



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 the Adjourned 1st Extra-Ordinary General Meeting of FY 2023-24

NOTICE is hereby given that the 1st Extra-Ordinary General Meeting of the members of Apna Technologies & Solutions Private Limited (**'the Company'**) (**which had been convened on 20th November, 2023 at 12 Noon and was adjourned due to want of quorum**) will be held on **Tuesday, 28th day of November, 2023 at 10:30 A.M. (IST)** for the transaction of the following special business, through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, Government of India:-

:-

SPECIAL BUSINESS

1. TO INCREASE THE AUTHORISED SHARE CAPITAL BY AMENDING THE MEMORANDUM OF ASSOCIATION 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 4, 13, 61 and 64 read with rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to approvals, permissions and sanctions from the appropriate authority, if any and pursuant to the recommendation of the Board of Directors, the consent of the Members be and is hereby accorded to increase the authorized share capital of the Company from existing INR 12,50,00,000/- (Rupees Twelve Crores and Fifty Lakhs only) divided into 1,25,00,000 (One Crore Twenty-Five Lakh only) equity shares of INR 10/- (Ten Rupees only) each to INR 20,00,00,000/- (Twenty Crores Rupees only) divided into 2,00,00,000 (Two Crores only) Equity Shares of INR 10/- (Ten Rupees only) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby replaced with the following Clause:

"The Authorised Share Capital of the Company is INR. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores Only) Equity Shares of INR. 10/- (Rupees Ten Only) each and the Company has power from time to time to issue shares with special rights, privileges conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restriction in such manner as may for the time being permitted by the Articles of Association of the Company for the legislative provisions for the time being in force in that behalf."

RESOLVED FURTHER THAT the draft copy of the amended Memorandum of Association of the Company, as recommended by the Board, evidencing relevant changes of the increased Authorised Share Capital as set out above, be and is hereby approved.



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RESOLVED FURTHER THAT all Directors of the Company be and are hereby severally authorized to exercise such powers, and to do all such acts, deeds, things and matters as may be required or considered necessary or incidental thereto to give effect to this resolution.”



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

ARISETTY VENKATA CHANDRA GUPTA
Digitally signed by ARISETTY
VENKATA CHANDRA GUPTA
Date: 2023.11.24 13:34:32
+05'30'

Name: Chandra Gupta Venkata Arisetty
Designation: Director
DIN: 09745008

Place: Hyderabad
Date : 24th November, 2023



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NOTES:

1. A Statement to be annexed to the Notice pursuant to the Section 102 of the Companies Act, 2013 (“Act”), relating to the Special Business to be transacted at the Adjourned 01st Extra-Ordinary General Meeting for Financial Year 2023-24 is attached hereto and forms an integral part of the Notice.
2. Pursuant to the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. dated 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020; General Circular No. 10/ 2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated 05th May, 2022, General Circular No. 11/2022 dated December 28, 2022; and General Circular No. 09/2023 dated 25th September, 2023 (**collectively referred to as “MCA Circulars”**) issued by the Ministry of Corporate Affairs (“MCA”) and in compliance with the provision of the Companies Act, 203, the Company has decided to hold its Extra-Ordinary General Meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM), without physical presence of the Members at a common venue. Hence, Members including the other eligible persons can attend and participate in the EGM through VC/OAVM only as per the procedure mentioned in this Notice of EGM. The deemed venue for the Adjourned 1st EGM for Financial Year 2023-24 shall be the Corporate Office situated at The Safe Legend, 6-3-1239/B/111, 4th Floor, Renuka Enclave, Raj Bhavan Road, Somajiguda, Hyderabad, Telangana -500082, India.
3. In line with the various circulars of MCA, the Notice of EGM is being sent only through electronic mode to those Shareholders whose valid e-mail addresses are registered with the Company.
4. Members who have not registered their e-mail addresses with the Company and wish to receive the EGM Notice and related documents, are required to register their email addresses with the Company at cs@patilgroup.com.
5. The Company has enabled the Members to participate at the Adjourned EGM through the Google Meet Video Conferencing. The instructions for participation by Members are given in the next page.
6. In terms of the MCA Circular, the facility to appoint a proxy to attend and cast vote for the Shareholders is not available for this EGM and therefore, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, Institutional / Corporate Shareholders are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes. The Corporate Member is required to send a certified copy of the Board resolution/authorization letter authorizing their representative to attend the EGM through VC and vote on their behalf on the email address at cs@patilgroup.com.
7. The attendance of the Shareholders attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. When a poll is required to be taken during the meeting on any resolution, the member shall cast their vote on the resolution only by sending the email to cs@patilgroup.com through their registered their registered email address which are registered with the Company.
9. In accordance with Section 103 of the Companies Act, 2013 read with SS-2 (Secretarial Standard on General Meetings), this notice is being sent atleast three days in advance to the members individually.



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10. All documents referred to in the Notice shall be open for inspection shall remain available for inspection through electronic mode during the EGM, for which purpose members are requested to send an e-mail to **cs@patilgroup.com**.

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

This is to inform that the Company may have to issue Equity Shares in near future and the existing Authorised Share Capital as mentioned in Clause V of the Memorandum of Association of the Company will not be sufficient for the said purpose.

Therefore, in order to facilitate the Company to issue further share capital in future, the Board in its meeting held on 26th October, 2023, subject to the approval of members, has approved increase in the Authorised Share Capital of the Company from existing INR 12,50,00,000/- (Rupees Twelve Crores and Fifty Lakhs only) divided into 1,25,00,000 (One Crore Twenty-Five Lakh only) equity shares of INR 10/- (Ten Rupees only) each to INR 20,00,00,000/- (Twenty Crores Rupees only) divided into 2,00,00,000 (Two Crores only) Equity Shares of INR 10/- (Ten Rupees only) each, and to amend the Clause V of the Memorandum of Association of the Company in order to incorporate the relevant changes of increased Authorised Share Capital as set out above. Draft copy of the amended Memorandum of Association of the Company is enclosed herewith as **Annexure A**.

The provisions of Sections 13 and 61 of the Companies Act, 2013, require the Company to seek the approval of the Members by way of Ordinary Resolution for increasing the Authorised Share Capital and for amending the Capital clause of the Memorandum of Association of the Company. Accordingly, the above-mentioned matter has been placed before the Shareholders for approval.

None of the directors or their relatives are in anyway concerned or interested, financially or otherwise in this resolution.



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

ARISETTY VENKATA
CHANDRA GUPTA
Digitally signed by ARISETTY
VENKATA CHANDRA GUPTA
Date: 2023.11.24 13:35:23
+05'30'

Name: Chandra Gupta Venkata Arisetty
Designation: Director
DIN: 09745008

Place: Hyderabad
Date : 24th November, 2023



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INSTRUCTIONS FOR ATTENDING THE EGM THROUGH VC:

1. Members may access the platform to attend the EGM through VC at :
<https://meet.google.com/dfw-grxm-ovf>
2. The facility for joining the EGM shall open 15 minutes before the scheduled time for commencement of the EGM and shall be closed after the expiry of 15 minutes after such scheduled time.
3. Members are encouraged to join the Meeting using the Google Chrome, Internet Explorer, or Mozilla Firefox 22.
4. Members will be required to grant access to your computer's camera for video and your computer's microphone for audio to enable two-way video conferencing.
5. Members are advised to use stable Wi-Fi or LAN connection to participate at the EGM through VC in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.
6. Members can submit questions in advance with regards to any other matter to be placed at the EGM from their registered email address, mentioning their name and Folio number and mobile number, to reach the email address cs@patilgroup.com at least 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting relied by the Company suitably.
7. Members who may want to express their views or ask questions during the EGM may click on the tab "chat with everyone" to post their queries in the window provided, by mentioning their name and folio number.
8. Members who may require any technical assistance or support before or during the EGM are requested to contact at 91549 82151 or write to him at cs@patilgroup.com

**THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION
OF
APNA TECHNOLOGIES & SOLUTIONS PRIVATE LIMITED**

The Name of the Company is “**APNA TECHNOLOGIES & SOLUTIONS PRIVATE LIMITED**”

The Registered office of the Company will be situated in the State of Tamil Nadu.

The objects for which the Company is established are:

A. *THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

1. To Sell, Distribute , transfer , license ,assemble , record ,maintain ,service ,install, act as consultants deal, in import and export all kinds of Measurement and Automation Technology related products and Services including Hardware & Software Products, Computers, micro processors, electronic and electrical apparatuses, peripherals, modular, accessories, devices, components, fixtures of different capacities, specifications and applications and to provide all kinds of Measurement & Automation Solutions in the field of Instrumentation, Control and Automation to different industry segments and to provide all kinds of technological solutions for hardware and software.
2. To carry on the business of software development systems Integration, Planning, development and Integration of computerized management systems, information technology systems, application of data processing for more effective use of management information systems and integration in communication; providing information technology and resource management services and to all other incidental acts and things necessary for the attainment of the foregoing objects.
3. To carry on the business of back office services, business process outsourcing services, economic value added services, geographical information systems, insurance claim processing and to establish, set up, operate and manage call centers to provide various types of customer interaction using multiple channels of communication viz. voice , email, chat and related support channels which includes Inbound customer care service involving handling of customer-initiated telephone calls or internet requests for client specific programs which could range from billing information , product or service information, claims processing, subscription services, response to direct marketing advertisements and any other customer service needs; Outbound customer care service involving Telemarketing services, Lead generation , Promoting new services or products, Credit authorization, Credit verifications, Collections, 3rd Party verification service, Insurance verifications, Employment verification, Research surveys, Opinion surveys, etc; Email Management, Internet -based interaction services to facilitate long-distance corporate communication.

*****Heading in Clauses III (A) has been amended vide Special Resolution passed in the EGM Held on 25th March, 2016.**

4. To act as computer advisors and consultants and to render a full range of computer services including application and programming services deal in, import and export all kinds of, technical scientific and operational assistance, training of personnel, management of a computer service facility and generally any type of business or activity relating to the computer industry.
5. To carry on research and development work in relation to any or all of the above and with particular relation to computers of all kinds and electronic data processing machinery and any other business which may seem to the company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.

(B) *MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:**

1. To negotiate loans, under-writing contracts, mortgages, equity participation, cash credit,, overdrafts and other financial facilities from banks, financial institutions, Government or semi government bodies and others on behalf of the companies or associations which they are assisting to promoter.
2. To lender and advance money or give credit with or without security to such person or companies and on such terms as may seem expedient and to gurantee or become liable for the payment of money or for the performance of any obligations, and generally to transact all kinds of guarantee business and also to transact all kinds of agency business.
3. To receive money or deposit or loan and to borrow or raise the money in such manner as the company shall think fit, and in particular the issue of debentures, or debenture- stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge lien upon all or any of the property or assets of the company (both present and future), including its uncalled capital, and also by a similar mortgage, charge, lien to secure and guarantee the performance by the company or any other person or company as the case may be. However, the company shall not carry on banking business as defined under the Banking Regulations Act, 1949. The above is subject to section 2(31), 73, 74,76A of the Companies Act, 2013 and the Reserve Bank of India directives

*****Clause III (B)(3) has been amended vide Special Resolution passed in the EGM Held on 25th March, 2016.**

4. To purchase take on lease or in exchange, hire or otherwise acquire, any real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business.

*****Heading in Clauses III (B) has been amended vide Special Resolution passed in the EGM Held on 25th March, 2016.**

5. To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices and conveniences which may seem calculated directly or indirectly to advance the interest of the company, and to join with any other person or company, in doing any of these things.
6. To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on (or proposing to carry on) any business which the company is authorized to carry on, or possessed of property suitable for the purposes of the company.
7. To sublet all or any leasing or hire purchase contracts from time to time and upon such terms and conditions as may be thought expedient.
8. To sell, transfer or dispose of the business, property or undertaking of the company or any part thereof for such consideration as the company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in parts similar to those of this company.
9. To apply for, purchase or otherwise acquire (and protect and renew in any part of the world) any patents, patent rights, brevets d' invention (trademarks, designs), licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use or any secret or any other information as to any invention which may seem capable of being used for any of the purpose of the company or the acquisition of which may seem calculated directly or indirectly to the benefit of the company, and to use exercise, develop in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
10. To amalgamate, enter into partnership or into any agreement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession, or for limiting competition with any other person or company carrying or engaged in, or about to carry on or engaged in any of the business or transaction which the company is authorized to carry on or engage in.
11. To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with, all or any part of the property and rights of the company.
12. To invest and deal with the surplus moneys of the company not immediately required in such manner as may from time to time be expedient or be determined by the Board of Directors.
13. To mortgage, hypothecate, pledge, all or any part of the property whether movable or immovable of any description whatsoever and other valuable securities of the company.
14. To (establish or) promote (or concur in establishing or promoting) any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem, directly or indirectly calculated to benefit the company and to place or guarantee the placing or underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.

15. To amalgamate with any other company objects all or any of which are similar to the objects of the company or whose business is similar to the business or any part of the business of the company, in any manner whatsoever (whether with or without a liquidation of the company)
16. To pay, out of funds of the company all expenses which the company may lawfully pay with respect to the formation and requisition of the company or the issue of its capital including brokerage or commissions for obtaining applications for or taking, placing or underwriting of shares, debentures or other securities of the company.
17. To vest any real or personal property, rights or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company, and with or without any declared trust in favor of the company.
18. To apply for, promote and obtain any Act of Parliament, charter privilege, concession, license or authorization of any government, state or municipality, provisional order or license of the Board of trade or other authority for enabling the company to carry out any of its objects into effect or for any other purpose which may seem expedient, and to oppose any proceedings or applications which seem calculated directly or indirectly to prejudice the interest of the company.
19. To incur debts for the conduct of any business of the company and to purchase or hire goods, materials, or machinery on credit or otherwise for any business of the company.
20. To pay all preliminary expenses of any company promoted by the company or any company in which this company is or may contemplate being interested including any such preliminary expenses all or any parts of the costs and expenses of owners of any business or property acquired by the company.
21. To undertake the payment of all rent, and the performance of all covenants, conditions and agreements contained in and reserved by any leases that may be granted or assigned to, or be otherwise acquired by the company.
22. To engage, employ, suspend and dismiss executives, engineers, agents managers, accountants, superintendents, assistants, clerks, coolies and other employees and labourers and to remunerate any such rate as shall be thought fit, to grant bonus, compensation, pension or gratuity and/or other benefits to any such persons or to his widow or children or family and generally to provide for welfare of all employees.
23. ***To train or pay for the training in India or abroad, of any other candidates in the interest and for the furtherance of the company's object and business, Subject to the provisions of the Companies Act, 2013, to place, to reserve or to company may, from time to time, think fit, any monies received by way of premium or shares or debentures issued at a premium by the company and any monies received in respect forfeited shares.
24. ***Subject to the provisions of the Companies Act, 2013 and the rules made there under, to distribute among the members in specie any property of the company in the event of winding up.

*****Clause III(B)(23) (24) has been amended vide Special Resolution passed in the EGM Held on 25th March, 2016.**

25. To insure the whole or any part of the property of the company either fully or partially, to protect and indemnify the company from liability or loss in any respect either fully or partially and also to insure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.

IV. **“The Liability of Members is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them*

*****Clauses IV has been amended vide Special Resolution passed in the EGM Held on 25th March, 2016.**

V. ****“The Authorised Share Capital of the Company is INR. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores Only) Equity Shares of INR. 10/- (Rupees Ten Only) each and the Company has power from time to time to issue shares with special rights, privileges conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restriction in such manner as may for the time being permitted by the Articles of Association of the Company for the legislative provisions for the time being in force in that behalf.*

*****Clauses V has been amended vide Ordinary Resolution passed in the EGM Held on ____th Day of _____, 2023.**

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

Sl. No.	Name, Address, Description Occupation and Signature of the Subscribers to the Memorandum of Association	No. of Equity Shares to be taken by Each Subscriber	Name, Address, Description Occupation and Signature of the Witness
1	Sd/- C.D Baskar Raj S/O Late Mr.C.Desappan No-8,Manjolai Street, Kalaimagal Nagar, Ekkaduthangal, Chennai-600 097, PAN :ABCP62I6F	25,000 Shares (Twenty Five Thousand only)	<p style="text-align: center;">All Subscribers Signed before me Sd/- S. Vinodh S/O C.Sundareswaran No.7 Annai Nagar, Selayur Chennai-600 073. Chartered Accountant</p>
2	Sd/- C.D.Senthil Raj S/O Late Mr.C.Desappan No-8,Manjolai Street, Kalaimagal Nagar, Ekkaduthangal, Chennai-600 097, PAN :ANYPS5730J	12,500 Shares (Twelve Thousand Five Hundred only)	
3	Sd/- Ceigy Maria Mathews D/O John Mathews No-8,Manjolai Street, Kalaimagal Nagar, Ekkaduthangal, Chennai-600 097,	12,500 Shares (Twelve Thousand Five Hundred only)	
TOTAL		50,000 Shares (Fifty Thousand Only)	