



# Macro International limited

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SECURITY ID: MACINTR

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## NOTICE OF 30<sup>th</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of Macro International Limited will be held on Monday, 18<sup>th</sup> September, 2023 at 02:30 P.M. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2023, the reports of the Board of Directors and the Auditors thereon;
2. To appoint a Director in place of Smt. Ravikanti Shailaja, Non-Executive Director (DIN: 07629653), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Smt. Ravikanti Shailaja (DIN: 07629653), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

### SPECIAL BUSINESS:

#### **Item No. 3: Increase in Authorized Share Capital and consequent Alteration of Memorandum of Association of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing Authorised Share Capital of ₹5,00,00,000/- (Rupees Five Crore only) divided into 50,00,000/- Equity Shares of ₹10/- (Rupees Ten) each to ₹10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹10/- (Rupees Ten) each.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following new Clause V:

'V. The Authorised Share Capital of the Company is ₹10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹10/- (Rupees Ten only) each.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

**Item 4: Approval for increasing the borrowing limit under section 180(1)(c) of the Companies Act 2013**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 and the Rules made thereunder, as amended from time to time, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time any sum or sums of money in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time together with the amount to be borrowed, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of INR 50 Crores (Indian Rupees Fifty Crores only) over and above the aggregate of the paid up share capital and free reserves of the Company."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to sign, execute and deliver all such documents, instruments and writings as may be required to give effect to this Resolution."

**Item No. 5: To seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the "Act") and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or dispose of in any manner including but not limited

to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the "Assets") and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the company or any entity which is a subsidiary or associate or group entity, from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any such entity in respect of the such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act."

**"RESOLVED FURTHER THAT** the Board be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act."

**Item No. 6: Approval to make investments, give loans, guarantees and provide securities under Section 186 of the Companies Act, 2013**

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

**"RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its powers) Rules, 2014, (including any statutory modification thereof for the time being in force and as may be enacted from time to time), the consent of the members be and is hereby accorded, to give loans to any person or any other body Corporate and/ or give any guarantee or provide security in connection with a loan to any person or any other body Corporate and / or acquire by way of subscription, purchase or otherwise, the securities of any body corporate up to an aggregate amount not exceeding Rs. 50 Crore (Rupees Fifty Crores) notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate."

**Item No. 7: To approve transactions under Section 185 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 Section 185 of the Companies Act, 2013 (as amended by Companies (Amendment) Act, 2017) ("said sections") read with section 186 of Companies Act,

2013 (including any statutory modification(s) or reenactment thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded for advancing loan and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section (b) of Section 2 of the said section, of an aggregate outstanding amount not exceeding Rs. 50 Crore/- (Rupees Fifty Crores only).

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

**Item No. 8: To Confirm Appointment of Mr. MAGGIDI VENKATESH (DIN: 09414495) as Non-Executive Director of the company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Maggidi Venkatesh (DIN: 09414495), who was appointed as an Additional Director of the Company with effective from 10/06/2023 by the Board of Directors under Section 161 (1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director of the Company be and is hereby appointed as Non Executive Director of the Company and whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to sign and file e-form with the concerned Registrar of Companies and to do all such act, deeds, things as may be necessary to give effect to this resolution.”

**Item No. 9: To Confirm appointment of Additional Director Mr. Radhakishore Pandrangi (DIN: - 06664969) as an Independent Director of the Company.**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Radhakishore Pandrangi (DIN: - 06664969) who was appointed as an

Additional Director in the capacity of Independent Director of the Company by the Board of Directors w.e.f. 18<sup>th</sup> August, 2023 in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years w.e.f. 18<sup>th</sup> August, 2023 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to sign and file e-form with the concerned Registrar of Companies and to do all such act, deeds, things as may be necessary to give effect to this resolution.”

**Item No. 10: Issue of Equity Shares to Non-Promoters on Preferential basis.**

“**RESOLVED THAT** pursuant to provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“**SEBI (ICDR) Regulations, 2018**”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“**Takeover Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”), the Ministry of Corporate Affairs, the respective stock exchanges where the equity shares of the Company are listed (“**Stock Exchanges**”), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchanges and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**the Board**” which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, issue, offer and allot by way of Preferential Allotment, upto 10,10,000 Equity Shares as mentioned below:

- a. **10,10,000** Equity Shares of Face Value of Rs. 10/- (Rupee Ten only) each at a premium of Rs. 18/- each aggregating to Rs. 2,82,80,000/- to Non-Promoters, on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute

discretion deem fit, to the following persons/entities as mentioned below:

Sr. No.	Name of Proposed Allottees	No. of Equity Shares proposed to be allotted	Category	Name of the Ultimate Beneficial Owner
1.	YAKKALA NAGAVENKATA GURUPAVAN	15,000	Non-Promoter	-
2.	DURGA BHAVANI S	10,000	Non-Promoter	-
3.	SAI GURU AKHIL YAKKALA	15,000	Non-Promoter	-
4.	NAGA VENKATA PARVATHI PREM KUMAR KURMALA	10,000	Non-Promoter	-
5.	AMARAJYOTHI KOLLA	5000	Non-Promoter	-
6.	K BHARATH KUMAR	30,000	Non-Promoter	-
7.	G RAVI KUMAR RAMANADHAM	80,000	Non-Promoter	-
8.	VENKATA SHYAMA KRISHNA KANTH VINNAKOTA	40,000	Non-Promoter	-
9.	V V S SREEKANTH	10,000	Non-Promoter	-
10.	R S D PRASAD	10,000	Non-Promoter	-
11.	NAGA VENKATA SARANYA JALLURI	30,000	Non-Promoter	-
12.	R LAKSHMI SHOBHA	12,0000	Non-Promoter	-
13.	SANA RAM BABU	10,0000	Non-Promoter	-
14.	SAI BALAJI KOUSHIK TANKALA	30,000	Non-Promoter	-
15.	LAKSHMI NAGA MALLESWARI DORADLA	20,000	Non-Promoter	-
16.	GIRIDHAR GUPTA SOMISETTY	10,000	Non-Promoter	-
17.	DILIP KUMAR	10,000	Non-Promoter	-
18.	G SRI HARI	10,000	Non-Promoter	-
19.	GANDHARVA FINANCIAL	1,45,000	Non-Promoter	1. SIVA NAGESWARA RAO DORADLA

	SERVICES PRIVATE LIMITED			2. RADHA KRISHNA DORADLA
20.	RAMACHANDRA MURTHY M	50000	Non-Promoter	-
21.	DORNADULA NANDINI	50,000	Non-Promoter	-
22.	KAVUTURU VENKATA SIVA KUMAR CHOWDARY	10,000	Non-Promoter	-
23.	O NARESH KUMAR	10,000	Non-Promoter	-
24.	UPENDRA REDDY DESIREDDY	30,000	Non-Promoter	-
25.	SIVA NAGESWARA RAO DORADLA	1,40,000	Non-Promoter	-
26.	APPALA RAJU	10,000	Non-Promoter	-
27.	RAJA SEKHAR GAJULAPALLE	10,000	Non-Promoter	-
	<b>Sub- Total</b>	<b>10,10,000</b>		

**RESOLVED FURTHER THAT:**

- i. The Relevant Date for the purpose of pricing of issue of Equity Shares in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 (as amended) be fixed as 19<sup>th</sup> August, 2023 to consider the proposed preferential issue of Equity Shares.
- ii. The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialised form.
- iii. The Equity Shares to be allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend.
- iv. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this special resolution provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018.

**RESOLVED FURTHER THAT** the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company as it may in its absolute discretion deem fit and proper.

**RESOLVED FURTHER THAT** Mr. Sudheer Karna Kankanala (DIN: 07591466), Whole Time Director of the Company or Mr. Mahendra Kumar, Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

**Date: 18th August, 2023**  
**Place: Hyderabad**

**By Order of the Board**

**Sd/-**  
**SUDHEER KARNA KANKANALA**  
**(Wholetime Director)**  
**DIN: 07591466**

**Regd. Office: 'Plaza Kalpana',**  
**Ground Floor, 24/147,**  
**Birhana Road, Kanpur Up 208001 In**



## **IMPORTANT NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, is annexed hereto.
2. The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday 12th September, 2023 to Monday 18th September, 2023 both days inclusive.
3. Central Depository Services Limited, ("CDSL") will be providing facility for voting through remote e-Voting, for voting in the 30<sup>th</sup> AGM and e-Voting during the 30<sup>th</sup> AGM.

## **4. CDSL e-Voting System - For e-voting and Joining Virtual meetings.**

1. In accordance with the Ministry of Corporate Affairs (MCA), General Circular Nos. 14/2020 dated: April 08, 2020, 17/2020, dated: April 13, 2020, 20/2020 dated May 5, 2020, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 issued by (MCA Circulars) and circular dated May 12, 2020, May 13, 2022 and circular dated January 5, 2023, issued by the Securities and Exchange Board of India providing relaxations to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Circulars") and any other applicable laws and regulations, holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the Members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel,

the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at <https://miel.co.in>. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e., [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 & 02/2022 dated May 5, 2022 & 10/2022 dated December 28, 2022.
8. The MCA in continuation to its previous General Circulars (including General Circular Nos. 21/2021 dated 14th December, 2021 & 11/2022 dated December 28, 2022) issued in respect to allowing Companies to hold AGM through video conferencing or other audio-visual means, has further decided to allow the companies to organize AGM through VC or OAVM in the year 2023 on or before 30th September, 2023 in accordance with the requirements laid down in Para 3 & 4 of General Circular No. 20/2020 dated. 05.05.2020.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i) The voting period begins on 15<sup>th</sup> September 2023 at 09:00 AM IST and ends on 17<sup>th</sup> September 2023 at 05:00 PM IST During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 11<sup>th</sup> September 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After</li> </ol>

	<p>successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will</p>

securities in demat mode) login through their <b>Depository Participants (DP)</b>	be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**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. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach

'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the **MACRO INTERNATIONAL LIMITED** on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.



(xvii) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [meil100@rediffmail.com](mailto:meil100@rediffmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 (Three) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 (Three) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id: meil100@rediffmail.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

## 5. Other Guidelines for Members

- a. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of Monday, 11th September, 2023.
  - b. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
  - c. Shri Mahendra Prakash Khandelwal, Practicing Company Secretary (Membership No. 6266) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - d. The Scrutinizer shall after the conclusion of e-Voting at the 30th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favor or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 30th AGM, who shall then countersign and declare the result of the voting forthwith. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://miel.co.in> and on the website of CDSL at <https://www.evotingindia.com/> immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the Stock Exchange i.e. "The BSE Limited" ("BSE").
6. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 30th AGM and the Annual Report for the year 2022-23 including the Audited Financial Statements for the year 2022-23, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 30th AGM and the Annual Report for the year 2022-23 and all other communication sent by the Company, from time to time, can get their email address registered with the Company / RTA or respective Depository Participant(s) (DP)

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

For Physical shareholders- please provide necessary details like 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 **Company mail id: meil100@rediffmail.com/RTA email id: beetalrta@gmail.com.**

1. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

2. **For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

7. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at <https://miel.co.in> The Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
9. Nomination facility: As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the Company's website at <https://miel.co> in Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA at [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com) in case the shares are held in physical form, quoting their folio no(s).
10. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests

viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://miel.co> It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

11. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
12. Electronic copy of all the documents referred to in the accompanying Notice of the 30th AGM and the Explanatory Statement shall be available for inspection at the website of the Company at <https://miel.co>.
13. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the 30th AGM, forms integral part of the Notice of the 30th AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
14. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

Date: 18th August, 2023  
Place: Hyderabad

By Order of the Board

Sd/-  
SUDHEER KARNA KANKANALA  
(Wholetime Director)  
DIN: 07591466

Regd. Office: 'Plaza Kalpana',  
Ground Floor, 24/147,  
Birhana Road, Kanpur Up 208001 In

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 3: Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company**

Considering the overall business growth and future expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of either equity or further debt. While the Company is considering the various options, it is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules, amendments thereof to consider option of raising equity funds as per the applicable provisions of the Companies Act, 2013 and rules made thereunder and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations) and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations), collectively known as SEBI Regulations, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as amended from time to time.

Section 61 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) provides that a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members in its general meeting or through Postal ballot, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares.

Articles of Association empowers the Company to increase, consolidate, subdivide, reduce or otherwise alter its Authorise Share Capital, for the time being, and to divide the shares in the capital into several classes with rights, privileges or conditions, as may be determined.

As currently the Company has a very small room in authorised share capital to consider any equity fund raise, It is proposed to increase the Authorised Share Capital of the Company from Rs.5,00,00,000 (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs) Equity Shares having face value of Rs.10/- each by addition of 50,00,000 (Fifty Lakhs) Equity Shares having face value of Rs.10/- each to Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 10,00,000 (Ten Lakhs) Equity Shares of face value Rs. 10/- each.

Consequently, the existing clause V of the Memorandum of Association of the Company needs to be altered accordingly for deletion of the previous authorised share capital and substitution of the proposed increased Authorised Share Capital.

The above-mentioned increase in the Authorised Share Capital of the Company and subsequent alteration of aforesaid clause of Memorandum of Association will require approval of the Members.

The Board of Directors recommends the resolutions at item no. 3 to be passed as Ordinary Resolution.

It is requested to note that the draft of the Altered Memorandum of Association of the Company shall be open for inspection of the members at the Registered Office of the Company during 11:00 AM (IST) to 5:00 PM (IST) on all working days (Monday - Friday) (i.e., except Saturday(s), Sunday(s) and Public Holidays) from the date of dispatch of the Notice till the last date for voting.

None of the Directors/Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution(s) as mentioned at item no. 3 above, except to the extent of their shareholding, if any.

**Item No. 4 & 5: Increase the borrowing limit under section 180(1)(c) of the Companies Act 2013 and for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company under Section 180(1)(a) of the Companies Act, 2013.**

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/ or Bodies Corporate and/ or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item nos. 4 & 5 for approval by the members of the Company as Special Resolutions.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

**Item No. 6: Approval To make investments, give loans, guarantees and provide securities under Section 186 of the Companies Act, 2013.**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 50 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 6 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

**Item No. 7: To approve transactions under Section 185 of the Companies Act, 2013**

Pursuant to Section 185 of the Companies Act, 2013 (“the Act”), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the Company is interested’ as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the “Entities”), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 7 of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item no. 7 of the notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

**Item No. 8: To Confirm Appointment of Mr. MAGGIDI VENKATESH (DIN: 09414495) as Non-Executive Director of the company.**

Mr. MAGGIDI VENKATESH (DIN: 09414495) was appointed as additional director of the company in the board meeting held on 10/06/2023, who holds office only up to the date of this Annual General Meeting.

The Board has recommended the confirmation of Mr. MAGGIDI VENKATESH as Non Executive Director of the company. The Board has taken the decision based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the company.



Mr. Maggidi Venkatesh is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. She has communicated her willingness to be appointed and has given her consent to act as Director of the company.

A brief profile of Mr. Maggidi Venkatesh is provided in the " Annexure " to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

It is proposed to seek Members' approval for the appointment of and remuneration payable to Mr. Maggidi Venkatesh as Director, in terms of the applicable provisions of the said Act and the Rules made thereunder.

**Item No. 9: To Confirm appointment of Additional Director Mr. Radhakishore Pandrangi (DIN: - 06664969) as an Independent Director of the Company.**

Mr. Radhakishore Pandrangi (DIN: - 06664969) was appointed as additional director of the company in the board meeting held on 18/08/2023, who holds office only up to the date of this Annual General Meeting.

The Board has recommended the confirmation of Mr. Radhakishore Pandrangi as Independent Director of the company for a period of five years. The Board has taken the decision based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the company.

Mr. Radhakishore Pandrangi is not disqualified from being appointed as Independent Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be appointed and has given his consent to act as Independent Director of the company. He satisfies all the conditions as set out in Section 149 of the said Act.

A brief profile of Mr. Radhakishore Pandrangi is provided in the " Annexure " to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

It is proposed to seek Members ' approval for the appointment of and remuneration payable to Mr. Radhakishore Pandrangi as Independent Director, in terms of the applicable provisions of the said Act and the Rules made thereunder.

The Board of Directors recommend the resolution set forth in Item no. 9 of the notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

**Item No. 10: Issue of Equity Shares to Non-Promoters on Preferential basis.**

The Board of the Directors of the Company at its meeting held on 18th August, 2023 has given their consent subject to approval of Members by way of Special Resolution to issue 10,10,000 Equity Shares to Non-Promoters on Preferential Allotment basis.

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder (“Act”), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 42 & 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under.

**1. List of Allottees for Preferential Allotment of Equity Shares:**

Sr. No.	Name of Proposed Allottees	No. of Equity Shares proposed to be allotted	Category	Name of the Ultimate Beneficial Owner
1.	YAKKALA NAGAVENKATA GURUPAVAN	15,000	Non-Promoter	-
2.	DURGA BHAVANI S	10,000	Non-Promoter	-
3.	SAI GURU AKHIL YAKKALA	15,000	Non-Promoter	-
4.	NAGA VENKATA PARVATHI PREM KUMAR KURMALA	10,000	Non-Promoter	-
5.	AMARAJYOTHI KOLLA	5000	Non-Promoter	-
6.	K BHARATH KUMAR	30,000	Non-Promoter	-
7.	G RAVI KUMAR RAMANADHAM	80,000	Non-Promoter	-
8.	VENKATA SHYAMA KRISHNA KANTH VINNAKOTA	40,000	Non-Promoter	-

9.	V V S SREEKANTH	10,000	Non-Promoter	-
10.	R S D PRASAD	10,000	Non-Promoter	-
11.	NAGA VENKATA SARANYA JALLURI	30,000	Non-Promoter	-
12.	R LAKSHMI SHOBHA	12,0000	Non-Promoter	-
13.	SANA RAM BABU	10,0000	Non-Promoter	-
14.	SAI BALAJI KOUSHIK TANKALA	30,000	Non-Promoter	-
15.	LAKSHMI NAGA MALLESWARI DORADLA	20,000	Non-Promoter	-
16.	GIRIDHAR GUPTA SOMISETTY	10,000	Non-Promoter	-
17.	DILIP KUMAR	10,000	Non-Promoter	-
18.	G SRI HARI	10,000	Non-Promoter	-
19.	GANDHARVA FINANCIAL SERVICES PRIVATE LIMITED	1,45,000	Non-Promoter	1. SIVA NAGESWARA RAO DORADLA 2. RADHA KRISHNA DORADLA
20.	RAMACHANDRA MURTHY M	50000	Non-Promoter	-
21.	DORNADULA NANDINI	50,000	Non-Promoter	-
22.	KAVUTURU VENKATA SIVA KUMAR CHOWDARY	10,000	Non-Promoter	-
23.	O NARESH KUMAR	10,000	Non-Promoter	-
24.	UPENDRA REDDY DESIREDDY	30,000	Non-Promoter	-
25.	SIVA NAGESWARA RAO DORADLA	1,40,000	Non-Promoter	-
26.	APPALA RAJU	10,000	Non-Promoter	-
27.	RAJA SEKHAR GAJULAPALLE	10,000	Non-Promoter	-
	<b>Sub- Total</b>	<b>10,10,000</b>		

## 2. Objects of the preferential issue

The proposed issue of 10,10,000 Equity Shares to Non-Promoters on Preferential allotment basis is being made with the object of meeting the working capital requirements and general corporate purposes in order to support the future growth plan of the Company.

## 3. Maximum number of specified securities to be issued and price of the securities:

The resolution set out in the accompanying notice authorizes the Board to issue 10,10,000 Equity Shares of Rs. 10/- each at a price of Rs. 28/- each (including premium of Rs. 18/- each) on preferential basis.

**4. Basis on which the price has been arrived at and justification for the price (including premium, if any) and Name and Address of the valuer who performed Valuation:**

The Equity Shares of the Company are not frequently traded shares within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018 and the pricing of Equity Share is determined in compliance with Regulation 165 and Regulation 166 of Chapter V of SEBI (ICDR) Regulations, 2018. The Valuation of Equity Shares has been done by Vishnu Khandelwal IBBI Registered Valuer (IBBI Reg. No. IBBI/RV/06/2020/13029) having its Office at B-4, Model Town, Jagatpura Road, Malviya Nagar, Jaipur Rajasthan-302017. In terms of the applicable provisions of SEBI (ICDR) Regulations, the minimum price at which the Equity Shares shall be issued and allotted is Rs. 28/- each (Face Value Rs. 10/- each + Premium Rs. 18 /- each)

5. The valuation report shall be available for inspection by the Members at the Meeting and is also placed on the Company's website at <https://miel.co.in>.

Further, Articles of Association of the Company doesn't provide for any method on determination for valuation of shares which results in Minimum price/ Floor Price higher than determined price pursuant to SEBI (ICDR) Regulations.

6. Based on the above and on the Valuation provided by the Independent Registered Valuer, the Board has decided the issue of Equity Shares on preferential basis shall be at as issue price of Rs. 28/- each (Face Value Rs. 10/- each + Premium Rs. 18/- each).

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

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares with reference to the proposed allotment is 19th August, 2023 being the date 30 days prior to 16th September, 2023 (i.e., the date on which the Annual General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue).

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

The proposed preferential allotment of Equity Shares is made to Individuals, Bodies Corporate belonging to Non-Promoters category.

**9. Intention of promoters, directors or key managerial personnel or senior management of the issuer to subscribe to the offer:**

None of the directors, promoters or key managerial personnel or senior management of the Company have shown their intention to subscribe to proposed Preferential Issue of Equity Shares.

**10. The change in control if any in the company that would occur consequent to the preferential offer;**

The proposed Preferential Allotment of Equity Shares will not result in any change in the management and control of the Company.

**11. Time frame within which the preferential allotment shall be completed:**

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Annual General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

**12. Shareholding pattern before and after Preferential Issue would be as follows:**

Sr. No	Category	Pre-Preferential Issue		Post-Preferential Issue	
		No of shares held	% of share holding	No of shares held	% of share holding
<b>A</b>	<b>Promoters Holding</b>				
<b>1</b>	<b><u>Indian</u></b>				
	Individual	0	0	0	0
	Bodies corporate	2214556	55.73	2214556	44.43
	Sub-total	0	0	0	0
<b>2</b>	<b><u>Foreign Promoters</u></b>				
	<b>Sub-total (A)</b>	<b>2214556</b>	<b>55.73</b>	<b>2214556</b>	<b>44.43</b>
<b>B</b>	<b>Non-promoters' holding</b>				
	<b><u>Institutional investors</u></b>				
	<b><u>Non-institution</u></b>				
	Private corporate bodies & LLP	62749	1.58	207749	4.17
	Indian public & HUF	1696764	42.70	2561764	51.40

	(Others (including IEPF, NRIs, Clearing members, Trusts, etc))	1	0.00	1	0.00
	<b>Sub-total (B)</b>	<b>1759514</b>	<b>44.28</b>	<b>2769514</b>	<b>55.57</b>
<b>C</b>	<b>Non Promoter &amp; Non Public</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>GRAND TOTAL</b>	<b>3974070</b>	<b>100.00</b>	<b>4984070</b>	<b>100.00</b>

\* As on 18th August, 2023

### 13. Consequential Changes in the Voting Rights:

Voting rights will change according to the change in the shareholding pattern mentioned above.

### 14. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:

Sr. No.	Proposed Allottees	Category	Ultimate Beneficial Owner	Pre Preferential Issue*		No. of Equity Shares proposed to be allotted	Post Preferential Issue	
				No of shares held	% of share holding		No of shares held	% of share holding
1.	YAKKALA NAGAVENKATA GURUPAVAN	Non-Promoter		0		15,000	15,000	0.30
2.	DURGA BHAVANIS	Non-Promoter		0		10,000	10,000	0.20
3.	SAI GURU AKHIL YAKKALA	Non-Promoter		0		15,000	15,000	0.30

4.	NAGA VENKATA PARVATHI PREM KUMAR KURMALA	Non- Promoter		0		10,000	10,000	0.20
5.	AMARAJYOT HI KOLLA	Non- Promoter		0		5000	5000	0.10
6.	K BHARATH KUMAR	Non- Promoter		0		30,000	30,000	0.60
7.	G RAVI KUMAR RAMANADH AM	Non- Promoter		0		80,000	80,000	1.60
8.	VENKATA SHYAMA KRISHNA KANTH VINNAKOTA	Non- Promoter		0		40,000	40,000	0.80
9.	V V S SREEKANTH	Non- Promoter		0		10,000	10,000	0.20
10.	R S D PRASAD	Non- Promoter		0		10,000	10,000	0.20
11.	NAGA VENKATA SARANYA JALLURI	Non- Promoter		0		30,000	30,000	0.60
12.	R LAKSHMI SHOBHA	Non- Promoter		0		12,000	12,000	2.41
13.	SANA RAM BABU	Non- Promoter		0		10,000	10,000	2.01
14.	SAI BALAJI KOUSHIK TANKALA	Non- Promoter		0		30,000	30,000	0.60
15.	LAKSHMI NAGA MALLESWAR I DORADLA	Non- Promoter		0		20,000	20,000	0.40
16.	GIRIDHAR GUPTA SOMISETTY	Non- Promoter		14100	0.35	10,000	24100	0.48
17.	DILIP KUMAR	Non- Promoter		0		10,000	10,000	0.20

18.	G SRI HARI	Non-Promoter		0		10,000	10,000	0.20
19.	GANDHARVA FINANCIAL SERVICES PRIVATE LIMITED	Non-Promoter	1. SIVANAGESWARARAO DORADLA 2. RADHAKRISHNADORADLA	0		1,45,000	1,45,000	2.91
20.	RAMACHANDRAMURTHY M	Non-Promoter		0		50000	50000	1.00
21.	DORNADULANANDINI	Non-Promoter		0		50,000	50,000	1.00
22.	KAVUTURUVENKATA SIVA KUMAR CHOWDARY	Non-Promoter		0		10,000	10,000	0.20
23.	O NARESH KUMAR	Non-Promoter		1000	0.02	10,000	11000	0.22
24.	UPENDRA REDDY DESIREDDY	Non-Promoter		0		30,000	30,000	0.60
25.	SIVANAGESWARARAO DORADLA	Non-Promoter		0		1,40,000	1,40,000	2.81
26.	APPALARAJU	Non-Promoter		0		10,000	10,000	0.20
27.	RAJASEKHAR GAJULAPALLE	Non-Promoter		0		10,000	10,000	0.20

As on 18th August, 2023

15. The Current and Proposed status of the allottees post the preferential issue namely,  
promoter or non-promoter:



Sr.No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	YAKKALA NAGAVENKATA GURUPAVAN	Non-Promoter	Non-Promoter
2.	DURGA BHAVANI S	Non-Promoter	Non-Promoter
3.	SAI GURU AKHIL YAKKALA	Non-Promoter	Non-Promoter
4.	NAGA VENKATA PARVATHI PREM KUMAR KURMALA	Non-Promoter	Non-Promoter
5.	AMARAJYOTHI KOLLA	Non-Promoter	Non-Promoter
6.	K BHARATH KUMAR	Non-Promoter	Non-Promoter
7.	G RAVI KUMAR RAMANADHAM	Non-Promoter	Non-Promoter
8.	VENKATA SHYAMA KRISHNA KANTH VINNAKOTA	Non-Promoter	Non-Promoter
9.	V V S SREEKANTH	Non-Promoter	Non-Promoter
10.	R S D PRASAD	Non-Promoter	Non-Promoter
11.	NAGA VENKATA SARANYA JALLURI	Non-Promoter	Non-Promoter
12.	R LAKSHMI SHOBHA	Non-Promoter	Non-Promoter
13.	SANA RAM BABU	Non-Promoter	Non-Promoter
14.	SAI BALAJI KOUSHIK TANKALA	Non-Promoter	Non-Promoter
15.	LAKSHMI NAGA MALLESWARI DORADLA	Non-Promoter	Non-Promoter
16.	GIRIDHAR GUPTA SOMISETTY	Non-Promoter	Non-Promoter
17.	DILIP KUMAR	Non-Promoter	Non-Promoter
18.	G SRI HARI	Non-Promoter	Non-Promoter
19.	GANDHARVA FINANCIAL SERVICES PRIVATE LIMITED	Non-Promoter	Non-Promoter
20.	RAMACHANDRA MURTHY M	Non-Promoter	Non-Promoter
21.	DORNADULA NANDINI	Non-Promoter	Non-Promoter
22.	KAVUTURU VENKATA SIVA KUMAR CHOWDARY	Non-Promoter	Non-Promoter
23.	O NARESH KUMAR	Non-Promoter	Non-Promoter
24.	UPENDRA REDDY DESIREDDY	Non-Promoter	Non-Promoter
25.	SIVA NAGESWARA RAO DORADLA	Non-Promoter	Non-Promoter

26.	APPALA RAJU	Non-Promoter	Non-Promoter
27.	RAJA SEK HAR GAJULAPALLE	Non-Promoter	Non-Promoter

**16. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:**

During the period from 01st April 2023 till the date of this notice, the Company has not made any preferential issue of Equity Shares.

**17. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:**

Not Applicable, as the proposed allotment is made for Cash consideration.

**18. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations 2018**

Disclosure is not applicable in the present case as neither the Proposed Allottees, the beneficial owners of Proposed Allottees nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers.

**19. Practicing Company Secretary' Certificate:**

A copy of the certificate from Mr. Mahendra Prakash Khandelwal, (Membership No. 6266), of M/s. Mahendra Khandelwal & Co., Practicing Company Secretary certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Annual General Meeting and the same shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch/ email of the AGM Notice till 18th August, 2023. This certificate is also placed on the website of the Company at <https://miel.co.in>.

**20. Lock-in period**

The aforesaid allotment of Equity Shares on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

**21. Material Terms of Issue of Equity Shares**

- i. Issue and allotment of 10,10,000 Equity Shares at a price of Rs. 28/- per share (Face Value of Rs. 10/- per share and Premium Rs. 18/- per share) to Non-Promoters on preferential allotment basis.
- ii. The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

**22. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:**

It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

**23. Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered including date of passing of Board resolution:** Issue and allotment of 10,10,000 Equity Shares of Face Value of Rs. 10/- (Rupee Ten only) to Non- Promoter group on preferential allotment basis.

Date of passing Board Resolution for aforesaid Preferential Issue is 18th August, 2023.

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

The Company intends to raise Rs. 2,82,80,000/ by way of Preferential Issue of 10,10,000 Equity Shares.

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

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

**26. Principle terms of assets charged as securities: Not Applicable**

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 10 of this Notice for the approval of the Members by way of passing a Special Resolution.

**Additional Information on Directors recommended for appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings:**

<b>Name of Director</b>	<b>Ms. RAVIKANTI SHAILAJA</b>
<b>Date of Birth</b>	<b>21/12/1966</b>
<b>Date of First Appointment</b>	<b>08/09/2022</b>
<b>Qualifications</b>	<b>MBA</b>
<b>Experience</b>	<b>9 years in Hospital Administration</b>
<b>Directorship and membership of Committees of the Board held in other listed companies</b>	<b>None</b>
<b>Directorships held in other Public Limited companies</b>	<b>None</b>
<b>Relationship with other Directors and Key Managerial Personnel</b>	<b>No</b>
<b>Number of shares held as on 18th August, 2023</b>	<b>Nil</b>

**Additional Information on Directors recommended for appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings:**

<b>Name of Director</b>	<b>Mr. MAGGIDI VENKATESH</b>
<b>Date of Birth</b>	<b>17/08/1986</b>
<b>Date of First Appointment</b>	<b>10/06/2023</b>
<b>Qualifications</b>	<b>Post Graduate</b>
<b>Experience</b>	Mr. Maggidi Venkatesh is a postgraduate in food quality management from Salford University United Kingdom and Computer Engineer from Osmania University is also a core sales and marketing expert with more than 12 years of experience in agrochemical and commodity industry. He brings in rich experience of inputs marketing knowledge and deep insight into the various commodity specific geographics and dynamics of product preferences across south India.
<b>Directorship and membership of Committees of the Board held in other listed companies</b>	<b>None</b>
<b>Directorships held in other Public Limited companies</b>	<b>None</b>
<b>Relationship with other Directors and Key Managerial Personnel</b>	<b>No</b>
<b>Number of shares held as on 18th August, 2023</b>	<b>Nil</b>

**Additional Information on Directors recommended for appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings:**

<b>Name of Director</b>	<b>Mr. RADHAKISHORE PANDRANGI</b>
<b>Date of Birth</b>	<b>13/08/1970</b>
<b>Date of First Appointment</b>	<b>18/08/2023</b>
<b>Qualifications</b>	<p>Master's degree in Economics, Hyderabad Central University.</p> <p>Master of Philosophy (MPhil), Disarmament Studies, International Relations From JNU, New Delhi.</p> <p>Doctor of Philosophy-PhD Economics, Osmania University, Hyderabad.</p>
<b>Experience</b>	<p>Radhakishore Pandrangi is specialises in skill and entrepreneurship development and training, government relations and business development. Radhakishore played significant role in formulating the India's National Industrial Policy, National Telecom Policy, Renewable energy sector reforms, National Entrepreneurship initiatives and Skill development. Prior to this, Radhakishore held positions with the US Commercial Service as the director of Hyderabad office, deputy director of the Confederation of Indian Industry (CII) in New Delhi, Project associate with National Institute of Public Finance and Policy, worked with Prof. Raja Chelliah and the Guardian of Business and Politics. Radhakishore received master of philosophy in International relations from Jawaharlal Nehru University (JNU), Delhi and MA in Economics from Hyderabad Central University. In JNU, he studied disarmament studies and submitted thesis on Chemical weapons convention, a UN treaty. He is a member of Regional Centre for Strategic Studies, Colombo.</p>

<b>Directorship and membership of Committees of the Board held in other listed companies</b>	<b>None</b>
<b>Directorships held in other Public Limited companies</b>	<b>None</b>
<b>Relationship with other Directors and Key Managerial Personnel</b>	<b>No</b>
<b>Number of shares held as on 18th August, 2023</b>	<b>Nil</b>

**Date: 18th August, 2023**  
**Place: Hyderabad**

**By Order of the Board**

**Sd/-**  
**SUDHEER KARNA KANKANALA**  
**(Wholetime Director)**  
**DIN: 07591466**

**Regd. Office: 'Plaza Kalpana',**  
**Ground Floor, 24/147,**  
**Birhana Road, Kanpur Up 208001 In**

