CERTIFIED TRUE COPY OF THE RESOLUTION OF THE MEETING OF THE MEMBERS OF M/s BONDADA ENGINEERING PRIVATE LIMITED 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-500062

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

"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 FURTHET 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

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

CIN : U28910TG2012PTC080018 Email : info@bondada.net Website : www.bondada.net

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

"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."

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

Bondada Engineering Private Limited

Sonia Bidla
Company Secretary
M.No. A37766

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 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 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.

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

Bondada Engineering Private Limited

Sonia Bidla
Company Secretary
M.No. A37766