

NOTICE OF EXTRA ORDINARY GENERAL MEETING (EGM)

Notice is hereby given that the Extra Ordinary General Meeting of the members of Bondada Engineering Private Limited (“the Company”) will be 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 transact the following business:

SPECIAL BUSINESS:

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

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

“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,

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,



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
2.	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 absolute discretion 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

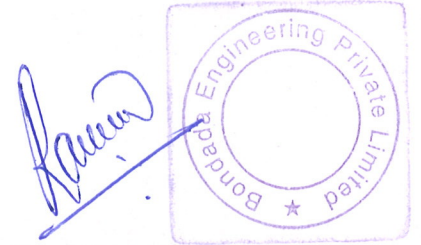


involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“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 into and 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.”

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



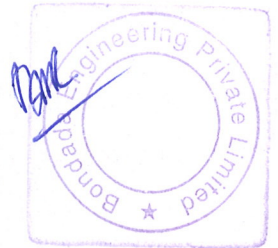
**Date: 21/01/2023
Place: Hyderabad**

**Bondada Raghavendra Rao
Director
DIN:- 01883766**

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.
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 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.

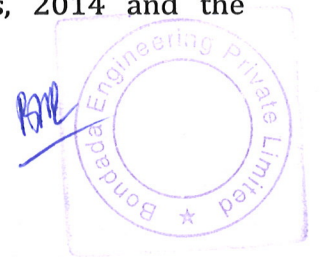
The Equity Shares, if any, allotted in the Offer shall rank *pari passu* in all respects with the existing equity shares.

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 either as 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 proposed to be issued under the Preferential Allotment.



14. The proposed time within which the allotment shall be completed:

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 resolution in 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.

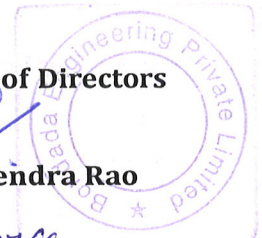
By order of the Board of Directors

Bondada Raghavendra Rao
Director

DIN:- 01883766

Date: 21/01/2023

Place: Hyderabad

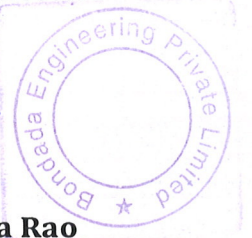


ANNEXURE-A

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

Raghu



Bondada Raghavendra Rao
Director

DIN:- 01883766

Date: 21/01/2023

Place: Hyderabad

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 **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 and at any adjournment thereof in respect of such resolutions as are indicated below:

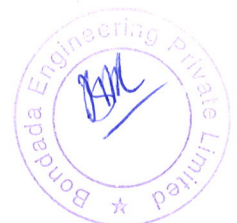
Sl. N.	Resolution(s)	Vote	
		For	Against
	SPECIAL BUSINESS		
1.	TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS IN COMPLIANCE WITH SECTION 42 AND 62 OF THE COMPANIES ACT, 2013		

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: _____

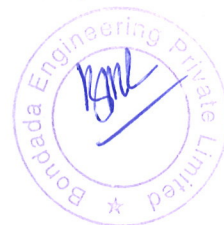
I hereby record my presence at the Extra-ordinary General Meeting of the Members of Bondada Engineering Private Limited to be held on **Monday, 13th February, 2023** at 11:00 A.M. at the corporate office of the Company situated at Surya P.P.R. Towers, 3rd Floor, Plot No.11 & 15, Ganesh Nagar, Kapra, ECIL, Hyderabad-500062

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

