Floor, Block-GP, Sector –V, Salt Lake Electronics Complex, Kolkata- 700 091.

Name of the member/proxy	Signature of the member/proxy

Note: Please fill this attendance slip and hand it over at the entrance of the hall.


Route map to AGM Venue:
DUM DUM
RAJBÂRI
Airport Terminal 2
Rajarhat
Rajarhat Main Rd
DAKHIN MART
KAIKHALI
TEGHORIA
THI
BAGUIATI
Rekjuani
Jessore Rd
DUM DUM PARK
VIP Rd
South Dum Dum
48 min
16.8 km
1st Ave
Ghuni
New Town
Kadampu
ANGA
Bidhannagar
FC BLOCK
KURGACHI
1 h
every 7 mins
35 min
16.3 km
Cha
NEWTOW
Infinity Think Tank
BELEGHATA
Beleghata Main Road
SECTOR IV
Koch Pukur
Aquatica
DHAPA
Google