

APITCO LIMITED

CIN: U72200TG1976SGC002067

Reg. Office: 8TH FLOOR, PARISH RAMA BHAWAN, 5-9-58/B, 8TH FLOOR BASHEERBAGH
HYDERABAD – 500004, TELANGANA.

Tel: +91 99907 25605, E-Mail: support@apitco.org,

Website: www.apitco.org

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013, read with
Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014)

Dear Member(s),

NOTICE of Postal Ballot (“Notice”) is hereby given to the Members of **APITCO Limited** (“the Company”) pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“Secretarial Standard-2”) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), read with General Circular no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020 read with other relevant circulars and General Circular no. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as “MCA Circulars”) and/or any other applicable law, rules or regulations for the time being in force, the resolutions set out below are proposed to be passed as Special Resolutions by the Members of APITCO Limited (the “Company”) only by means of Postal Ballot remote e-Voting (“e-Voting”) process.

In compliance with the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-Voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-Voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

The Board of Directors of the Company has appointed Mr. Manish R. Patel, Practicing Company Secretary, (Membership No.: 19885 & COP No.: 9360), as the Scrutinizer for conducting the Postal Ballot/e-Voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, and SS-2, the Company is pleased to provide e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-Voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating e-Voting. The Company has made necessary arrangements with Venture Capital And Corporate Investments Private Limited, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their vote through the e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Saturday, 29th April, 2023. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time. The E-voting period commences from 9:00 am on Friday, 31st March, 2023 till 5:00 pm on Saturday, 29th April, 2023 as per instructions provided in this Postal Ballot Notice. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

The Scrutinizer will submit his report to Mr. Rajeevkumar Vedprakash Mehra (DIN: 00132537), Managing Director and/or Mr. Nitinbhai Chunibhai Gajera (DIN: 00147866), Director of the Company or any other person authorized by them, and the result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-Voting, i.e. Saturday, 29th April, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESSES:

ITEM 1: Adopt new set of Memorandum of Association of the Company, as per requirement 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 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the Members be and is hereby accorded for adoption of the new set of Memorandum of Association of the Company by deleting Clause III (C) – “The Other Objects for which the Company is established: Nil” and accordingly Memorandum of Association will no longer carry Other Objects clause.

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A), III (B) and Clause IV of the Memorandum of Association of the Company, be renamed and read as under:

Clause III (A) - The objects to be pursued by the Company on its incorporation are:

Clause III (B) - Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

Clause IV - The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER THAT the words “Companies Act, 1956” be substituted with the words “Companies Act, 2013” whenever appears in the existing Memorandum of Association of the Company.”

RESOLVED FURTHER THAT Board of Directors of the Company and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolution.”

ITEM 2: Adopt new set of Articles of Association of the Company, as per requirement 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 5 and Section 14 of the Companies Act, 2013 ('the Act'), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to adopt the new set of Articles of Association based on Table F of the Schedule I under the Act in alignment with existing Articles of Association.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Board of Directors of the Company and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolution.”

By order of the Board of Directors
For APITCO Limited

RAJEEVKUMAR VEDPRAKASH MEHRA
Managing Director
DIN: 00132537

Place: Hyderabad
Date: 28/03/2023

Registered office :
APITCO Limited
8th Floor, Parish Rama Bhawan, 5-9-58/B,
8th Floor Basheerbagh,
Hyderabad – 500004, Telangana.

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules related thereto and Secretarial Standard-2, setting out all material facts and reasons in respect of the items of Special Business set out in Item No. 1 and 2 of this Postal Ballot Notice, is annexed herewith.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (the "Rules") and General Circular no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020, General Circular no. 11/2022 dated December 28, 2022 and other relevant circulars (collectively referred to as “MCA Circulars”) issued by the Ministry of Corporate Affairs,

Government of India (MCA), the Company is permitted to conduct the postal ballot process through electronic form.

3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on 24th March, 2023 i.e. "cut-off date". The Postal Ballot Notice is being sent in electronic form to Members, who have registered their email addresses with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agent (in case of physical shareholding).
4. In compliance of the MCA Circulars referred above, on e-voting facility by listed entities and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is providing the facility of remote e-Voting to its Members, to enable them to cast their votes electronically on the resolutions set out in this Postal Ballot Notice. For this purpose, the Company has engaged the services of M/s. National Securities Depository Limited ("NSDL").
5. The remote e-Voting period shall commence on Friday, 31st March, 2023 (9:00 a.m.) India Standard Time (IST) and end on Saturday, 29th April, 2023 (5:00 p.m) (IST), both days inclusive. Members holding equity shares of the Company as on the Cut-off Date i.e., 24th March, 2023 ("Eligible Members") shall be entitled to exercise their voting rights through remote e-Voting on the resolution set out in this Notice. In case your email address is not registered, please follow the process mentioned in the Notes to this Postal Ballot Notice for procuring login credentials and e-Voting on the proposed resolution(s).
6. The voting rights of eligible members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date. A person who becomes a Member after the Cut-off Date should treat this Postal Ballot Notice for information purpose only.
7. Members who have not yet registered their email addresses, are requested to register/update their email address with their respective Depository Participants (in case of shares held in electronic form) or by sending a request through e-mail to Company's Registrar and Transfer Agent i.e. M/s Venture Capital and Corporate Investments Private Limited at info@vccipl.com, online@vccipl.com (in case of shares held in physical form), in order to get documents / information about the Company promptly.
8. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. The voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the members as on 24th March, 2023 (cut-off date). A person who is not a member on the relevant date should treat this notice for information purpose only.
9. This Postal Ballot Notice will also be available on the website of the Company (www.apitco.org) as well as the website of NSDL (www.evoting.nsdl.com), i.e., the agency providing the remote e-voting services.
10. Voting being done on electronic platform only, a member cannot exercise his vote by proxy on postal ballot. There will be only one login for every Folio /DP ID-Client ID/Beneficiary ID, irrespective of the number of joint holders. Further, once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
11. It is clarified that if a Shareholder fails to provide or update relevant email ID to the Company/RTA or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via email. The availability of this Notice on the Company's website at www.apitco.org, shall be deemed to be the issuance of this Notice to all the Shareholders whose email IDs are not registered with the Company.
12. The manner of e-voting by
 - (A) Individual shareholders holding shares in demat mode,
 - (B) Shareholders other than individual shareholders holding shares in demat mode and

(C) Shareholders holding shares in physical mode, is appearing under “INSTRUCTIONS FOR E-VOTING” in this Notice.

Members are requested to carefully read all the instructions given in the Postal Ballot Notice.

13. Members are requested to record their ASSENT (For) or DISSENT (Against) on the resolution set out in this Postal Ballot Notice through remote e-voting, not later than 5:00 p.m. (IST) on Saturday, 29th April, 2023, after which the remote e-voting shall not be allowed by NSDL.
14. The Board of Directors of the Company has appointed Mr. Manish R. Patel, Practicing Company Secretary (Membership No.: 19885 & COP No.: 9360) as Scrutinizer for conducting this Postal Ballot process through electronic means/remote e-voting in accordance with the law in fair and transparent manner.
15. The Scrutinizer will submit his report to the Chairman or any Director of the Company duly authorized after the completion of scrutiny. Based on the report of the Scrutinizer, the result of the e-voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized within the prescribed time as per statutory provisions at 8th Floor, Parish Rama Bhawan, 5-9-58/B, 8th Floor Basheerbagh, Hyderabad – 500004, Telangana, India and will be displayed on the website of the Company at www.apitco.org and website of e-Voting service provider (NSDL). The results will also be displayed at the Registered Office of the Company.
16. The resolution, if passed with requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e., 29th April, 2023. Further, resolution passed by postal ballot shall be deemed to be passed effectively at a general meeting of the Members.
17. All the material documents referred to in the statement pursuant to section 102 of the Companies Act, 2013 and rules related thereto will be available for inspection at the registered office of the Company during 2.00 pm to 5.00 pm on all working days from the date of dispatch of the Postal Ballot Notice till last date of e-Voting. Members seeking inspection may send an email to support@apitco.org stating their name and Folio no./DP ID-Client ID/ Beneficiary ID.
18. In case of any queries/grievances, in relation to conduct of this postal ballot process, members may contact Registrar and Transfer Agent (RTA) i.e. M/s. Venture Capital and Corporate Investments Private Limited, 12-10-167, Bharat Nagar - 500018 Hyderabad, info@vccipl.com, online@vccipl.com, Tel.: +91 040-23818475/ 23818476/ 23868023/23868257, Fax: +91 040-23868024 or contact NSDL at 022- 23058738 or 022- 23058542-43, +91-8511148910 or send a request to Mr. Ketan Patel, NSDL at KetankumarP@nsdl.co.in, evoting@nsdl.co.in.

19. How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43
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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mailmanishpatel@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Ketan Patel at KetankumarP@nsdl.co.in, evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to support@apitco.org (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to support@apitco.org (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2, CONTAINING MATERIAL FACTS IN RESPECT OF ITEM OF SPECIAL BUSINESSES SET OUT IN THIS POSTAL BALLOT NOTICE

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Secretarial Standard-2, sets out all material facts relating to the item of Special Business set out in this Postal Ballot Notice.

ITEM 1: ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER THE REQUIREMENTS OF THE COMPANIES ACT, 2013:

The Companies Act, 2013, has prescribed a new format of Memorandum of Association (“MOA”) for companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company in consonance with the Companies Act, 2013. Alteration of memorandum of Association requires passing of a special resolution at the meeting of the members. Hence, this resolution is proposed for passing by the members as a Special Resolution.

A copy of the proposed MOA of the Company containing proposed alteration would be available for physical inspection for the Members at the Registered Office of the Company during the office hours on any working day from the date of dispatch of Postal Ballot Notice till the last date of receipt of postal ballot e-voting between 02.00 p.m. to 5.00 p.m. Further, MOA of the company containing proposed alteration is enclosed herewith as **Annexure-1** for your kind consideration.

None of the Directors and/or any Key Managerial Personnel of the Company and their relatives is concerned or interested in this resolution except as the members of the Company.

ITEM 2: ADOPTION OF ARTICLES OF ASSOCIATION AS PER THE REQUIREMENTS PROVISIONS OF THE COMPANIES ACT, 2013:

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013. With coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA is based on “Table-F” of the Schedule I under the Act and in alignment with existing Articles of Association of the company. Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

A copy of the AOA of the Company containing proposed alteration would be available for physical inspection for the Members at the Registered Office of the Company during the office hours on any working day from the date of dispatch of Postal Ballot Notice till the last date of receipt of postal ballot e-voting between 02.00 p.m. to 5.00 p.m. Further, AOA of the Company containing proposed alteration is enclosed herewith as **Annexure-2** for your kind consideration

None of the Directors and/or any Key Managerial Personnel of the Company and their relatives is concerned or interested in this resolution except as the members of the Company.

By order of the Board of Directors
For APITCO Limited

Date: 28/03/2023
Place: Hyderabad

RAJEEVKUMAR VEDPRAKASH MEHRA
Managing Director
DIN: 00132537

Registered office :
APITCO Limited
8th Floor, Parish Rama Bhawan, 5-9-58/B,
8th Floor Basheerbagh,
Hyderabad – 500004, Telangana.

***THE COMPANIES ACT, 2013**
[COMPANY LIMITED BY SHARES]
MEMORANDUM OF ASSOCIATION
OF

APITCO LIMITED

(Formerly Andhra Pradesh Industrial & Technical Consultancy Organisation Limited)

- I. # The name of the company is “APITCO LIMITED”**
- II. The registered office of the company will be situated in the State of Telangana.**
- III. (A) The objects to be pursued by the company on its incorporation are:-**
1. To identify industrial potential through surveys or otherwise.
 2. To prepare project profiles, feasibility reports and pre-investment studies in respect of specific industries.
 3. To identify potential entrepreneurs for implementation of projects and provide technical and administrative assistance to them for promotion and management of industries.
 4. To undertake techno-economic appraisal of projects on behalf of any person.
 5. To undertake market research and surveys for specific products.
 6. To act generally as an industrial, management and financial consultant.
 7. To undertake project supervision and where necessary render technical and administrative assistance for improving the working of industrial concerns.
 8. To undertake any type of research and service in order to promote the objectives of the Company for evaluating or dealing with marketing or investments and to undertake and carry-on techno-economic or other studies or surveys in connection with the development of industry.
 9. To engage in the business of Management of security offering issue of corporate bodies including making or dealing in securities, preparation of offer documents / prospectus / letters of offer, tying up with other intermediaries in securities, rendering corporate advisory service, determining financial structure of issuer, to manage portfolio of securities, to underwrite issues and to undertake all other matters connected with issue / offering of securities.

Change of Name of the Company has been approved by the Central Government vide its letter No. RAP/SEC. 21/2067/2001 dated 26-09-2001 and fresh Certificate of Incorporation consequent on change of name was issued by the Registrar of Companies, Andhra Pradesh on 26-09-2001.

(B) Matters which are necessary for furtherance of the objects specified in clause III (A) are:

1. To act as agent or perform any functions as agents or contractors in relation to any industry, business or undertaking in furtherance of the objects of the Company.
2. To advise on the affairs of the management and supervision of any industrial or business concern or undertaking and to collaborate with any industrial and business concern or undertaking for any of the purposes within the objects of the Company.
3. To disseminate information by undertaking and providing for the publication of journals, reports, pamphlets and other literature and research papers and books in furtherance of the objects of the Company.
4. To undertake, organise and facilitate training courses, schemes, classes and programmes as well as conferences, lectures, seminars and the like to promote the aforesaid objects.
5. To establish and maintain offices and agencies of the Company for the purpose carrying on the business of the Company.
6. To maintain close contact with other institutions in India and other Parts of the world having similar objectives either wholly or partially, by way of payment of subscription, enrolment as a member, fiscal or other sort of assistance, collaboration or co-operation or in any other way as the Company may deem necessary.
7. To promote any body corporate, either as subsidiary or otherwise, to carry on any objects of the Company or for the purpose of acquiring all or any of the property, rights or liabilities of the Company or for any other purpose which may directly or indirectly benefit the Company and to participate in the management of such body corporate either directly or indirectly.
8. To carry on any extension of the business as aforesaid or which is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property, right, invention or research.
9. To draw any schemes or plans and to implement them to achieve the objects of the Company.
10. To do all or any of the above things in India or any part of the world as principals, agents, contractors, trustees or otherwise by or through trustees, attorneys, agents or otherwise and either alone or in conjunction with others and to establish offices, agencies or branches for carrying on any of the aforesaid objects in India or elsewhere in the world.
11. To appoint or employ, temporarily or permanently, or obtain on deputation any person or persons who may be required for purposes of the Company and to pay for their services, salaries, wages, gratuities, provident fund other contributions.
12. To establish and maintain provident and other beneficial funds for the benefit of the employees of the Company.

13. To fix and receive such fees and other charges as may be necessary for services rendered by the Company to other persons.
14. Subject to the provisions of the Companies Act, 2013, to accept stocks or shares in, or debentures, mortgage debentures, bills of exchange or promissory notes of any maturity or other securities of, any industrial or business concern or undertaking in payment or part payment of any services rendered or debt owing from any industrial or business concern or undertaking.
15. To invest and deal with the funds and moneys of the Company for attaining its objects.
16. To acquire by way of purchase or to take on lease or hire, or otherwise, any moveable or immovable property, in connection with the business of Company.
17. To build, construct, maintain, repair, adapt, alter, improve, develop or furnish any building or works necessary or convenient for the purposes of the Company.
18. To sell, assign, mortgage, lease, exchange or otherwise transfer or dispose of, turn to account or otherwise deal with all or any property, moveable or immovable, of the Company in the way it may consider necessary.
19. To borrow or raise or secure the payment of money by issue of bonds or securities or in such manner as the Company shall deem fit and in particular by the issue of bills of exchange, promissory notes or other obligations as securities of the Company and to redeem or pay off any such obligations or securities.
20. To draw, accept, make, endorse, discount, execute, sign, issue or otherwise deal with cheques, hundies, drafts, certificates, receipts, Government securities, promissory notes, bills of exchange and other instruments or securities whether negotiable or transferable or not; however, the Company shall not do the business of banking within the meaning of the Banking Regulation Act 1949.
21. To prepare and maintain accounts and other relevant records and to prepare an annual statement of accounts including the balance sheet of the Company.
22. To constitute such committees as the Company may deem fit for the disposal of any of its business or on such matters as the Company may like to be advised and to delegate any of its powers to such committee.
23. To make and enforce Rules and Bye-laws for the conduct of the affairs the Company and to add, amend, vary or rescind the same from time to time.
24. To enter into any arrangement with any government or authority, State, Municipal, local or otherwise and to obtain from such Government authority any rights, privileges, concessions, fiduciary or otherwise, that the Company may deem desirable to obtain and to carry out, exercise and comply with such arrangements rights, privileges and concessions.
25. To amalgamate with any other Company, Organization, Institution or Association having objects wholly or in part similar to the objects of the

Company and to undertake Manpower Consultancy Services including outsourcing business either directly or through associates.

26. To pay all costs, charges and expenses incurred in the promotion, formation, establishment and registration of the Company.
27. To do things, suitable or proper for the accomplishment of any of the purpose or the attainment of the objects or the furtherance of any of the powers herein before set forth, either alone or in association with financial institutions, body corporate, firms or individuals, and to do every other act or acts, thing or things, incidental, or appurtenant to or growing out of, or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with any provision of law.

IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

V. ## The Authorised Share Capital of the company is Rs. 2,00,00,000/- (Rupees Two Crores Only) divided into 20,00,000 (Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each, capable of being increased or decreased in accordance with the Companies Act, 2013, and legislative provisions for the time being in force in that behalf.

The Shares in the Capital of the Company for the time being, whether original, increased or decreased, may be divided into several classes with any preferential, qualified or other special rights, privileges, conditions or restrictions attached thereto, whether in regard to dividend, voting, return of Capital or otherwise. The Company shall have power to issue redeemable preference shares.

The rights of the holders of any class of shares forming part of the Capital for the time being of the Company may be modified, affected, varied, extended, surrendered or abrogated in such manner as is, or may be, provided by the Articles of Association of the Company as originally registered or as altered from time to time.

Clause V amended vide Special Resolution passed in the Extra Ordinary General Meeting of the Company held on 15-03-2013.

- VI. We the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in, pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

S. No.	Names, addresses, description, occupations and signatures of subscribers	Number of shares taken by each subscriber	Signatures, Name, description, occupation and address of the witness to the signatures of subscribers
1.	<p>VARTHAKAVI PATTABHI RAMA RAO S/o Varthakavi Narayana Rao Dwarakapuri Colony Hyderabad-4. For and on behalf of Andhra Pradesh Industrial Development Corporation Ltd.,</p> <p style="text-align: center;">Sd/- V. P. Rama Rao, Managing Director.</p>	Thirty	<p style="text-align: center;">Sd/- K. C. Sarma KAVURI CHANDRA MOULESWARA SARMA S/o Kavuri Seshayya 1-2-217, Gagan mahal, Hyderabad- 29. Managing Director – designate Andhra Pradesh Industrial & Technical Consultancy Organisation Limited. (Proposed)</p>
2.	<p>SURESH SHRIPAD BETPABET S/o Shripad Mangesh Betrabet C-301 Prakash Nagar, Off Mogal Lane, Bombay-400016</p> <p>(For and on behalf of the Industrial Credit and Investment Corporation of India Ltd.) Chief - Project Promotion, Bombay.</p> <p style="text-align: center;">Sd/- S. S. Betrabet.</p>	Fifty	
3.	<p>RAYAVARAPU RAMACHANDRA RAO S/o late Shri R. Venkata Rao 1-2-288/10, Domalguda, Hyderabad. (For and on behalf of The Industrial Finance Corporation of India) Manager, Hyderabad Branch Office</p>	Fifty	

4.	GUBBALA SREERAMA MURTY S/o Sri G. Tatayya, 2/8 Borla Society, Chembur, Bombay-74 (For and on behalf of Industrial Development Bank of India) Manager (Legal), Bombay. Camp: Hyderabad. Sd/- G. Sreerama Murty	Two hundred and ninety	
5.	Sd/- K. Venkatarama Ayyer S/o. Late K. S. Krishna Ayyer General Manager For Indian Bank, 17-North Beach Road, Madras-1	Twenty	Sd/- K. C. Sarma KAVURI CHANDRA MOULESWARA SARMA S/o Kavuri Seshayya 1-2-217, Gagan mahal, Hyderabad- 29. Managing Director – designate Andhra Pradesh Industrial & Technical Consultancy Organisation Limited. (Proposed)
6.	Sd/- Koodali Thazhathuveetil Gopalakrishnan Nambiar S/o Sri O. T. G. Nambiar 8-2-575/1 Banjara Hills, Hyderabad. (For and on behalf of State Bank of Hyderebad) General Manager (op.) State Bank of India Hyderabad.	Twenty	
7.	Vishwanath Shenoy Parkal S/o Parkal Vaman Shenoy "Mohini Cottage" Lake Hill Road Hyderabad-500483 For and on behalf of Syndicate Bank Regional Development Manager Sd/- V. S.Parkal	Twenty	
8.	Onteddu Swaminatha Reddy S/o O. Isouri Reddy Banjara Hills, Hyderabad-34 For and on behalf of Andhra Bank Ltd. Chairman. Sd/- O. S. Reddy	Twenty	
	Total No. of shares taken	Five Hundred	

ARTICLES OF ASSOCIATION

FOR

APITCO LIMITED

***(Formerly known as Andhra Pradesh Industrial &
Technical Consultancy Organisation Ltd.)***

THE COMPANIES ACT, 2013
[COMPANY LIMITED BY SHARES]

ARTICLES OF ASSOCIATION
OF
APITCO LIMITED
*(Formerly known as Andhra Pradesh Industrial & Technical Consultancy
Organisation Ltd.)*

Interpretation

I 1.1 In these regulations—

- (a) “the Act” means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable
- (b) “the seal” means the common seal of the company.
- (c) “Articles” means these articles of association of the Company or as altered from time to time.
- (d) “Board” or “Board of Directors” means the collective body of the directors of the Company.
- (e) “Company” means **APITCO LIMITED**
- (f) “Rules” means the applicable rules for the time being in force as prescribed under relevant sections of the Act.
- (g) “Body Corporate’ or ‘Corporation’ includes a Company incorporated outside India but does not include-
 - (i) a Cooperative Society registered under any law relating to Co-operative Societies,
 - (ii) any other body corporate (not being a Company as defined in the Act) which the Central Government may by notification in the Official Gazette specify in that behalf.
- (h) “Chairman” means Chairman of the Board from time to time.
- (i) “Committee” means a Committee of Directors constituted by the Board
- (j) "Company Secretary" or "Secretary" means a Company Secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980 (56 of 1980) who is appointed by a company to perform the functions of a company secretary under this Act;
- (k) “Dividend” includes any interim dividend
- (l) "Independent Director" means an independent director

referred to in sub-section (5) of section 149;

(i) who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;

(ii) Who

- is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two percent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- who neither himself nor any of his relatives-
 - A holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - B is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of-
 - (a) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - (b) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
 - C holds together with his relatives two per cent or more of the total voting power of the company; or
 - D is a Chief Executive or director, by whatever name

called, of any nonprofit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or

- who possesses such other qualifications as prescribed below:

An independent director shall possess appropriate balance of skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business and includes a person appointed in the capacity of an Independent Director subject to the provisions of LODR, Regulations, 2015.

- (m) "Key Managerial Personnel" means-
 - (i) the Chief Executive Officer or the Managing Director or the Manager;
 - (ii) the Company Secretary;
 - (iii) the Whole-time Director;
 - (iv) the Chief Financial Officer; and
 - (v) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and (v) such other officer as may be prescribed by the Act or the Rules as amended from time to time.
- (n) "Lead Shareholder / Acquirer means equity Shareholding acquired from SIDBI/Lead shareholder and only so long as it continues to be a member with not less than 40% of the subscribed capital of the Company
- (o) "Managing Director" means a director who, by virtue of the articles of a company or an agreement with the company or a resolution passed in its general meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the company and includes a director occupying the position of managing director, by whatever name called.

For the purposes of this clause, the power to do administrative acts of a routine nature when so authorised by the Board such as the power to affix the common seal of the company to any document or to draw and endorse any cheque on the account of the company in any bank or to draw and

endorse any negotiable instrument or to sign any certificate of share or to direct registration of transfer of any share, shall not be deemed to be included within the substantial powers of management

- (p) "Member" means every person whose name is entered in the Register of Members from time to time, as the holder of the shares of the Company and includes every person holding shares of the Company and whose name is entered as a beneficial owner in the records of a Depository
- (q) "Securities" include-
 - 1. shares, scripts, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of any incorporated company or other body corporate;
 - 2. derivative;
 - 3. units or any other instrument issued by any collective investment scheme to the investors in such schemes;
 - 4. security receipt as defined in clause (zg) of section 2 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002;
 - 5. units or any other such instrument issued to the investors under any mutual fund scheme;
 - 6. Government securities;
 - 7. such other instruments as may be declared by the Central Government to be securities; and
 - 8. rights or interest in securities
- (r) "Share" means a share in the share capital of the Company and includes stock.
- (s) "Shareholders" means persons who hold shares of the Company from time to time
- (t) "The Register of Members" means the Register of Members to be maintained pursuant to Section 88 of the Act.

1.2 Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.

1.3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the company.

Share capital and variation of rights

- II** 2.1 Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose-off the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
- 2.2 (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided-
- (a) one certificate for all his shares without payment of any charges; or
- (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
- 2.3 (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.
- 2.4 Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize

(even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

- 2.5 (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
- 2.6 (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
- 2.7 The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.

It is hereby declared by way of clarification that all the rights and powers conferred by these Articles on the ACQUIRER (in these Articles, referred to as the "Acquirers of SIDBI owned shares") shall be exercised and the references herein to the ACQUIRER shall have application only after it becomes a member and only so long as it continues to be a member with not less than 40% of the subscribed

capital of the Company

- 2.8 Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

- 2.9 (i) The company shall have a first and paramount lien-
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company;

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

- 2.10 The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien;

Provided that no sale shall be made-

- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

- 2.11 (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be

affected by any irregularity or invalidity in the proceedings in reference to the sale.

- 2.12 (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

- 2.13 (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or byway of premium) and not by the conditions of allotment thereof made payable at fixed times

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call unless agreed to by all the directors of the Company at their meeting.

- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- (iii) A call may be revoked or postponed at the discretion of the Board.

- 2.14 A call shall be deemed to have been made at the time when the resolution of authorizing the call was passed and may be required to be paid by installments.

- 2.15 The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

- 2.16 (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

2.17 (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

2.18 The Board-

- (a) may, if it thinks fit, receive from any member willing to advance the same, allot any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

2.19 (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

- (iii) There shall be paid to the Company, in respect of the transfer or transmission of any number of shares, a fee of 1% of sale consideration or face value whichever is higher, subject to such maximum on any one transfer as shall from time to time be determined by the Board

2.20 The Board may, subject to the right of appeal conferred by section 58 declined to register-

- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

- (b) any transfer of shares on which the company has a lien.
- (c) Subject to the provisions of the Act, the Board may, at its own absolute and uncontrolled discretion and without assigning any reason, decline to register or acknowledge any transfer or transmission of shares, (notwithstanding that the proposed transferee or the beneficiary under transmission be already a Member), but in such a case it shall, within two months from the date on which the instrument of transfer was or the intimation of such transmission, as the case may be, delivered, to the Company, send to the transferee and the transferor notice of the refusal to register such transfer OR intimate them to exercise the right of first refusal in favour of the existing shareholders (the right to pre-emption, also known as the 'Right of first refusal', ensures that the shareholders in a company can acquire the shares from the other shareholder who is selling his shares before he can offer those shares to an outsider

2.21 The Board may decline to recognize any instrument of transfer unless-

- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.

2.22 On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

- 2.23 (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which

had been jointly held by him with other persons.

- 2.24 (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time be required by the Board and subject as hereinafter provided, elect, either-
- (a) to be registered himself as holder of the share; or
 - (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

- 2.25 (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member

- 2.26 A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

- 2.27 Not Applicable

Forfeiture of shares

- 2.28 If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
- 2.29 The notice aforesaid shall-
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
- 2.30 If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
- 2.31 (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
- 2.32 (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
- 2.33 (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date

stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

2.34 The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

2.35 The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

2.36 Subject to the provisions of section 61, the company may, by ordinary resolution,—

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

2.37 Where shares are converted into stock,—

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might

before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

2.38 The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,-

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

Capitalisation of profits

2.39 (i) The company in general meeting may, upon the recommendation of the Board, resolve-

- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
- (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards-

- (a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- (b) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
- (c) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
- (d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- (e) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

2.40 (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall-

- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
- (b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power-

- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable infractions; and
- (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

- 2.41 Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General meetings

- 2.42 All general meetings other than annual general meeting shall be called extraordinary general meeting.
- 2.43 (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

- 2.44 (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
- 2.45 The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
- 2.46 If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
- 2.47 If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
- 2.48 *Not Applicable*

Adjournment of meeting

- 2.49 (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

- 2.50 Subject to any rights or restrictions for the time being attached to any class or classes of shares-
- (i) on a show of hands, every member present in person shall have one vote; and
- (ii) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
- 2.51 A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- 2.52 (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members
- 2.53 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy
- 2.54 Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

- 2.55 No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid
- 2.56 (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive

Proxy

- 2.57 The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
- 2.58 An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
- 2.59 A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given
- Provided** that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

- 2.60 The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them
- (i) Shri. C. S. Venkat Rao, who shall be the Chairman

- (ii) Shri. S. S. Betrabet
- (iii) Shri. R. Ramachandra Rao
- (iv) Shri D. Sankaraguruswamy
- (v) Shri K. Jayabharath Reddy
- (vi) Shri K. T. G. Nambiar
- (vii) Shri V. S. Parakal

Provided that if a vacancy arises in the office of the Chairman or the Managing Director before the close of the first Annual General Meeting of the Company, such vacancy may be filled up by the Board of Directors at a meeting of the Board on being nominated by the IDBI as per sub-clause (3) (a) hereunder

Subject to provisions of the Companies act, 2013 as long as ACQUIRER of SIDBI owned Shares continues to hold not less than 40% of the subscribed capital of company, ACQUIRER of SIDBI owned Shares shall be entitled to nominate upto 1/3rd of the total number of Directors of the Company and shall be entitled to remove any or all of the directors so nominated by it and to nominate any other persons(s) thereto from time to time. The Directors so appointed shall not be liable to retire by rotation. Out of the Directors so appointed, the ACQUIRER of SIDBI owned Shares may designate one as the Chairman and the same or one other as the Managing Director of the Company

The Board may from time to time resolve to appoint one or more Managing Directors subject to the approval of the shareholders provided that such appointments shall not be made for a term of more than five years at a time or such term as prescribed by the Act

Subject to the provisions of the Act, the ACQUIRER of SIDBI owned shares shall have the power to appoint and to re-appoint one Managing Director of the Company for a term not exceeding five years at a time and upon such terms and conditions as the ACQUIRER of SIDBI owned shares thinks fit

- 2.61 (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day

A Managing Director may, be paid such remuneration (whether by way of salary, perquisites, commission or participation in profits, or otherwise or partly in one way and partly in another) as the Board with the approval of the members in General Meeting may determine

- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors including Managing Director may be paid all travelling, hotel and other expenses properly incurred

by them-

- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
 - (b) in connection with the business of the company.
- (iii) If any Director, being willing, be called upon to perform extra services, or special exertions or efforts for any of the purposes of the Company, the Board may arrange with such Director for such special remuneration for such extra services or special exertion or efforts either by a fixed sum or otherwise as may be determined by the Board and such remuneration may be in addition to his/her remuneration above provided subject to the limits prescribed under the Act.

Every Director including the Ex-officio Director shall be paid , out of the funds of the Company, a sitting fee of such sum subject to the ceiling prescribed by the Act or Central Government from time to time for each meeting of the Board of Directors or of any Committee thereof attended by him and shall be paid in addition thereto all travelling, hotel and other expenses properly incurred by him in attending and returning from meetings of the Board of Directors or of any Committee thereof or otherwise incurred in the execution of their duties as Directors. The Board of Directors may revise the sitting fee payable to the Directors from time to time, not exceeding such sum as may be prescribed under the Act or any Statutory modification or re-enactment thereof or by the Central Government

2.62 The Board may pay all expenses incurred in getting up and registering the company.

2.63 The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register

2.64 All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine

2.65 Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose

2.66 (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act

(iii) Not less than two-third of the total number of Directors of the Company shall be persons whose period of office is liable to determination by retirement of directors by rotation.

At every Annual General Meeting of the Company one- third of such of the Directors for the time being as are liable to retire by rotation or if their number is neither three nor a multiple of three, then the number nearest to one-third shall retire by rotation. The Managing Director(s), Whole-time Director(s) and Independent Director(s) shall not, while they continue to hold that office, be subject to retirement by rotation except to the extent necessary to comply with the provisions of the Act. For the purpose of this Article, 'total number of Directors' shall not include Independent Directors of the Company whether appointed under this Act or any other law for the time being in force

(iv) Subject to the provisions of the Act, the Directors to retire by rotation under the foregoing Article at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot

(v) At any meeting at which an election of Directors ought to take place, if the vacancy of the retiring Director is not filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place.

If at the adjourned meeting, the vacancy of the retiring Director is not filled up and that the meeting has also not

expressly resolved not to fill up the vacancy, the retiring Directors shall be deemed to have been re-appointed at the adjourned meeting subject to conditions prescribed under Section 152 of the Act.

The expression 'Retiring Director' means a Director retiring by rotation

- (vi) Subject to the provisions of the Act, a retiring Director shall be eligible for reappointment and the Company at the Annual General Meeting at which a Director retires in manner aforesaid may fill up the vacated office by electing a person thereto
- (vii) The Board of Directors may from time to time raise any money or any monies or sums of money for the purpose of the Company provided that the monies to be borrowed by the Company, together with the money already borrowed apart from temporary loans obtained from the Company's bankers in the ordinary course or business shall not without the sanction of the Company at a General Meeting exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose and in particular but subject to the provisions of Section 179 of the Act, the Board may from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money for the purpose of the Company, by the issue of debentures perpetual or otherwise including debentures convertible into shares of this or any other Company or perpetual annuities and security of any such money so borrowed, raised, or received, mortgage, pledge or charge, the whole or any part of the property, assets, or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale of the property except uncalled capital and other powers as may be expedient and to purchase, redeem or pay off any securities

Provided that every resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow as stated above shall specify the total amount up to which monies may be borrowed by the Board of Directors

The Directors may by a resolution of a meeting of the Board delegate the above power to borrow money otherwise than on debentures to a Committee of Directors or the Managing Directors/ whole time Directors/ Key Managerial Persons / Officers, if any, within the limits prescribed

The Board shall cause a proper register to be kept, in accordance with the Act, of all mortgages and charges specifically affecting the property of the Company and shall

duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified and otherwise

Proceedings of the Board

- 2.67 (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board
- 2.68 (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote
- (iii) Subject to the provisions of the Act, a resolution in writing, signed, whether manually or by electronic mode or approved electronically through e-mail or any other permitted mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held
- 2.69 The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose
- The participation of Directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means, as may be prescribed by the Rules or permitted under law
- 2.70 (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their numbers to be Chairperson of the meeting

- 2.71 (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board
- 2.72 (i) A committee may elect a Chairperson of its meetings
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting
- 2.73 (i) A committee may meet and adjourn as it thinks fit
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote
- 2.74 All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director
- 2.75 Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held

2.76 *Not Applicable*

**Chief Executive Officer, Manager, Company Secretary
Or Chief Financial Officer**

- 2.77 Subject to the provisions of the Act-
- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may

think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board

- (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer

2.78 A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer

The Seal

- 2.79 (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence

“Explanation: - For the purpose of this sub-paragraph it is hereby clarified that on and from the commencement of Companies (Amendment) Act, 2015, i.e. with effect from the 29th May, 2015, company may not be required to have the seal by virtue of registration under the Act and if a company does not have a seal, the provisions of this sub-paragraph shall not be applicable.”

Dividends and Reserve

- 2.80 The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board
- 2.81 Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company
- 2.82 (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as

a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve

2.83 (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares

- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share

- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly

2.84 The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company

2.85 (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct

- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

- 2.86 Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share
- 2.87 Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act
- 2.88 No dividend shall bear interest against the company

Accounts

- 2.89 (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting

Winding up

- 2.90 Subject to the provisions of Chapter XX of the Act and rules made thereunder-
- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not
- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members
- (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability

Indemnity

- 2.91 Every officer of the company shall be indemnified out of the assets

of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal

- 2.92 (i) Notwithstanding anything contained in any of these Articles, so long as the ACQUIRER of SIDBI owned shares holds not less than 40% of the subscribed capital of the Company, the ACQUIRER of SIDBI owned shares may, from time to time, issue such directives as it may consider necessary in regard to the conduct of the business of the Company of Directors thereof and in like manner may vary and annul any such directive. The Directors shall give immediate effect to the directives so issued
- (ii) The Chairman shall reserve for the approval of the ACQUIRER of SIDBI owned shares any proposals to or decisions of the Board of Directors in respect of any matter which, in the opinion of the Chairman, are of such importance as should be reserved for such approval
- No action shall be taken by the Company in respect of any proposals or decisions of the Board of Directors reserved for the approval of the ACQUIRER of SIDBI owned shares as aforesaid until its approval for the same has been obtained
- (iii) No member shall be entitled to visit any works of the Company without the permission of the Board or to require discovery of or any information respecting any detail of the Company's working, trading or any matter which is or may be in the nature of a secret, mystery of trade or secret process, which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it will be inexpedient in the interest of the members of the Company to communicate to the public
- (iv) Every Director, officer and other employee of the Company shall before enter upon his duties sign a declaration in the form set out hereunder or such other form as the Directors may from time to time direct

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Articles of Association

S. No.	Names, addresses, description, occupations and signatures of subscribers	Number of sharestaken by each subscriber	Signatures, Name, description, occupation and address of the witness to the signatures of subscribers
1.	<p>VARTHAKAVI PATTABHI RAMA RAO S/o Varthakavi Narayana Rao Dwarakapuri Colony Hyderabad-4. For and on behalf of Andhra Pradesh Industrial Development Corporation Ltd.,</p> <p>Sd/- V. P. Rama Rao, Managing Director.</p>	Thirty	
2.	<p>SURESH SHRIPAD BETPABET S/o Shripad Mangesh Betrabet C-301 Prakash Nagar, Off Mogal Lane, Bombay-400016</p> <p>(For and on behalf of the Industrial Credit and Investment Corporation of India Ltd.) Chief - Project Promotion, Bombay. Sd/- S. S. Betrabet.</p>	Fifty	
3.	<p>RAYAVARAPU RAMACHANDRA RAO S/o late Shri R. Venkata Rao 1-2-288/10, Domalguda, Hyderabad. (For and on behalf of The Industrial Finance Corporation of India) Manager, Hyderabad Branch Office</p>	Fifty	
4.	<p>GUBBALA SREERAMA MURTY S/o Sri G. Tatayya, 2/8 Borla Society, Chembur, Bombay-74 (For and on behalf of Industrial Development Bank of India) Manager (Legal), Bombay. Camp: Hyderabad. Sd/- G. Sreerama Murty</p>	Two hundred and ninety	

Sd/-
K. C. Sarma
KAVURI CHANDRA MOULESWARA SARMA
S/o Kavuri Seshayya
1-2-217, Gagan mahal, Hyderabad- 29.
Managing Director - designate
Andhra Pradesh Industrial & Technical Consultancy Organisation Limited. (Proposed)

- | | | |
|----|---|--------|
| 5. | Sd/-
K. Venkatarama Ayyer
S/o. Late K. S. Krishna Ayyer General
Manager
For Indian Bank,
17-North Beach Road, Madras-1 | Twenty |
| 6. | Sd/-
Koodali Thazhathuveetil Gopalakrishnan
Nambiar
S/o Sri O. T. G. Nambiar
8-2-575/1 Banjara Hills, Hyderabad. (For and
on behalf of State Bank of
Hyderebad)
General Manager (op.) State Bank of India
Hyderabad. | Twenty |
| 7. | Vishwanath Shenoy Parkal S/o Parkal Vaman
Shenoy
"Mohini Cottage" Lake Hill Road Hyderabad-
500483
For and on behalf of Syndicate Bank Regional
Development Manager
Sd/-
V. S.Parkal | Twenty |
| 8. | Onteddu Swaminatha Reddy S/o O. Isouri
Reddy
Banjara Hills, Hyderabad-34
For and on behalf of Andhra Bank Ltd.
Chairman.
Sd/-
O. S. Reddy | Twenty |

Total No. of shares taken

Five Hundred

Sd/-
K. C. Sarma
KAVURI CHANDRA MOULESWARA SARMA
S/o Kavuri Seshayya
1-2-217, Ggan mahal, Hyderabad- 29.
Managing Director – designate
Andhra Pradesh Industrial & Technical Consultancy Organisation
Limited (Proposed)