

NOTICE OF EXTRA ORDINARY GENERAL MEETING (EGM)

Shorter Notice is hereby given that the Extra Ordinary General Meeting of the members of M/s. Bondada Engineering Private Limited (“Company”) will be held on Friday 17th Day of March, 2023 at 11:00 A.M. at the corporate office of the Company situated at Surya P.P.R. Towers, 3rd Floor, Plot No.11 & 15, Ganesh Nagar, Kapra, ECIL, Hyderabad – 500 062, Telangana, India to transact the following business:

SPECIAL BUSINESS:

1. INCREASE OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION IN THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT pursuant to provisions of Sections 13, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force); the consent of the members of the Company be and is hereby accorded, to increase Authorised Share Capital of the Company from Rs. 100,00,000 (Rupees One Crore Only) divided into 10,00,000 (Ten Lakhs) equity shares of Rs. 10/- each to Rs. 25,00,00,000 (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of Rs. 10/- each by creation of additional 2,40,00,000 (Two Crore Forty Lakh) equity shares of Rs. 10/- each.”

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of Rupees 10/- (Ten Only) each.”

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary and to execute all deeds, applications, documents and writings that may be required and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution, on behalf of the Company.”

BONDADA ENGINEERING PRIVATE LIMITED

Regd. Office :
Plot No. 37, Ashok Manoj Nagar, Kapra,
Hyderabad - 500 062, Telangana,
INDIA.

Corporate Office :
Surya P.P.R. Towers, 3rd Floor,
Plot No. 11 & 15, Ganesh Nagar, Kapra,
Hyderabad - 500 062, Telangana, India
Ph : 7207034662,

2. **TO APPROVE THE ISSUANCE OF BONUS SHARES**

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

“RESOLVED THAT pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions, if any, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force), applicable provisions of Article of Association of the Company and permission of such applicable Regulatory Authorities and such other permissions, sanctions and approvals as may be required in this regard; the consent of the members of the Company be and is hereby accorded for capitalization of a sum not exceeding Rs. 15,06,88,980/- (Rupees Fifteen Crore Six Lakh Eighty Eight Thousand Nine Hundred Eighty only) from and out of the Company's Free Reserves and Securities Premium Account, for the purpose of issue of bonus equity shares in the proportion of 18 (Eighteen) new fully paid-up equity share of Rs. 10/- each (Rupees Ten) each for every 1 (One) existing fully paid-up equity share of Rs. 10/- (Rupees Ten) each held by the shareholders.”

“RESOLVED FURTHER THAT:

- a. The Equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company.
- b. Share Certificates shall be issued to those to whom the bonus shares are allotted within the time prescribed in the Companies Act, 2013.
- c. No members shall entitle to a fraction of an equity shares as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer.
- d. All fractions of bonus equity shares shall be ignored and accordingly the number of issuance of bonus share may be reduced.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors or Company Secretary of the Company be and is hereby authorised to do all acts, deeds, matters and things necessary, proper or desirable and to sign and execute all necessary documents, authority letters, applications and returns with any authority.”

**By order of the Board
For Bondada Engineering Private Limited**

**Date: 10/03/2023
Place: Hyderabad**

Sonia Bidla
Company Secretary



NOTES:

1. The venue for EGM shall be the corporate office of the Company i.e., Surya P.P.R. Towers, 3rd Floor, Plot No. 11 & 15, Ganesh Nagar, Kapra, ECIL, Hyderabad-500062 Telangana, India.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON THEIR BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of Special Business in the Notice is annexed hereto.
4. The Company has been maintaining, *inter alia*, the following statutory registers at its registered office at 1-1-27/37, Ashok Manoj Nagar, Kapra, Hyderabad TG 500062 IN.
 - i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

In accordance with the MCA circulars, the said registers will be made accessible for inspection and shall remain open and be accessible to any member during the continuance of the meeting.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT TO THE NOTICE DATED MARCH 10, 2023 (THE "NOTICE")

ITEM 1: INCREASE OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION IN THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

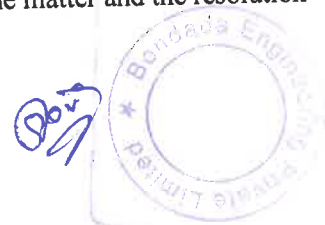
At present the Authorised Share Capital of the Company is Rs. 1,00,00,000 (Rupees One Crore Only) divided into 10,00,000 (Ten Lakhs) equity shares of Rs. 10/- each out of which paid up share capital of the Company is Rs. 83,71,610 (Rupees Eighty Three Lakhs Seventy One Thousand Six hundred and Ten Only) divided into 8,37,161 (Eight Lakhs Thirty Seven Thousand One Hundred and Sixty One) equity shares of Rs. 10/- each. The Board of Directors of the Company in its meeting held on 10th March, 2023 have recommended the issuance of bonus shares in the ratio of 18:1 i.e., 18 (Eighteen) fully paid up equity shares for every 1 (One) equity share held, if the resolution for issuance of bonus shares as recommended by the Board, is approved by the members of the Company then additional 1,50,68,898 fully paid up equity shares shall be allotted to the members post completion of process of bonus issue. Consequently, the total paid up share capital post bonus issue shall be Rs. 15,90,60,590/- which will exceed the present Authorised Share Capital of the Company. Hence, in view of the proposed issuance of bonus shares, the present Authorised Share Capital of the Company need to be increased from Rs. 1,00,00,000 (Rupees One crore) to Rs. 25,00,00,000 (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of Rs. 10/- each by creation of additional 2,40,00,000 (Two Crore Forty Lacs) by creation of additional 2,40,00,000 (Two Crore Forty Lakh) equity shares of Rs. 10/- each.

Further, in order to increase the Authorised Share Capital it is also necessary to amend Clause V of the Memorandum of Association to increase the Authorised Share Capital from Rs. 1,00,00,000 (Rupees One crore) to Rs. 25,00,00,000 (Rupees Twenty Five Crore Only). As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorised Share Capital of the Company by way of a Special Resolution. Accordingly, the Directors recommend the matter and the resolution set out under Item no. 1 for the approval of the Members by way of passing a Special Resolution.

None of the Directors or other key managerial personnel of the Company including their relatives are, in any way, concerned or interested in the Resolution.

ITEM NO. 2: TO APPROVE THE ISSUANCE OF BONUS SHARES

With a view to capitalize the General Reserve and Security Premium Account and to rationalize the capital structure, Board of Directors in its meeting held on Friday, 10th March, 2023 have proposed to issue bonus shares at the ratio of 18:1 i.e. 18 (Eighteen) fully paid up equity shares for every 1 (One) equity share held. This bonus allotment will also rationalize the paid up capital of the company with the funds employed in the company. As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares to the members of the Company by way of passing a Special Resolution. Accordingly, the Directors recommend the matter and the resolution



set out under Item no. 2 for the approval of the Members by way of passing a Special Resolution.

None of the Directors or other key managerial personnel of the Company including their relatives are, in any way, concerned or interested in the Resolution.

**By order of the Board
For, Bondada Engineering Private Limited**

**Date: 10/03/2023
Place: Hyderabad**


**Sonia Bidla
Company Secretary**



**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]

Name of the Member(s)
Registered Address
E-mail Id

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

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

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 **Friday, 17th March, 2023** at 11:00 A.M. at the corporate office of the Company situated at Surya P.P.R. Towers, 3rd Floor, Plot No.11 & 15, Ganesh Nagar, Kapra, ECIL, Hyderabad-500062 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. N.	Resolution(s)	Vote	
		For	Against
	SPECIAL BUSINESS		
1.	INCREASE OF AUTHORISED SHARE CAPITAL AND AMEND THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION		
2.	TO APPROVE THE ISSUANCE OF BONUS SHARES		

Signed this ___ day of ___ 2023

Affix
Revenue
Stamps

Signature of Shareholder Signature of Proxy holder Signature of the shareholder across Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company not less than 48 hours before the commencement of the Meeting



ATTENDANCE
SLIP

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT
THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional slips on request.

NAME AND ADDRESS OF SHAREHOLDER: _____

NAME OF PROXYHOLDER: _____

NO. OF SHARES HELD: _____

I hereby record my presence at the Extra-ordinary General Meeting of the Members of Bondada Engineering Private Limited to be held on **Friday, 17th March, 2023** at 11:00 A.M. at the corporate office of the Company situated at Surya P.P.R. Towers, 3rd Floor, Plot No.11 & 15, Ganesh Nagar, Kapra, ECIL, Hyderabad-500062

Signature of the Shareholder or Proxy: _____

NOTES:

(1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.

(2) In the case of joint holders, the votes 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 Registers of Members.



Route Map for venue of Extra-Ordinary General Meeting

