



Smarter Track Solutions – Safer Mobility



A PATIL GROUP COMPANY

**APNA TECHNOLOGIES & SOLUTIONS PRIVATE LIMITED**

CIN: U52335TN2004PTC053200

Registered Office: E-10, Guindy Industrial Estate, Guindy,

Chennai, Tamil Nadu – 600032, India

ISO 9001:2015 Company

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the 2<sup>nd</sup> of FY 2023-2024 Extra Ordinary General Meeting of the Members of the Apna Technologies & Solutions Private Limited will be held on Friday, the 05th January, 2024 at 3.00 P.M at the registered office of the Company situated at E-10, Guindy Industrial Estate, Guindy, Chennai, Tamil Nadu, India- 600032 to transact the following business:

### ITEM NO. 1

### TO ALTER ARTICLES OF ASSOCIATION AS PER SCHEDULE I TABLE F 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, Section 14 and other applicable provisions of the Companies Act, 2013 read with the Company’s (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force), and subject to approvals, permissions and sanctions from the appropriate authority, if any and on the recommendation of the Board of Directors in their meeting held on 12<sup>th</sup> December, 2023, the existing Articles of Association of the Company be and is hereby amended and substituted with the revised Articles of Association of the Company as per Table F of Schedule I of the Companies Act, 2013 as placed before this meeting duly initialed by Chairman of the Meeting for the purpose of identification.

**RESOLVED FURTHER THAT** pursuant to the provisions of section 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, consent of the members of the company be and is hereby accorded to substitute the Article No. 79 in the altered Articles of Associations of the Company with the following:

Chennai  
E10, Industrial Estate,  
Guindy,  
Chennai 600 032

Hyderabad  
The Safe Legend, 6-3-1239/B/111,  
4th Floor, Renuka Enclave,  
Raj Bhavan Road, Somajiguda,  
Hyderabad 500 082

Medchal  
Door No. 3-18/9,  
Sy. No. 179/C & 180/B,  
Yellampet Village,  
Medchal, Medchal Malkajigiri,  
Telangana, 501401

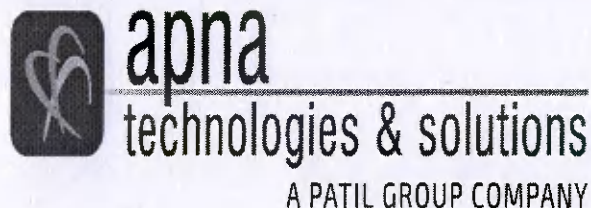
New Delhi  
218, 2nd Floor,  
Ansal Chamber-II,  
6, Bhikaji Cama Place,  
New Delhi-110 066

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“79. (i) The Board shall provide a Common Seal for the purposes of the company and shall have power from time to time to destroy the same and substitute a new seal in lieu of and 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 authorized by it in that behalf, and except in the presence of a company secretary or any of the director or officer of the Company authorized by the board. Company secretary or any of the director or officer aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

(iii) The Board shall provide a Common Seal for the purposes of the company and shall have power from time to time to destroy the same and substitute a new seal in lieu of.”

**RESOLVED FURTHER THAT** the clauses in respect of One Person Company in the amended Articles of Association of the Company shall not be applicable.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to take all the steps and to do all such acts, deeds and things as may be required to execute the above stated resolution, including removing any difficulty arising in relation thereto, and complying with all other requirements in this regard including filing the relevant forms with the Registrar of Companies.

**RESOLVED FURTHER THAT,** the Company be and is hereby obligated to issue / provide only the Altered Articles of Association for any future correspondence wherever it is required.”

For and on behalf of the Board of  
Apna Technologies & Solutions Private Limited

*Aman Purohit*

Name: Aman Purohit  
Designation: Company Secretary  
ICSI Membership No.: A59345

Date : 12.12.2023

Place : Hyderabad







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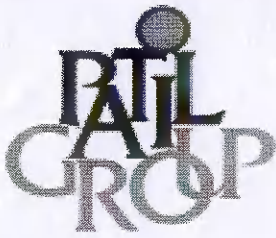
## NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy instead of himself/herself and such proxy need not be a member of the Company. Proxy forms to be valid shall be lodged with the Company not less than 48 hours before the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to fill in Authorization Form annexed hereto along with a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Register of Directors and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
5. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
6. Every member entitled to vote at the Extra Ordinary General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning 24 (twenty four) hours before the time fixed for the commencement of the Extra Ordinary General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required provided to the Company.
7. Members are requested to bring the Attendance Slip duly filled in and signed attendance slip mentioning therein details of their DP ID and Client ID/ Folio No. which is enclosed herewith and hand over the same at the entrance of EGM venue.





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## **EXPLANATORY STATEMENT**

### **Pursuant to Section 102 of the Companies Act, 2013**

As required under Section 102 of the Companies Act, 2013 (Act) and Para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), the following explanatory statement sets out material facts relating to the special business items mentioned under the accompanying Notice:

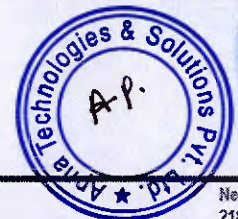
#### **Item No 1**

It is brought to the notice of members of the Company that the present Articles of Associations of the Company was entrenched by the erstwhile members of the Company and presently the Company has been controlled and the majority of stake is taken over by the Patil Rail Infrastructure Private Limited. Hence in order to remove the entrenched clauses in the Articles of Association, the Board of Directors of the Company has proposed to alter it and bring the clause of AOA in line with Schedule I Table F of the Companies Act, 2013. Hence the Board of Directors at their meeting held on 12<sup>th</sup> December, 2023 has recommended amending and substituting the existing Articles of Associations of the Company in line with Table F of the Schedule I of the Companies Act, 2013.

The Board of Directors in order to attain the administrative convenience has proposed the members of the Company to alter the Article 79 of the Articles of Associations and substitute with following.

79. (i) The Board shall provide a Common Seal for the purposes of the company and shall have power from time to time to destroy the same and substitute a new seal in lieu of and 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 authorized by it in that behalf, and except in the presence of a company secretary or any of the director or officer of the Company authorized by the board. Company secretary or any of the director or officer aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence."







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(iii) The Board shall provide a Common Seal for the purposes of the company and shall have power from time to time to destroy the same and substitute a new seal in lieu of.

The present Articles 73 (ii) of the Articles of Association of the Company provides that the common seal shall be affixed in 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 instruments to which the seal of the Company is so affixed in their presence.

Now the proposed alteration to Articles of Associations of the Company, the Seal of the Company can affixed in presence of a company secretary or any of the director or officer of the Company authorized by the board; and the same company secretary or any of the director or officer of the Company authorized by the board shall sign every instrument to which the seal of the Company is so affixed in their presence.

The Directors of your company recommend the approval of the said Special Resolution as set out in Item No. 1 of the notice in the best interest of the Company.

The amended copy of the Articles of Association of the Company is available for inspection during the business hours till the date of the Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Special Resolution except as a member to the extent of their shareholding.

**For and on behalf of the Board of  
Apna Technologies & Solutions Private Limited**

*Aman Purohit*

**Name:** Aman Purohit

**Designation:** Company Secretary

**ICSI Membership No. : A59345**

**Date :** 12.12.2023

**Place:** Hyderabad





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### Form No. MGT-11

#### Proxy form

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

**CIN: U52335TN2004PTC053200**

**Name of the Company: APNA TECHNOLOGIES & SOLUTIONS PRIVATE LIMITED**

**Registered Office: E-10, Guindy Industrial Estate, Guindy, Chennai, Tamil Nadu – 600032, India**

Name of the Member(s):
Registered Address:
E-mail Id:
Folio No /Client ID:
DP ID:

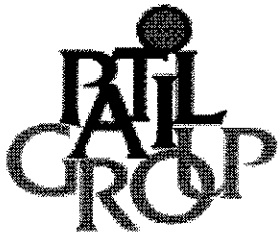
I/We, being the member(s) of \_\_\_\_\_ shares of the above named company. hereby appoint

1.

Name :
Address:
E mail ID:
Signature: .....or failing him

2.

Name :
Address:
E mail ID:
Signature:.....



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as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2<sup>nd</sup> of FY 2023-2024 Extra Ordinary General Meeting of Apna Technologies & Solutions Private Limited, to be held on the Friday, 05<sup>th</sup> January, 2024 at 03.00 P.M at registered office of the company situated at E-10, Guindy Industrial Estate, Guindy, Chennai, Tamil Nadu, India-600032 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

Sl. No.	Resolution(S)
1.	To Alter Articles of Association as per Schedule I Table F of the Companies Act, 2013.

Signed this \_\_\_\_ day of \_\_\_\_ 2024

Signature of Shareholder

Affix  
Revenue  
Stamps

Signature of Proxy holder(s)

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.



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**ATTENDANCE SLIP  
EXTR ORDINARY GENERAL MEETING**

Name of the Company : APNA TECHNOLOGIES & SOLUTIONS PRIVATE LIMITED

CIN : U52335TN2004PTC053200

Venue of the Meeting : E-10, Guindy Industrial Estate, Guindy, Chennai, Tamil Nadu, India- 600032.

Date and Time : 05<sup>th</sup> January, 2024 at 03.00 P.M.

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

Name and Address of Shareholder (In Block Letters)	
Name and Address of the Proxy (In Block Letters)	
Reg. Folio No.	
No. of Shares	

I hereby record my presence at the 2<sup>nd</sup> of 2023-2024 Extra Ordinary General Meeting of the shareholders of the Apna Technologies & Solutions Private Limited held on Friday, 05<sup>th</sup> day of January, 2024 at 03.00 P.M. at the registered office of the Company situated at E-10, Guindy Industrial Estate, Guindy, Chennai, Tamil Nadu, India- 600032.

\_\_\_\_\_  
Signature of the Shareholder





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**apna**  
technologies & solutions

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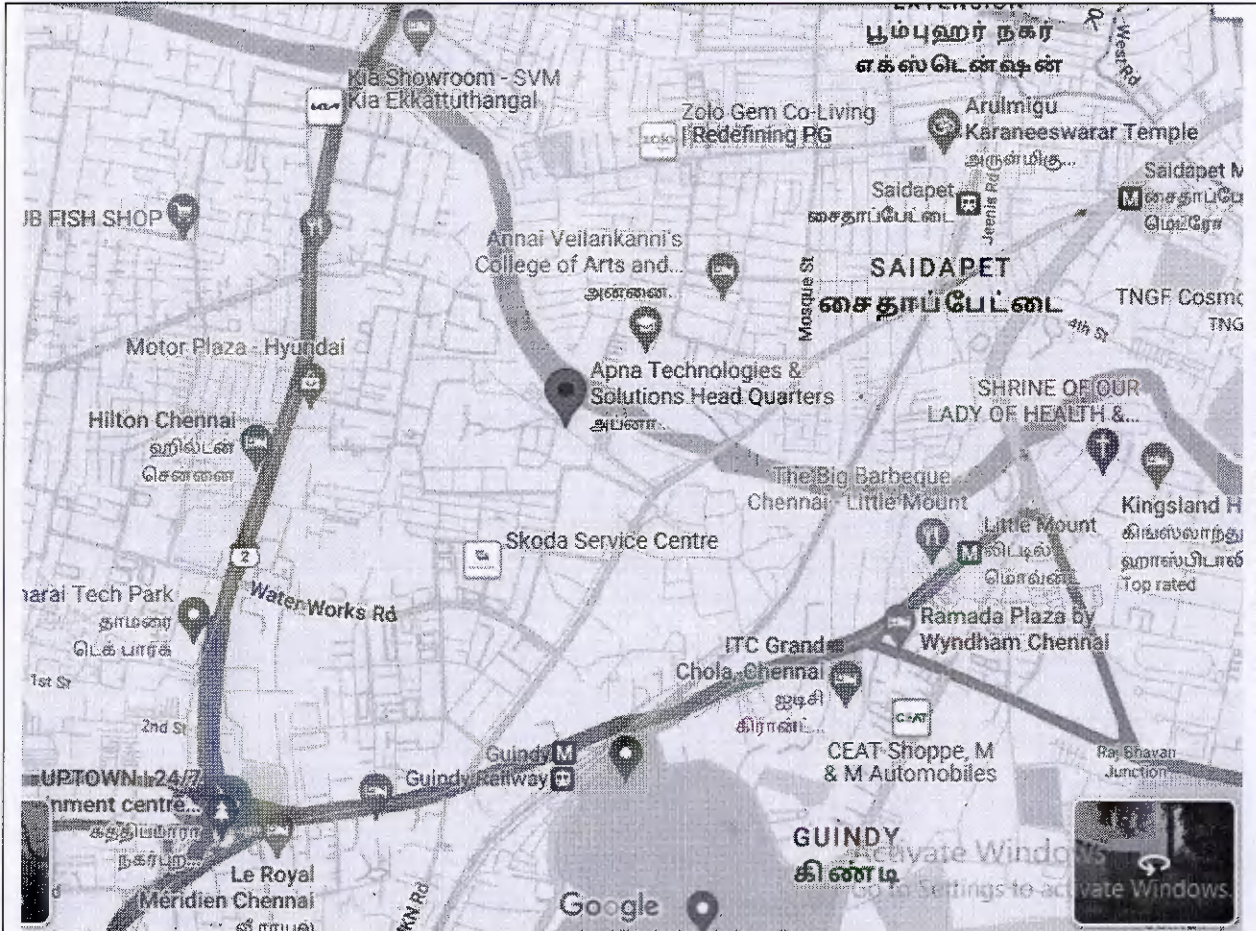
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## ROUTE MAP OF THE VENUE OF 2<sup>ND</sup> OF 2023-2024 EGM



Chennai  
E10, Industrial Estate,  
Guindy,  
Chennai 600 032

Hyderabad  
The Safe Legend, 6-3-1239/B/111,  
4th Floor, Renuka Enclave,  
Raj Bhavan Road, Somajiguda,  
Hyderabad 500 082

Medchal  
Door No. 3-18/9,  
Sy. No. 179/C & 180/B,  
Yellampet Village,  
Medchal, Medchal Malkajgiri,  
Telangana, 501401

New Delhi  
218, 2nd Floor,  
Ansal Chamber-II,  
6, Bhikaji Cama Place  
New Delhi-110 066