EXTRACTS OF THE MINUTES OF THE MEETING OF THE MEMBERS OF M/s BONDADA ENGINEERING PRIVATE LIMITED HELD ON MONDAY, 13TH FEBRUARY, 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

TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS IN COMPLIANCE WITH SECTION 42 AND 62 OF THE COMPANIES ACT, 2013

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and 179 (3)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and the applicable rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively, the "Acts "); and in accordance with the provisions of the Memorandum and Articles of Association of the Company and any other rules, regulations, circulars, notifications, clarifications and guidelines thereon issued by the Government of India (GoI), the Registrar of Companies (RoC) or any other statutory regulatory authority; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot by way of preferential issue on a private placement basis, from time to time, in one or more tranches, up to 13,832 [Thirteen Thousand Eight Hundred and Thirty Two] equity shares of the face value of ₹10 (Ten) each ("Equity Shares") at a price of ₹1,952/- (Rupees One Thousand Nine Hundred and Fifty Two Only) (including a premium of ₹1,942 (Rupees One Thousand Nine Hundred and Forty Two Only) per Equity Share aggregating up to ₹2,70,00,000/- (Rupees Two Crore Seventy Lakh Only), to the following subscribers:

Sr. No.	Name of Subscriber	No. of Equity Shares of face value ₹10/- each to be offered/ issued/ allotted	Consideration at ₹1,952/- per Equity Share (including premium of ₹1,942/- per Equity Share) (Amount in ₹)
1.	Anupama Vishwanath Sajjanar	6,916	1,35,00,000
1.	Jhansi Sanivarapu	6,916	1,35,00,000
Total		13,832	2,70,00,000

"RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the clauses of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing equity shares of the Company in all respects."

"RESOLVED FURTHER THAT pursuant to the provisions of the Act , the name of the subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and that the private placement offer cum application letter in Form No. PAS-4 be issued to the subscribers inviting the Subscriber to subscribe to the Equity Shares, and the terms and conditions stated therein and the consent of the members of the Company is hereby accorded to the issuance of the same."

"RESOLVED FURTHER THAT the monies to be received by the Company from the subscribers for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account and shall be utilized by the Company in accordance with Section 42 of the Act"

"RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, and allotment of the Equity Shares, any Director, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolutediscretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise."

"RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter intoand execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law."

"RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company."

// CERTIFIED TRUE COPY //
For Bondada Engineering Private Limited



Raghavendra Rao Bondada
Director
DIN: 01883766

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT TO THE NOTICE DATED JANUARY 21, 2023(THE "NOTICE")

TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS IN COMPLIANCE WITH SECTION 42 AND 62 OF THE COMPANIES ACT, 2013

In order to meet the general corporate purposes of the Company, the Company proposes to raise capital by issuing up to 13,832 [Thirteen Thousand Eight Hundred and Thirty Two] equity shares of the face value of ₹10 (Ten) each ("Equity Shares") at a price of ₹1,952/- (Rupees One Thousand Nine Hundred and Fifty Two Only) (including a premium of ₹1,942 (Rupees One Thousand Nine Hundred and Forty Two Only) per Equity Share aggregating up to ₹2,70,00,000/- (Rupees Two Crore Seventy Lakh Only), to the following subscribers:

Sr. No.	Name of Subscriber	No. of Equity Shares of face value ₹10/- each to be offered/ issued/ allotted	Consideration at ₹1,952/- per Equity Share (including premium of ₹1,942/- per Equity Share) (Amount in ₹)
1.	Anupama Vishwanath Sajjanar	6,916	1,35,00,000
1.	Jhansi Sanivarapu	6,916	1,35,00,000
Total		**13,832**	**2,70,00,000**

on a preferential basis through private placement which has been approved by the Board of Directors of the Company at its meeting held on January 21, 2023.

The Equity Shares, if any, allotted in the Offer shall rank *pari passu* in all respects with the existing equity shares.

The management propose to use the proceeds from the Offer for augmenting the Tier I capital, which will be identified by the Board, and for meeting requirements of funds for general corporate purposes of the Company.

Accordingly, the approval of the Shareholders is required in accordance with sections 42 and 62 and other applicable provisions of the Act and the rules made thereunder. Also an offer or invitation to subscribe Equity Shares under the private placement shall not be made to persons more than two hundred in the aggregate in a financial year.

Further details of the proposed offer are disclosed below:

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 42 and 62 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the

Companies (Share Capital and Debenture) Rules, 2014:

1. Particulars of the offer including date of passing of Board Resolution:

The Board has pursuant to its resolution dated 21st January, 2023 accorded its approval for raising funds by issuing up to 13,832 [Thirteen Thousand Eight Hundred and Thirty Two] equity shares of the face value of ₹10 (Ten) each ("Equity Shares") at a price of ₹1,952/- (Rupees One Thousand Nine Hundred and Fifty Two Only) (including a premium of ₹1,942 (Rupees One Thousand Nine Hundred and Forty Two Only) per Equity Share. The Equity Shares, if any, allotted in the Offer shall rank in all respects *pari passu* with the existing equity shares.

2. The objects of the issue:

The proceeds from the issue will be utilized for the purpose of augmenting the Tier I capital to be identified by the Board, and for meeting requirements of funds for general corporate purposes of the Company.

3. Kinds of securities offered and the price at which security is being offered:

13,832 Equity Shares ranking *pari passu* with the existing equity shares are offered at a price of ₹1,952/- (Rupees One Thousand Nine Hundred and Fifty Two Only) (including a premium of ₹1,942 (Rupees One Thousand Nine Hundred and Forty Two Only) per Equity Share.

4. Basis or justification on which the price has been arrived at (including premium) at which the offer or invitation is being made, along with report of the registered valuer:

Price arrived as per Fair Value method. A copy of the valuation report obtained from CA Prabhakar Reddy Palakolanu, an Independent Registered Valuer dated 21st January, 2023 shall be available for inspection at the Registered Office of the Company during business hours from 9:30 A.M. to 6:30 P.M.

5. Name and address of valuer who performed valuation:

The valuation of the Equity Shares has been carried out by the CA Prabhakar Reddy Palakolanu, an Independent Registered Valuer [Reg. No- IBBI/RV/06/2018/10397] having its office at D. No. 2-91/14/G/503, 5th Floor, Bhaskar Empire, Hi-Tech City Road, Opp: Jayaberi Silicon Towers, Whitefields, Kondapur, Hyderabad-500084.

6. Relevant date with reference to which the price has been arrived at:

Relevant date for the purpose of calculation of Fair Market Value is 31st December,



2022.

7. Amount which the company intends to raise by way of such securities:

Up to 13,832 [Thirteen Thousand Eight Hundred and Thirty Two] equity shares of the face value of ₹10 (Ten) each ("Equity Shares") at a price of ₹1,952/- (Rupees One Thousand Nine Hundred and Fifty Two Only) (including a premium of ₹1,942 (Rupees One Thousand Nine Hundred and Forty Two Only) per Equity Share aggregating up to ₹2,70,00,000/- (Rupees Two Crore Seventy Lakh Only),.

8. Material terms of raising such securities:

Issue and 13,832 [Thirteen Thousand Eight Hundred and Thirty Two] equity shares of the face value of ₹10 (Ten) each ("Equity Shares") at a price of ₹1,952/- (Rupees One Thousand Nine Hundred and Fifty Two Only) (including a premium of ₹1,942 (Rupees One Thousand Nine Hundred and Forty Two Only) per Equity Share in one or multiple tranches, as may be applicable.

9. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

No contribution is being made by the promoters or directors eitheras part of the offer or separately in furtherance of objects.

10. Principle terms of assets charged as securities: Not Applicable

11. The class or classes of persons to whom the allotment is proposed to be made:

The allotment of Equity Shares shall be made to persons belonging to the non-promoter group category of the Company.

12. Intention of promoters, directors or key managerial personnel to subscribe to the offer:

The Equity Shares shall be offered to the proposed allottee only. None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposedto be issued under the Preferential Allotment.



14. The proposed time within which the allotment shall becompleted:

Within 60 (sixty) days from the respective dates of receipt of application money for each tranche, or such other timeline as prescribed under any applicable laws.

15. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

S.No.	Name of the proposed allottees	% post offer
1.	Anupama Vishwanath Sajjanar	0.83%
2.	Jhansi Sanivarapu	0.83%

16. The change in control, if any, in the company that would occur consequent to the preferential offer:

Consequent to the proposed preferential issue of Equity Shares, there is no change in control or change in management of the Company.

17. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment of securities during the FY 2021-22 and 2022-23.

18. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

19. The pre issue and post issue shareholding pattern of the company: Annexure A

The proposed resolution is recommended for the consideration of and approval by the shareholders of the Company by passing special resolutionin the meeting.

None of the Directors, key managerial personnel of the Company or the relatives are in any way materially or financially concerned or interested in the resolution as set out at Item No.1.

As required by Section 102(3) of the Companies Act, 2013, the documents with regard to the preferential issue shall be available for inspection at the Registered Office of the Company during business hours from 9:30 A.M. to 6:30 P.M.

By order of the Board of Directors

Date: 21/01/2023
Place: Hyderabad

Bondada Raghavendra Rao
Director
DIN:- 01883766

ANNEXURE-A

Sr. No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of sharesheld	% of share holding
A	**Promoters'holding**				
1	Indian				
	Individual	820,000	100	820,000	98.34
	Bodies corporate	-	-	-	-
	Sub-total	**820,000**	**100**	**820,000**	**98.34**
2	Foreign promoters	-	-	-	--
	Sub-total (A)	**820,000**	**100**	**820,000**	**98.34**
B	**Non- promoters'holding**				
1	Institutional investors				
2	Non- institution				
	Private corporate bodies				
	Directors and relatives				
	Indian public				
	Others (including NRIs)	-	-	10245	1.66
	Sub-total (B)	-	-	**10245**	**1.66**
	Grand Total	**820000**	**100**	**8,32,245**	**100**

By order of the Board of Directors

Bondada Engineering Private Limited

Date: 21/01/2023
Place: Hyderabad

Bondada Raghavendra Rao
Director
DIN:- 01883766