

### NOTICE OF EXTRA ORDINARY GENERAL MEETING (EGM)

Shorter Notice is hereby given that the Extra Ordinary General Meeting of the members of Bondada Engineering Private Limited (“Company”) will be held on shorter notice on Monday 27<sup>th</sup> Day of February, 2023 at 11:00 A.M. at the corporate office of the Company situated at Surya P.P.R. Towers, 3<sup>rd</sup> Floor, Plot No.11 & 15, Ganesh Nagar, Kapra, ECIL, Hyderabad-500062 to transact the following business:

#### SPECIAL BUSINESS:

#### 1. CONVERSION OF THE COMPANY TO PUBLIC LIMITED COMPANY

*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 Section 13, 14 and 18 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provision(s), if any of the Companies Act, 2013 or applicable rule(s) thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to the approval from the Registrar of Companies, Telangana, consent of the Members of the Company be and is hereby accorded for conversion of the Company into a Public Limited Company and subsequently the name of the Company is hereby changed from “Bondada Engineering Private Limited” to “Bondada Engineering Limited” be and it is hereby approved.”

**“RESOLVED FURTHER THAT** deletion of the word “Private” wherever it appears in Memorandum of Association and Articles of Association, letterheads, name plates, stamps etc., resulting from the change in status of the Company from private company to public company, be and is hereby approved.”

**“RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) be and is hereby authorised to do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the Registrar of Companies, in this regard or for giving effect to this Resolution.”

### 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,

**“RESOLVED FURTHER THAT** a copy of this resolution duly certified as a True Copy by any of the Directors, be submitted to the concerned authority and they are requested to rely upon the authority of the same.”

2. **ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY PURSUANT TO CONVERSION INTO PUBLIC LIMITED COMPANY**

*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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Incorporation) Rules, 2014, including any statutory modifications or re-enactment thereof from time to time, the new set of Articles of Association of the Company be and is hereby adopted to be in conformity with the provisions of the Act relating to a public limited company.

**“RESOLVED FURTHER THAT** the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F of Schedule I under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** any of the Directors be and are hereby severally authorised to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution.”

**“RESOLVED FURTHER THAT** a copy of this resolution duly certified as a True Copy by the Company Secretary, be submitted to the concerned authority and they are requested to rely upon the authority of the same.”

3. **ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY PURSUANT TO CONVERSION INTO A PUBLIC LIMITED COMPANY**

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

**“RESOLVED THAT** in accordance with the provisions of Section 13 read with the Companies (Incorporation) Rules, 2014 and all other applicable provision(s), if any of the Companies Act, 2013 (“the Act”) or applicable rule(s) thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force) and consequent to conversion of the Company from private company to public company and subject to all other approvals as may be necessary, the new set of Memorandum of Association of the Company be and is hereby adopted to be in conformity with the provisions of the Act relating to a public limited company.

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the Registrar of Companies, in this regard or for giving effect to this Resolution.”



**“RESOLVED FURTHER THAT** a copy of this resolution duly certified as a True Copy by the Company Secretary, be submitted to the concerned authority and they are requested to rely upon the authority of the same.”

4. **TO APPROVE CANCELLATION OF 3,587 UNSUBSCRIBED EQUITY SHARES OF THE COMPANY ISSUED THROUGH PRIVATE PLACEMENT**

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

**“RESOLVED THAT** in accordance with the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder, enabling provisions of the Articles of Association of the Company and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory authority and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, approval of Shareholders be and is hereby accorded to cancel 3,587 equity shares of INR. 10/- (Ten) each which have not been subscribed by the identified Investors to whom offer was made by the Company.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion they may think necessary, expedient or desirable including of filing forms with the Registrar of Companies or any other regulatory authority to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments as may be required in this regard.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to take requisite actions including carrying out Corporate Action in this regard.”

5. **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, 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 6,916 [Six Thousand Nine Hundred and Sixteen] 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 ₹1,35,00,000/- (Rupees One Crore Thirty Five Lakh Only), to the following subscribers on such terms and conditions as detailed in Private Placement Offer cum Application Letter, within the period of Twelve Months from the date of Passing this Special Resolution by members:

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.	Veeranna Sajjanar	6,916	1,35,00,000
	<b>Total</b>	<b>6,916</b>	<b>1,35,00,000</b>

**“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, Directors, 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**



**Sonia Bidla  
Company Secretary**

**Date: 24/02/2023**

**Place: Hyderabad**

**NOTES:**

1. The venue for EGM shall be the corporate office of the Company i.e., Surya P.P.R. Towers, 3<sup>rd</sup> 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 FEBRUARY 24, 2023 (THE "NOTICE")**

**Item 1, 2 and 3: CONVERSION OF THE COMPANY TO PUBLIC LIMITED COMPANY AND ALTERATION(S) IN MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION:**

The Members are requested to note that the proposed conversion of the Company from Private Limited to Public Limited would enable the Company to raise funds from large pool of investors also to explore the new business opportunities including but not limited to insurance companies.

In order to enable the Company to convert into public limited company, the Memorandum of Association (MOA) and the Articles of Association (AOA) of the Company is required to be amended to incorporate provisions applicable to a public limited company.

Pursuant to the provisions of Section 13, Section 14 and Section 18 and other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, the approval of the Members of the Company at a General Meeting is required by way of a Special Resolution for:

(a) conversion of the Company into a Public Limited Company by deleting the word 'Private' wherever it appears in the MOA and AOA of the Company;

(b) amending the Memorandum of Association and the Articles of Association of the Company; Accordingly, to facilitate the above, the Resolutions at item nos. 2, 3, & 4 seek your consent way of a Special Resolution, as stated in the Notice convening this meeting.

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 4: TO APPROVE CANCELLATION OF 3,587 UNSUBSCRIBED EQUITY SHARES OF THE COMPANY ISSUED THROUGH PRIVATE PLACEMENT**

Pursuant to the approval accorded by the Members of the Company vide resolution passed at the EGM held on February 13, 2023, the Company had undertaken private placement of Equity Shares. In accordance with the provisions of Section 61 and other applicable provisions, if any of the Companies Act, 2013, the company is required to cancel the unsubscribed equity share issued and offered. Further to inform that Company had issued and offered 13,832 equity shares while the identified investors have subscribed for 10,245 equity shares, there by cancelling 3,587 Unsubscribed equity shares.

Sr. No.	Name of Subscriber	No. of Shares
1.	Jhaasi Sanivarapu	3,587
	Total	3,587



The approval of the Members is accordingly being sought by way of Special Resolution under Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder, for cancellation on 3,587 unsubscribed equity shares as stated above.

Interest of Directors and KMP: None of Directors, Key Managerial Personnel (KMP) of your company, and their relatives may be deemed to be concerned or interested in this resolution except to the extent of their shareholding in the company.

**Item 5: 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 6,916 [Six Thousand Nine Hundred and Sixteen] 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 ₹1,35,00,000/- (Rupees One Crore Thirty Five 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.	Veeranna Sajjanar	6,916	1,35,00,000
	<b>Total</b>	<b>6,916</b>	<b>1,35,00,000</b>

on a preferential basis through private placement which has been approved by the Board of Directors of the Company at its meeting held on February 24, 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 the fund requirements general corporate purposes of the Company.

Whereas pursuant to the provisions of Section 42 read with Section 62 along with other applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, a Company offering to subscribe Equity Shares on a private placement basis is required to obtain prior approval of Members of the Company by way of a Special Resolution.



Such a Special Resolution shall be valid for a period of Twelve Months from the date of passing of resolution in this meeting or till the completion of allotment of offered securities in total, whichever is earlier.

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 24<sup>th</sup> February, 2023 accorded its approval for raising funds by issuing up to 6916 [Six Thousand Nine Hundred and Sixteen] 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:**

6,916 [Six Thousand Nine Hundred and Sixteen] 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.

**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 21<sup>st</sup> 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 31<sup>st</sup> December, 2022.

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

Up to 6,916 [Six Thousand Nine Hundred and Sixteen] 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 ₹1,35,00,000/- (Rupees One Crore Thirty Five Lakh Only).

**8. Material terms of raising such securities:**

Issue upto 6,916 [Six Thousand Nine Hundred and Sixteen] 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 ₹1,35,00,000/- (Rupees One Crore Thirty Five Lakh Only) 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.

**13. 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.

**14. 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.	Veeranna Sajjanar	0.83%

**15. 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.

**16. 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 completed 1 preferential allotment of 10,245 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) on 23<sup>rd</sup> February, 2023 during this Financial Year 2022-23.

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



**18. 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.4.

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  
For Bondada Engineering Private Limited**

**Date: 24/02/2023  
Place: Hyderabad**

  
**Sonia Bidla  
Company Secretary**

**ANNEXURE-A**

Sr. No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
<b>A</b>	<b>Promoters' holding</b>				
1	Indian				
	Individual	820,000	98.77	820,000	97.95
	Bodies corporate	-	-	-	-
	<b>Sub-total</b>	<b>820,000</b>	<b>98.77</b>	<b>820,000</b>	<b>97.95</b>
2	Foreign promoters	-	-	-	--
	<b>Sub-total (A)</b>	<b>820,000</b>	<b>98.77</b>	<b>820,000</b>	<b>97.95</b>
<b>B</b>	<b>Non- promoters' holding</b>				
1	Institutional investors				
2	Non- institution				
	Private corporate bodies				
	Directors and relatives				
	Indian public				
	Others (including NRIs)	10,245	1.23	17,161	2.05
	<b>Sub-total (B)</b>	<b>10,245</b>	<b>1.23</b>	<b>17,161</b>	<b>2.05</b>
	<b>Grand Total</b>	<b>8,30,245</b>	<b>100</b>	<b>8,37,161</b>	<b>100</b>

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

**Date: 24/02/2023  
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 **Monday, 27<sup>th</sup> February, 2023** at 11:00 A.M. at the corporate office of the Company situated at Surya P.P.R. Towers, 3<sup>rd</sup> 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
	<b>SPECIAL BUSINESS</b>		
1.	CONVERSION OF THE COMPANY TO PUBLIC LIMITED COMPANY		
2.	ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY PURSUANT TO CONVERSION INTO PUBLIC LIMITED COMPANY		
3.	ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY PURSUANT TO CONVERSION INTO A PUBLIC LIMITED COMPANY		
4.	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
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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, 27<sup>th</sup> February, 2023** at 11:00 A.M. at the corporate office of the Company situated at Surya P.P.R. Towers, 3<sup>rd</sup> 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

