

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of BONDADA ENGINEERING PRIVATE LIMITED will be held on Thursday, the 09th Day of June, 2022 at 11.00 A.M. at SURYA P.P.R. TOWERS, 3RD FLOOR, PLOT NO.11 & 15, GANESH NAGAR, KAPRA, HYDERABAD -500062 to transact the following:

SPECIAL BUSINESS:

1. POWER TO BORROW FUNDS UNDER SECTION 180 (1)(c) OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount borrowed in aggregate at any point of time, apart from temporary loans obtained / to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of Rs. 300 crores (Rupees Three Hundred Crores Only) over and above the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required from time to time which may be incidental or ancillary thereto in giving effect to this resolution.”

2. SELL, LEASE OR OTHERWISE DISPOSE OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to create charge on the assets and undertakings of the Company by way of equitable mortgage / pledge / hypothecation etc., with any Financial Institutions / Banks and such other lenders and to arrange or fix the terms and conditions including interest, repayment, security etc., for all such monies to be borrowed from time to time as may think fit and proper in the best interest of the Company.

BONDADA ENGINEERING PRIVATE LIMITED

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Corporate Office :
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Plot No. 11 & 15, Ganesh Nagar, Kapra,
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Ph : 7207034662,

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required from time to time which may be incidental or ancillary thereto in giving effect to this resolution."

3. APPROVAL TO GIVE ANY LOANS TO COMPANIES IN WHICH DIRECTORS ARE INTERESTED UNDER SECTION 185 OF COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the "Board") to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity whether a subsidiary or associate or joint venture of the Company or any other company, in which any director is deemed to be interested upto an aggregate sum of Rs. 300 Crores (Rupees Three Hundred Crores Only) in their absolute discretion and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

4. MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND PROVIDE SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of section 186 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Meeting of Board and its Powers) Rules, 2014, (including any Statutory modification or re-enactment thereof, for the time being in force), consent of the members of the company be and is hereby accorded to the Board of Directors of the company (Hereinafter referred to as "Board") to give loan or advance / provide guarantee, make investment / acquire securities of any body-corporate by way of subscription/purchase or otherwise, in India or abroad (existing or which may be promoted/ incorporated), in any kind of securities, in excess of limit prescribed in section 186 of Companies Act, 2013 but subject to a maximum limit of Rs. 300 Crore (Rupees Three Hundred Crores Only).

RESOLVED FURTHER THAT Board be and is hereby authorized to negotiate and finalize the conditions of the said investments, loans, guarantees and provision of security on behalf of the Company as it may deem fit in the interest of the Company to take all such actions and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds,

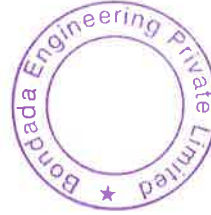
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applications, documents and such investments, loans, guarantees and provision of security and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

**By Order of the Board of Directors
For BONDADA ENGINEERING PRIVATE LIMITED**

**Date: 09.05.2022
Place: Hyderabad**




**B SATYANARAYANA
DIRECTOR
DIN: 02610755**

NOTES:

- (a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- (b) A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. A member holding more than 10% (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.
- (c) The instrument of Proxies to be effective must be deposited at the Registered Office of the Company not later than 48 hours before commencement of the Meeting.
- (d) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of this Notice.
- (e) Members are requested to intimate any change in their registered addresses to the Company at its registered office immediately.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

Keeping in view the Company's existing and future financial requirements for expansion the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and / or Financial Institutions and / or any other lending institutions and / or Bodies Corporate and / or such other persons as may be considered fit, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company. Hence, it is proposed to fix the maximum borrowing limits upto Rs. 300 Crores (Rupees Three Hundred Crores only) over and above the paid-up share capital, free reserves and securities premium of the Company by obtaining the consent of the Members.

The Board commends the Special Resolutions set out at Item No. 1 for the approval of Members.

None of the directors, key managerial personnel and relatives of directors and / or key managerial personnel are concerned or interested in the proposed resolution, except to the extent to their shareholding, if any.

ITEM No. 2:

In order to facilitate securing the borrowing made by the Company in due course of operations of the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company by obtaining the consent of the Members.

The Board commends the Special Resolutions set out at Item Nos. 2 for the approval of Members.

None of the directors, key managerial personnel and relatives of directors and / or key managerial personnel are concerned or interested in the proposed resolution, except to the extent to their shareholding, if any.

ITEM 3:

The Company may need to render support for the business requirements of its Subsidiaries / Joint Ventures / Associates / Other Companies / Firms, from time to time, in which the Directors are interested. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company may do so with the approval of members by way of special resolution.

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Hence, in order to enable the Board to advance loan to Subsidiaries / Joint Ventures / Associates / Other Companies / Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requesting the members to approve the same.

The Board commends the Special Resolutions set out at Item Nos. 3 for the approval of Members.

None of the directors, key managerial personnel and relatives of directors and / or key managerial personnel are concerned or interested in the proposed resolution, except to the extent to their shareholding, if any.

ITEM NO. 4

As per provisions of section 186 of the Companies Act, 2013 the Board of directors of a company could give any loan, guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities by way of subscription, purchase or otherwise to any person or body corporate to the extent of sixty percent paid up share capital, free reserves and securities premium or one hundred per cent of its free reserves and securities premium account whichever is more and for giving any loan or providing guarantee and security in excess of limit specified above, the approval of the members of the company in General Meeting by way of Special resolution has to be obtained.

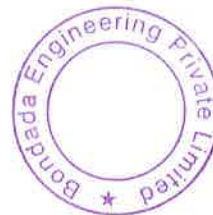
Company may give loan and guarantee to any person and make investments by acquiring securities by way of purchase or subscription or otherwise, from time to time. So, it is proposed to fix the limit of any loan or guarantee or providing security to any Body Corporate(s) or any other person and to invest funds upto Rs. 300 Crores.

The Board commends the Special Resolutions set out at Item Nos. 4 for the approval of Members.

None of the directors, key managerial personnel and relatives of directors and / or key managerial personnel are concerned or interested in the proposed resolution, except to the extent to their shareholding, if any.

**By Order of the Board of Directors
For BONDADA ENGINEERING PRIVATE LIMITED**

**Date: 09.05.2022
Place: Hyderabad**




**B SATYANARAYANA
DIRECTOR
DIN: 02610755**

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