

# Megha Engineering & Infrastructures Ltd.

An ISO 9001-2015 Company

S-2, Technocrat Indl. Estate, Balanagar, Hyderabad-500037, Telangana, INDIA

Tel: +91-40-44336700 Fax: +91-40-44336800

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## NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 01<sup>st</sup> Extra-ordinary General Meeting/2025-26 of the Members of **Megha Engineering & Infrastructures Limited ("the Company")** will be held on Tuesday, 12<sup>th</sup> August 2025 at 03:00 P.M. at the Registered office of the Company situated at S-2, Technocrat Industrial Estate, Bala Nagar, Hyderabad – 500 037 to transact the following business as Special Business:

### SPECIAL BUSINESS:

#### ITEM NO.1:

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

**To re-appoint Mr. B. Srinivas Reddy (holding DIN- 02331802) as Whole-time Director of the Company**

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (hereinafter referred as ‘the Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), pursuant to the Articles of Association of the Company and to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded to re-appoint Mr. B. Srinivas Reddy (holding DIN-02331802) as a Whole-time Director of the Company, for a further period of 2 (Two) years from the date of expiry of his present term of office on 31<sup>st</sup> July 2025, that is with effect from 01<sup>st</sup> August 2025 with a remuneration (including all Perquisites/Allowances) of Rs. 6,00,00,000 (Rupees Six Crores Only) Per Annum on the following terms and conditions as detailed hereunder until the same are revised, and with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

Gratuity, Mediclaim, leave encashment, Provident fund and Long Service Awards will be provided as per the Company’s policy.

Car for the use of Company business and mobile/telephone at residence shall not be considered as perquisite.

The perquisites mentioned above shall be interchangeable.

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**RESOLVED FURTHER THAT** the expenses incurred for travelling, boarding and lodging during business trips and provision of car(s) for use on Company's business shall be reimbursed at actual and not considered as perquisites.

**RESOLVED FURTHER THAT** approval of the members be and is hereby accorded to pay the performance-based Commission to Mr. B.Srinivas Reddy, Whole Time Director, subject to his performance in view of achievement of targets and growth of the Company and the members hereby authorize the Board to decide the performance-based Commission from time to time.

**RESOLVED FURTHER THAT** the overall remuneration payable to Mr. B.Srinivas Reddy by way of salary, perquisites, allowances, incentive / bonus / performance linked incentive, Commission etc., as the case may be, shall not exceed in the aggregate 5% (Five percent) of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof and subject to the limits envisaged under Section 197 of Companies Act, 2013 read with Schedule V of the Act.

**RESOLVED FURTHER THAT** the members hereby authorize the Board (which will include its Committee thereof if any) to alter and vary the terms and conditions of his re-appointment/remuneration as it may deem fit in the best interests of the Company and subject to not exceeding the limits specified under Section 197 read with Schedule V of the Act to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.

**RESOLVED FURTHER THAT** any Director of the Company be and hereby authorized to do all such acts, deeds and things which are necessary and desirable for giving effect to this resolution including but not limited to filing of necessary documents, e-forms with the Registrar of Companies, Telangana and making necessary entries in the registers maintained as per the provisions of the Companies Act, 2013 required if any."

## **ITEM NO. 2:**

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

**To re-appoint Mr. P. Doraiah (holding DIN- 02120726) as Whole-time Director of the Company**

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (hereinafter referred as 'the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), pursuant to the Articles of Association of the Company and to the recommendation of the

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Nomination and Remuneration Committee and Board of Directors, approval of the members of the Company be and is hereby accorded to re-appoint Mr. P. Doraiah (holding DIN- 02120726) as a Whole-time Director of the Company, for a further period of 1 year 10 Months from the date of expiry of his present term of office on 31<sup>st</sup> July 2025, that is with effect from 01<sup>st</sup> August 2025 with a remuneration (including all Perquisites/Allowances) of Rs. 5,50,00,000 (Rupees Five Crore Fifty Lakhs Only) Per Annum on the following terms and conditions as detailed hereunder until the same are revised, and with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

Gratuity, Mediclaim, leave encashment, Provident fund and Long Service Awards will be provided as per the Company's policy.

Car for the use of Company business and mobile/telephone at residence shall not be considered as perquisite.

The perquisites mentioned above shall be interchangeable.

**RESOLVED FURTHER THAT** the expenses incurred for travelling, boarding and lodging during business trips and provision of car(s) for use on Company's business shall be reimbursed at actual and not considered as perquisites.

**RESOLVED FURTHER THAT** approval of the members be and is hereby accorded to pay the performance-based Commission to Mr. P. Doraiah, Whole Time Director, subject to his performance in view of achievement of targets and growth of the Company and the members hereby authorize the Board to decide the performance-based Commission from time to time.

**RESOLVED FURTHER THAT** the overall remuneration payable to Mr. P. Doraiah by way of salary, perquisites, allowances, incentive / bonus / performance linked incentives, Commission etc., as the case may be, shall not exceed in the aggregate 5% (Five percent) of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof and subject to the limits envisaged under Section 197 of Companies Act, 2013 read with Schedule V of the Act.

**RESOLVED FURTHER THAT** the members hereby authorize the Board (which will include its Committee thereof if any) to alter and vary the terms and conditions of his re-appointment/remuneration as it may deem fit in the best interests of the Company and subject to not exceeding the limits specified under Section 197 read with Schedule V of the Act to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.

**RESOLVED FURTHER THAT** any Director of the Company be and hereby authorized to do all such acts, deeds and things which are necessary and desirable for giving effect to this resolution including but not limited to filing of necessary documents, e-forms with the Registrar of Companies, Telangana and making necessary entries in the registers maintained as per the provisions of the Companies Act, 2013 required if any.”

### **ITEM No. 3:**

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

**To re-appoint Mr. N. Thirupathi Rao (holding DIN- 00055610) as Whole-time Director of the Company**

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (hereinafter referred as ‘the Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), pursuant to the Articles of Association of the Company and to the recommendation of the Nomination and Remuneration Committee and Board of Directors, approval of the members of the Company be and is hereby accorded to re-appoint Mr. N. Thirupathi Rao (holding DIN- 00055610) (who has attained the age of 70 (Seventy) years on 01<sup>st</sup> February 2023), as a Whole-time Director of the Company for a further period of 2 (Two) years from the date of expiry of his present term of office on 31<sup>st</sup> July 2025, that is with effect from 01<sup>st</sup> August 2025, with a remuneration (including all Perquisites/Allowances) of Rs. 2,40,00,000 (Rupees Two Crore Forty Lakhs Only) Per Annum on the following terms and conditions as detailed hereunder until the same are revised, and with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

Gratuity, Medclaim, leave encashment, Provident fund and Long Service Awards will be provided as per the Company’s policy.

Car for the use of Company business and mobile/telephone at residence shall not be considered as perquisite.

The perquisites mentioned above shall be interchangeable.

**RESOLVED FURTHER THAT** the expenses incurred for travelling, boarding and lodging during business trips and provision of car(s) for use on Company’s business shall be reimbursed at actual and not considered as perquisites.

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**RESOLVED FURTHER THAT** approval of the members be and is hereby accorded to pay the performance-based Commission to Mr. N. Thirupathi Rao, Whole Time Director, subject to his performance in view of the achievement of targets and growth of the Company and the members hereby authorize the Board to decide the performance-based Commission from time to time.

**RESOLVED FURTHER THAT** the overall remuneration payable to Mr. N. Thirupathi Rao by way of salary, perquisites, allowances, incentive / bonus / performance linked incentive etc., as the case may be, shall not exceed in the aggregate 5% (Five percent) of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof and subject to the limits envisaged under Section 197 of Companies Act, 2013 read with Schedule V of the Act.

**RESOLVED FURTHER THAT** the members hereby authorize the Board (which will include its Committee thereof if any) to alter and vary the terms and conditions of his re-appointment/remuneration as it may deem fit in the best interests of the Company and subject to not exceeding the limits specified under Section 197 read with Schedule V of the Act to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.

**RESOLVED FURTHER THAT** any Director of the Company be and hereby authorized to do all such acts, deeds and things which are necessary and desirable for giving effect to this resolution including but not limited to filing of necessary documents, e-forms with the Registrar of Companies, Telangana and making necessary entries in the registers maintained as per the provisions of the Companies Act, 2013 required if any.”

## **ITEM No.4:**

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

**To re-appoint Mr. Ch. Peda Subbaiah (holding DIN-03560382) as Whole-time Director of the Company**

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (hereinafter referred as ‘the Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), pursuant to the Articles of Association of the Company and to the recommendation of the Nomination and Remuneration Committee and Board of Directors, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Ch. Peda Subbaiah (holding DIN-03560382) as a Whole-time Director of the Company, for a further period of 2 (Two) years from the date of expiry of his present term of office on 31<sup>st</sup> July 2025, that is with effect from 01<sup>st</sup> August 2025 with

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a remuneration (including all Perquisites/Allowances) of Rs.7,00,00,000 (Rupees Seven Crores Only) Per Annum on the following terms and conditions as detailed hereunder until the same are revised, and with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

Gratuity, Mediclaim, leave encashment, Provident fund and Long Service Awards will be provided as per the Company's policy.

Car for the use of Company business and mobile/telephone at residence shall not be considered as perquisite.

The perquisites mentioned above shall be interchangeable.

**RESOLVED FURTHER THAT** the expenses incurred for travelling, boarding and lodging during business trips and provision of car(s) for use on Company's business shall be reimbursed at actual and not considered as perquisites.

**RESOLVED FURTHER THAT** approval of the members be and is hereby accorded to pay the performance-based Commission to Mr. Ch. Peda Subbaiah, Whole Time Director, subject to his performance in view of achievement of targets and growth of the Company and the members hereby authorize the Board to decide the performance-based Commission from time to time.

**RESOLVED FURTHER THAT** the overall remuneration payable to Mr. Ch. Peda Subbaiah by way of salary, perquisites, allowances, incentive / bonus / performance linked incentive, Commission etc., as the case may be, shall not exceed in the aggregate 5% (Five percent) of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof and subject to the limits envisaged under section 197 of Companies Act, 2013 read with Schedule V of the Act.

**RESOLVED FURTHER THAT** the members hereby authorize the Board (which will include its Committee thereof if any) to alter and vary the terms and conditions of his re-appointment/remuneration as it may deem fit in the best interests of the Company and subject to not exceeding the limits specified under Section 197 read with Schedule V of the Act to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.

**RESOLVED FURTHER THAT** any Director of the Company be and hereby authorized to do all such acts, deeds and things which are necessary and desirable for giving effect to this resolution including but not limited to filing of necessary documents, e-forms with the Registrar of Companies, Telangana and making necessary entries in the registers maintained as per the provisions of the Companies Act, 2013 required if any."

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## ITEM No.5:

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

**To alter the Main Objects Clause in Clause III (A) of the Memorandum of Association of the Company, by inserting object No. 10 and 11, after the existing object No. 9.**

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, subject to the approval, permission or registration from the statutory or regulatory authority(ies), as may be necessary, members hereby accords their consent to alter the Clause III (Objects Clause) of the Memorandum of Association of the Company, by inserting the following object No. 10 and 11 of Clause III, after the existing object No. 9:

III (A) 10. To carry on the business of Engineering, designing, construction, developing, operating, maintaining on ground and below ground, under ground storage locations, storage and distributing terminals for Crude oil, petroleum, Petroleum gas terminal, natural gas terminal, **Petroleum, Oils and Lubricants (POL)** Terminals and storage and leasing of space, liquefaction facility, regasification facility, Retail Fuel and Compressed Natural Gas (CNG) Stations, retail outlets and all associated facilities and infrastructure required for this business, to procure, to process, to undertake marketing, trading and distribution of all types of commodities including crude oil, natural gas, petroleum products liquefied petroleum gas, petrol, naphtha, high speed diesel, aviation turbine fuel, superior kerosene oil and all related products etc., to deal with any spare parts, accessories, equipment, or anything or things required and necessary for the above mentioned business in India and abroad.

III (A) 11. To carry on the business of engineering, design, construction, development, and maintenance of tourism parks, recreation centres, gardens, and tourism hubs, including but not limited to theme parks, eco-tourism sites, heritage sites, and entertainment zones, establishing, running, operating and managing of super luxury holistic wellness resorts, wellness clubs and health farms and rejuvenation centres and wellness retreats, resorts, wellbeing clinics by discovering new healthy habits that aim at providing long-term benefits.

**RESOLVED FURTHER THAT** Mr. P. V. Krishna Reddy, Managing Director (Holding DIN: 01815061) and Mr. N. Thirupathi Rao, Whole-time Director (Holding DIN: 00055610) of the Company be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and to do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid object Nos.10 and 11 under Clause III of the Memorandum of Association of the

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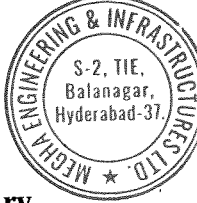
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Company, as may be required by the Registrar of Companies and/or any statutory/regulatory authority.”

By the order of the Board of Directors  
For Megha Engineering & Infrastructures Limited



Date: 21.07.2025

Place: Hyderabad

**N. Chandra Kala**  
Company Secretary

ACS: 32377

R/o. 8-3-502/10/B,  
Ameerpet, Hyderabad.



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## NOTES:

1. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him / herself and proxy need not be a member of the company.

Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 a person shall not act as a proxy for more than fifty (50) members 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 10% of the total share capital of Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. The instrument appointing the proxy, duly stamped completed and signed, should be deposited at the Registered office of the Company as per the provisions of Companies Act, 2013.
3. Members/Proxies should bring the duly filled attendance slip enclosed herewith to attend the meeting.
4. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business(es) to be transacted at this meeting is annexed hereto;
5. Members are requested to intimate immediately any change in their address, including e-mail addresses to the Company;
6. A Route Map showing the directions to reach the venue of the Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on 'General Meeting'.
7. Members desiring any information are requested to submit their queries addressed to the Company Secretary in advance of the meeting so that the information called for can be made available at the meeting. The statutory registers will be available for inspection on the day of the meeting.

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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

### **Item No.1, 2 and 4:**

Based on the recommendation of the Nomination & Remuneration Committee ('the Committee'), the Board of Directors of the Company ("the Board") at its meeting held on 19<sup>th</sup> July 2025, given their approval for reappointment of Mr. B. Srinivas Reddy, and Mr. Ch. Peda Subbaiah as a Whole-time Directors of the Company, for a further period of 2 (two) years from the date of expiry of their present term, that is 31<sup>st</sup> July 2025 i.e., with effect from 01<sup>st</sup> August 2025 and Mr. P. Doraiah for a further period of One year and ten Months from the date of expiry of his present term, that is 31<sup>st</sup> July 2025 i.e., with effect from 01<sup>st</sup> August 2025 on such terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee (the 'NRC Committee') and approved by the Board.

It is proposed to seek members' approval for the re-appointment of and other terms including remuneration payable to Mr. B. Srinivas Reddy, Mr. Ch. Peda Subbaiah and Mr. P. Doraiah as Whole-time Directors, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. B. Srinivas Reddy, Mr. Ch. Peda Subbaiah and Mr. P. Doraiah are as mentioned in the proposed resolutions as set out under Item No.1,2 and 4 of the Notice.

Mr. B. Srinivas Reddy, Mr. Ch. Peda Subbaiah and Mr. P. Doraiah satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section(3) of Section 196 of the Act for being eligible for re-appointment and not disqualified from being appointed as Director(s) in terms of Section 164 of the Act.

The terms mentioned above under Item No. 1, 2 and 4 may be treated as a written memorandum setting out the terms of re-appointment of Mr. B. Srinivas Reddy, Mr. Ch. Peda Subbaiah and Mr. P. Doraiah under Section 190 of the Act respectively.

Details of Mr. B. Srinivas Reddy, Mr. Ch. Peda Subbaiah and Mr. P. Doraiah are provided in "Annexure" to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The aforesaid Whole-time Directors have rich and varied experience in the industry and have been contributing for the immense growth of the Company with their varied skills such as leadership, execution of complex tasks, analysis and foresight of business opportunities, etc.,

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It would be in the interest of the Company to continue to avail their considerable expertise and to re-appoint them as Whole-time Directors. Accordingly, approval of the members is sought for passing the resolutions set out under Item No 1, Item No.2 and Item No.4 as Ordinary Resolutions for re-appointment of aforesaid Director(s) as Whole-time Director(s).

None of the Directors of the Company except the aforesaid Directors for their respective item(s)/ their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned resolution(s) except to the extent of shareholding if any.

The Board recommends the Resolutions set out at Item No.1, Item 2 and Item 4 of the Notice as an Ordinary Resolution(s) for the approval of members.

## **Item No. 3:**

Based on the recommendation of the Nomination & Remuneration Committee ('the Committee'), the Board of Directors of the Company ("the Board") at its meeting held on 19<sup>th</sup> July 2025, given their approval for reappointment of Mr. N. Thirupathi Rao as a Whole-time Director of the Company, for a further period of 2 (two) years from the date of expiry of his present term, that is 31<sup>st</sup> July 2025 i.e. with effect from 01<sup>st</sup> August 2025 on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee (the 'NRC Committee').

Mr. N. Thirupathi Rao is a Chartered Accountant having 39 years of rich experience in various industries in the areas of IPO & ECB, public issues, Acquisitions, Mergers & Amalgamation, preparation and dealing with BIFR scheme, Finalization of Accounts and getting audited, preparation of Annual reports with thorough knowledge in accounting standards, negotiations with banks and financial institutions for long term and short term financial assistance, working capital requirements, statutory compliances and remittances of various taxes, etc. with good team coordination and leadership qualities.

He is a prominent and successful contributor for gigantic success and growth of the Company with his wide and varied experience in the management of business and industry. Accordingly, looking at his expertise and long experience of business and corporate management, the Board of Directors recommends the Special resolution set out at Item No.3 of the accompanying Notice for the approval of the Members. The Board is of the view that the continued association of Mr. N. Thirupathi Rao would benefit the Company, given the knowledge, experience and performance of Mr. N. Thirupathi Rao, and contribution to Board processes by him. In the opinion of the Board, Mr. N. Thirupathi Rao fulfills the conditions specified in the Act, the Rules thereunder for appointment as a Whole Time Director.

Mr. N. Thirupathi Rao, Whole Time Director, attained the age of 70 years on 01<sup>st</sup> February 2023. The Company seeks consent of the members by way of special resolution under the provisions of

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Section 196 (3) (a) of the Companies Act, 2013. The Board therefore recommends the Special Resolution for the approval of members of the Company.

Broad particulars of the terms of re-appointment, including remuneration payable to Mr. N. Thirupathi Rao are as mentioned in the proposed resolutions as set out under Item No.3 of the Notice.

Mr. N. Thirupathi Rao satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for re-appointment and not disqualified from being appointed as Director(s) in terms of Section 164 of the Act.

The terms mentioned above under Item No. 3 may be treated as a written memorandum setting out the terms of re-appointment of Mr. N. Thirupathi Rao under Section 190 of the Act respectively.

Details of Mr. N. Thirupathi Rao are provided in "Annexure" to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Directors of the Company except Mr. N. Thirupathi Rao / their relatives are in any way concerned or interested, financially or otherwise, in the aforementioned resolution except to the extent of shareholding if any;

The Board recommends the Resolutions set out at Item No.3 of the Notice as a Special Resolution for the approval of members.

## **Item No.5:**

The Company is proposing to undertake business of:

1. To carry on the business of Engineering, designing, construction, developing, operating, maintaining on ground and below ground, under ground storage locations, storage and distributing terminals for Crude oil, petroleum, Petroleum gas terminal, natural gas terminal, **Petroleum, Oils and Lubricants (POL) Terminals** and storage and leasing of space, liquefaction facility, regasification facility, Retail Fuel and Compressed Natural Gas (CNG) Stations, retail outlets and all associated facilities and infrastructure required for this business, to procure, to process, to undertake marketing, trading and distribution of all types of commodities including crude oil, natural gas, petroleum products liquefied petroleum gas, petrol, naphtha, high speed diesel, aviation turbine fuel, superior kerosene oil and all related products etc., to deal with any spare parts, accessories, equipment, or anything or things required and necessary for the above mentioned business in India and abroad.

# Megha Engineering & Infrastructures Ltd.

An ISO 9001-2015 Company

S-2, Technocrat Indl. Estate, Balanagar, Hyderabad-500037, Telangana, INDIA

Tel: +91-40-44336700 Fax: +91-40-44336800

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2. To carry on the business of engineering, design, construction, development, and maintenance of tourism parks, recreation centres, gardens, and tourism hubs, including but not limited to theme parks, eco-tourism sites, heritage sites, and entertainment zones, establishing, running, operating and managing of super luxury holistic wellness resorts, wellness clubs and health farms and rejuvenation centres and wellness retreats, resorts, wellbeing clinics by discovering new healthy habits that aim at providing long-term benefits.

To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by inserting the object no. 10 and 11 in Clause III (A) after the existing object No. 9. The above amendment would be subject to the approval of members of the Company and the Registrar of Companies, Telangana and any other Statutory or Regulatory Authority, as may be necessary.

The Board of Directors of the Company ("the Board") at its meeting held on 19<sup>th</sup> July 2025, given their approval for amending the Main Objects under the Objects Clause of the Memorandum of Association of the Company.

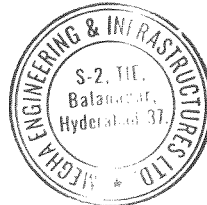
A copy of the Memorandum of Association of the Company together with the proposed alterations is annexed to this notice.

As per the provisions of Section 13 of the Companies Act, 2013 it is required to obtain the approval of members of the Company to alter the Memorandum of Association by way of Special Resolution.

None of the Directors of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned resolution except to the extent of shareholding if any;

The Board recommends the Resolutions set out at Item No.5 of the Notice as a Special Resolution for the approval of members.

By the order of the Board of Directors  
For Megha Engineering & Infrastructures Limited



**N. Chandra Kala**  
Company Secretary  
ACS: 32377  
R/o. 8-3-502/10/B,  
Ameerpet, Hyderabad.

Date: 21.07.2025  
Place: Hyderabad

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## ANNEXURE TO THE NOTICE DATED 21<sup>ST</sup> JULY 2025

### DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT

(Furnished pursuant to Clause 1.2.5 of the Secretarial Standard-2 Issued by The Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013)

Particulars	Mr. B. Srinivas Reddy	Mr. P. Doraiah	Mr. N. Thirupathi Rao	Mr. Ch. Peda Subbaiah
Age	55 Years	68 Years	72 Years	65 Years
Qualifications	M.B.A-Marketing	B.Sc. (Eng.)	Chartered Accountant	B.E- Civil
Experience (including expertise in specific functional area) / Brief Resume	A Management Graduate possessing around 31 years of rich experience in Business Development, Project planning & Execution, coordination, Negotiations with Government Officials, Contractors, vendors and other parties in the fields of Purchase, Tendering and having focused skills in Major Lift Irrigation projects, manufacturing, Erection & Fabrication of Heavy Engineering machinery, Wind Mill Towers etc.	Having rich experience around 39 years in operation, construction and maintenance of sugar plants. Construction, project management, operations & maintenance of petro chemical plants, Hydro-carbon sector. Design, Engineering, procurement, construction and commissioning of On-Shore Oil & Gas installation on turnkey Basis including Project Management.	Chartered Accountant having 39 years of rich experience in Bulk drug, pharmaceutical, software and Natural stone, Infra industries in the areas of IPO & ECB, public issues, Acquisitions, Mergers & Amalgamation, preparation and dealing with BIFR scheme, Finalization of Accounts and getting audited, preparation of Annual reports with thorough knowledge in	Having about 34 years of experience in Government undertakings in Irrigation sector and infrastructure industry in project management, project administration, planning, scheduling, monitoring, Work force Planning, Project approvals, Resource allocation, Cost estimates, Project cost control, forecasting, Change management, project risk

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			<p>accounting standards, negotiations with banks and financial institutions for long term and short term financial assistance, working capital requirements, statutory compliances.</p> <p>He is highly skilled in managing financial and tax related activities of the Company with his immense knowledge in the domain.</p>	<p>analysis, earned value analysis, Project Optimization, Project performance assessment, Project tracking, Budgeting, Construction, Constructability review, Project audit, Liaisoning with client, Contract Administration, Business Development, Corporate Planning, and etc.,</p>
Terms and Conditions of Appointment/ Re-appointment	As per the resolution at item No. 1 of the Notice convening 01 <sup>st</sup> Extra-ordinary General Meeting/2025-26 on 12.08.2025 read with explanatory statement thereto, Mr. B. Srinivas Reddy is proposed	As per the resolution at item No. 2 of the Notice convening 01 <sup>st</sup> Extra-ordinary General Meeting/2025-26 on 12.08.2025 read with explanatory statement thereto, Mr. P. Doraiah is proposed to be re-	As per the resolution at item No. 3 of the Notice convening 01 <sup>st</sup> Extra-ordinary General Meeting/2025-26 on 12.08.2025 read with explanatory statement	As per the resolution at item No. 4 of the Notice convening 01 <sup>st</sup> Extra-ordinary General Meeting/2025-26 on 12.08.2025 read with explanatory

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	to be re-appointed as a Whole-time Director	appointed as a Whole-time Director	thereto, Mr. N. Thirupathi Rao is proposed to be re-appointed as a Whole-time Director	statement thereto, Mr. Ch. Peda Subbaiah is proposed to be re-appointed as a Whole-time Director
Remuneration last drawn p.a (including sitting fees, if any)	Rs 4.25 Crores	Rs 3.03 Crores	Rs 2.43 Crores	Rs 4.25 Crores
Remuneration proposed to be paid	As per the resolution at item No. 1 of the Notice convening 01 <sup>st</sup> Extra-ordinary General Meeting/2025-26 on 12.08.2025 read with explanatory statement thereto	As per the resolution at item No. 2 of the Notice convening 01 <sup>st</sup> Extra-ordinary General Meeting/2025-26 on 12.08.2025 read with explanatory statement thereto	As per the resolution at item No. 3 of the Notice convening 01 <sup>st</sup> Extra-ordinary General Meeting/2025-26 on 12.08.2025 read with an explanatory statement thereto	As per the resolution at item No. 4 of the Notice convening 01 <sup>st</sup> Extra-ordinary General Meeting/2025-26 on 12.08.2025 read with explanatory statement thereto
Date of first appointment on the Board	28/11/2009	28/11/2009	28/11/2009	21/07/2012
Shareholding in the Company	NIL	NIL	NIL	NIL



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Relationship with other Directors/Key Managerial Personnel.	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the year 2025-26	Nil	1 Board Meeting	1 Board Meeting	1 Board Meeting
Directorships of other Boards	<ol style="list-style-type: none"> <li>1. Meghavaram Power Private Limited</li> <li>2. Evey Trans Private Limited</li> <li>3. SEPC Power Private Limited</li> <li>4. MEIL Green Energy Private Limited</li> <li>5. Khandukhal Rampura Transmission Limited</li> <li>6. MEIL Pharma Private Limited</li> <li>7. MP Power Transmission Package-I Limited</li> <li>8. MEIL Anpara Energy Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. MEIL Sai Rama Oil &amp; Gas Private Limited</li> <li>2. MEIL Aplus Engineering Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Mcleod Hydro Power Ventures Private Limited</li> <li>2. MEIL Media Limited</li> <li>3. EVEY Trans Private Limited</li> <li>4. MEIL Lambadug Hydro Power Private Limited</li> <li>5. KU Power Projects Limited</li> <li>6. MEIL Chengala Roadways Private Limited</li> <li>7. MEIL Neeleshwaram Roadways Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. MEIL (Bhubaneswar) Bulk Water Project Private Limited</li> <li>2. Western U.P. Power Transmission Company Limited</li> <li>3. Evey Trans Private Limited</li> <li>4. MEIL Vijayawada Bypass Roadways Private Limited</li> <li>5. MEIL Lambadug Hydro Power Private Limited</li> </ol>

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			<p>8. Evey Transport Limited</p> <p>9. MEIL Energy Private Limited</p>	<p>6. KU Power Projects Limited</p> <p>7. MEIL Balsua-Hiranagar Expressway Private Limited</p> <p>8. MEIL Green Energy Private Limited</p> <p>9. MEIL Investments (India) Limited</p>
Membership / Chairmanship of Committees of other Boards	<p><b>SEPC Power Private Limited</b></p> <ul style="list-style-type: none"> <li>➤ Member of Audit Committee</li> <li>➤ Member of Nomination and Remuneration Committee</li> <li>➤ Member of CSR Committee</li> </ul>	--	<p><b>MEIL Chengala Roadways Private Limited</b></p> <ul style="list-style-type: none"> <li>➤ Member of CSR Committee</li> </ul> <p><b>MEIL Neeleswaram Roadways Private Limited</b></p> <ul style="list-style-type: none"> <li>➤ Member of CSR Committee</li> </ul>	<p><b>Western U.P. Power Transmission Company Limited</b></p> <ul style="list-style-type: none"> <li>➤ Member of Audit Committee</li> <li>➤ Member of CSR Committee</li> </ul> <p><b>MEIL (Bhubaneswar) Bulk Water Project Private Limited</b></p> <ul style="list-style-type: none"> <li>➤ Chairman of Audit Committee</li> </ul>

# Megha Engineering & Infrastructures Ltd.

An ISO 9001-2015 Company

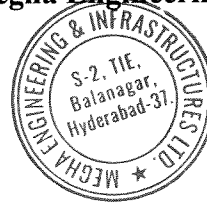
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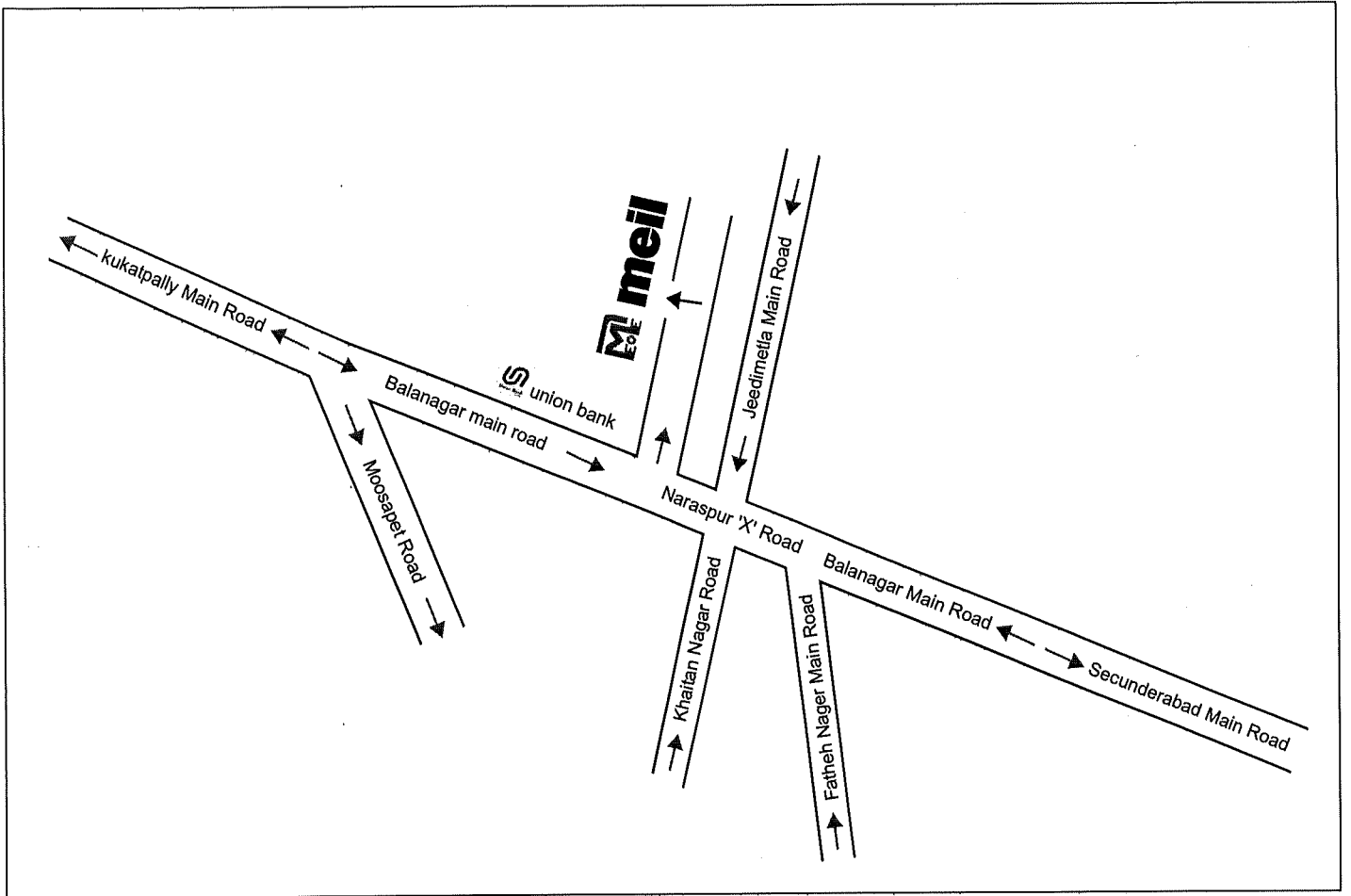
				➤ Chairman of Nominati on and Remuner ation Committ ee
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By the order of the Board of Directors  
For Megha Engineering & Infrastructures Limited



Date: 21.07.2025  
Place: Hyderabad

**N. Chandra Kala**  
**Company Secretary**  
**ACS: 32377**  
**R/o. 8-3-502/10/B,**  
**Ameerpet, Hyderabad.**



**Megha Engineering & Infrastructures Limited**

CIN: U45202TG2006PLC050271

Regd. Office: S-2, Technocrat Industrial Estate, Balanagar, Hyderabad – 500 037, Telangana.

Email: [ntr@meil.in](mailto:ntr@meil.in); [chandrakala@meghaeng.com](mailto:chandrakala@meghaeng.com)

Website: [www.meil.in](http://www.meil.in)

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name and Address of the shareholder(s) \_\_\_\_\_

E-mail ID \_\_\_\_\_

Folio No./DP ID & Client ID \_\_\_\_\_

I/We being the shareholder(s) of \_\_\_\_\_ Shares of Megha Engineering & Infrastructures Limited hereby appoint

1. Name: \_\_\_\_\_ Email id: \_\_\_\_\_  
Address \_\_\_\_\_  
Signature \_\_\_\_\_ or failing him.

2. Name: \_\_\_\_\_ Email id: \_\_\_\_\_  
Address \_\_\_\_\_  
Signature \_\_\_\_\_ or failing him.

3. Name: \_\_\_\_\_ Email id: \_\_\_\_\_  
Address \_\_\_\_\_  
Signature \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 01<sup>st</sup> Extraordinary General Meeting/2025-26 of the Company on Tuesday, 12<sup>th</sup> August 2025 at 03:00 P.M. at S-2, Technocrat Industrial Estate, Balanagar, Hyderabad - 500 037, Telangana or any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Particulars	For	Against
	<b><u>SPECIAL BUSINESS:</u></b>		
1	To Re-Appoint Mr. B. Srinivas Reddy (holding DIN- 02331802) as Whole-time Director of the Company		
2	To re-appoint Mr. P. Doraiiah (holding DIN- 02120726) as Whole-time Director of the Company		

3	To re-appoint Mr. N. Thirupathi Rao (holding DIN-00055610) as Whole-time Director of the Company		
4	To re-appoint Mr. Ch. Peda Subbaiah (holding DIN-03560382) as Whole-time Director of the Company.		
5	To alter the Main Objects Clause in Clause III (A) of the Memorandum of Association of the Company, by inserting object No. 10 and 11, after the existing object No. 9		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025

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

Signature of Proxy holder(s) \_\_\_\_\_

**Note:** The proxy form must be deposited at the registered office of the company not less than 48 hours before the meeting.

**Megha Engineering & Infrastructures Limited**

CIN: U45202TG2006PLC050271

Regd. Office: S-2, Technocrat Industrial Estate, Balanagar, Hyderabad, Telangana- 500037

Email: [ntr@meil.in](mailto:ntr@meil.in); [chandrakala@meghaeng.com](mailto:chandrakala@meghaeng.com)

Website :[www.meil.in](http://www.meil.in)

**ATTENDANCE SLIP**

(To be presented at the entrance)

**01<sup>st</sup> Extra-ordinary General Meeting/2025-26**

I hereby state that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the 01<sup>st</sup> Extra-ordinary General Meeting/2025-26 of the company being held on Tuesday, 12<sup>th</sup> August 2025 at 03:00 P.M. at S-2, Technocrat Industrial Estate, Balanagar, Hyderabad, Telangana- 500037 or/any adjournment thereof.

Name of the attending shareholder : \_\_\_\_\_  
(in **BLOCK LETTERS**)

Name of the proxy : \_\_\_\_\_  
(to be filled in, if proxy attends)

Signature of the shareholder : \_\_\_\_\_

Signature of proxy : \_\_\_\_\_

Regd. Folio Number/DP& Client ID : \_\_\_\_\_

Number of shares held : \_\_\_\_\_

**Note:**

Shareholders/proxy holders are requested to bring the Attendance Slips with them duly completed when they come to the meeting and hand them over at the premises of the meeting, affixing their signature on them.

**INCORPORATED  
UNDER THE COMPANIES ACT, 1956  
(1 OF 1956)  
(COMPANY LIMITED BY SHARES)  
MEMORANDUM OF ASSOCIATION  
OF**

**MEGHA ENGINEERING & INFRASTRUCTURES LIMITED**

- I. The name of the Company is **MEGHA ENGINEERING & INFRASTRUCTURES LIMITED.**
- II. The Registered Office of the Company will be situated in the State of Telangana\*.
- III. The objects for which the Company is established are:

**(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

- 1. To carry on the business of developers of infrastructure projects of every kind and description, industrial parks, town ships, real estate developers, builders, engineers, contractors of civil, mechanical, electrical and structural engineering, construction of drinking water and irrigation projects, roads, sewers, bridges, embankments, dams, canals, ports, etc.
- 2. To carry on business as providers of infrastructure facilities of every kind and description either on lease or otherwise and for these purposes to purchase take on lease or otherwise acquire and hold any lands, estates or buildings, rights or interests therein or connected there with and to construct, reconstruct, alter, improve, decorate, furnish and maintain buildings, structures and erections of all kinds and to carry on any other business analogous or incidental thereto.
- 3. To carry on business as manufacturers, importers, exporters, dealers and traders in MS Pipes, PSC Pipes, GRP Pipes, Surge Protection Devices, electrical, electronic, mechanical and engineering products, devices, tools, goods and accessories of every kind and description, ferrous and non-ferrous metals, metal castings, forgings and structures.
- 4. To carry on business in Power sector comprising of trading, generation, transmission and distribution with conventional and non-conventional sources and renewable and alternative energy sources.
- 5. To carry in business in Hydrocarbon sector comprising exploration, production, processing and engineering procurement and construction of related plant and equipment in petroleum and gas sector.

**(\*By virtue of The Andhra Pradesh Reorganization Act, 2014, the situation of the Registered office of the Company falls under the State of Telangana.)**



6. To plan, establish, develop, provide, operate, maintain and market various services, including cable or satellite based communications and networking services or broadcasting or broadcasting content services, direct-to-home services, satellite based transmission services and maintain telecommunication networks, systems, services including telephones, telex, message, relay, data transmission, facsimile, television, telematics, value added network services, paging, cellular, mobile, audio and video services, maritime and Aeronautical communication services and other telecommunication services as are in use elsewhere or to be developed in future and to act as satellite based service provider and carry on the business of generation, distribution, redistribution, reception, transmission, re-transmission of audio, video, data and radio signals.
7. To carry on the business of design, development, manufacture, installation, commissioning, integration, up-gradation, repairs and to act as maintainers, buyers, sellers, hirers, exporters, importers, distributors, representatives and dealers of all military grade products including weapons, small arms, medium & large arms, ammunition, military transport, Infantry Combat Vehicles, defence electronics, avionics, communication equipment, naval systems for Defence Forces including Army, Navy, Air Force, Para Military forces and State police forces and to run the said activity by itself or through partnership, joint venture, Transfer of Technology (ToT) in association with any private, public or foreign technology partners."

**Note:** The Object No.7 is inserted vide Special Resolution passed at Extra Ordinary General Meeting of members duly convened on 27<sup>th</sup> April 2018.

8. \*To carry on in India or elsewhere the business of exploring, operating and working on mines, quarries, to acquire mining and other rights on coal mines, metals, ores or minerals by purchase, lease, license, grant or otherwise, to engage in the production, extraction, sale and disposal, gasification, liquefaction, trading, import, export, sub-contracting and to deal with coal, metals, minerals and its by products, to mine, quarry or beneficiate coal, coke and other by- products of minerals, to treat and render marketable such of the aforesaid and any other minerals as are capable of commercial exploitation, beneficiation, to install, operate and manage all necessary plants, mines, establishments in India and abroad.
9. \*To establish, organize, manage, run, charter, conduct, contract, develop, handle, own, operate, lease the passenger services, freight forwarders, transport, cartage and haulage contractors in India and abroad and to provide carrier, freight, transport, and delivery services by land, road, railway, sea, river, canal, water or air through any kind of vehicle or mode of transport and to act as booking agents, indenting agents and travel agents for and in connection with the passengers, containers, packages, parcels, articles, mails, goods or bulk commodities.

**\*Note:** The Object No.8 and 9 are inserted vide Special Resolution passed at Extra-Ordinary General Meeting of members duly convened on 27<sup>th</sup> August 2020.

10. To carry on the business of Engineering, designing, construction, developing, operating, maintaining on ground and below ground, under ground storage locations, storage and distributing terminals for Crude oil, petroleum, Petroleum gas terminal, natural gas

terminal, Petroleum, Oils and Lubricants (POL) Terminals and storage and leasing of space, liquefaction facility, regasification facility, Retail Fuel and Compressed Natural Gas (CNG) Stations, retail outlets and all associated facilities and infrastructure required for this business, to procure, to process, to undertake marketing, trading and distribution of all types of commodities including crude oil, natural gas, petroleum products liquefied petroleum gas, petrol, naphtha, high speed diesel, aviation turbine fuel, superior kerosene oil and all related products etc., to deal with any spare parts, accessories, equipment, or anything or things required and necessary for the above mentioned business in India and abroad.

11. To carry on the business of engineering, design, construction, development, and maintenance of tourism parks, recreation centres, gardens, and tourism hubs, including but not limited to theme parks, eco-tourism sites, heritage sites, and entertainment zones, establishing, running, operating and managing of super luxury holistic wellness resorts, wellness clubs and health farms and rejuvenation centres and wellness retreats, resorts, wellbeing clinics by discovering new healthy habits that aim at providing long-term benefits.

**(B) THE OBJECTS THAT ARE INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:**

1. To acquire, promote, own, establish, maintain and manage offices, firms, companies, warehouses, factories, plant & machinery, equipment in India or any part of the World for the conduct of the business of the Company conveniently or for the sale of any materials or things for the time being at the disposal of the Company for sale.
2. To acquire real or leasehold estate, and to purchase, lease, construct or otherwise acquire or provide in any place in which any part of the business of the company may from time to time be carried on, all such offices, factories, warehouses, work-shops, buildings, engines, machinery, plant and appliances, as may be considered requisite and essential for the purpose of carrying on business of Company or any part thereof.
3. To acquire and secure membership, scat or privilege either in the name of the company or its nominee or nominees in and of any association, exchanges, market, club or other institution in India or any part of the world for furtherance of any of the main objects of the company or any business, trade or industry.
4. To enter into collaboration as joint ventures or otherwise with parties in India or abroad for the purposes of promotion, improvement and for implementation of any or all the objectives of the Company.
5. To buy, prepare, treat, repair, manipulate, exchange, hire, let on hire import, plant, dispose of and deal in all kinds of articles and things which may be required for the purpose of any of the business which the Company is expressly or by implication authorized by this Memorandum to carry on or which are commonly supplied or dealt in by persons engaged any such business or which may seem capable of being profitably dealt in connection with any of the said business & deal in all kinds of plant, machinery, apparatus tools, utensils materials & things necessary or convenient for carrying on all or any of the main objects of Company.

6. To erect buildings, sheds, roads or houses on any land leased or purchased or to be leased to the Company, and to enlarge, alter or improve existing buildings, sheds, roads or houses thereon, for the purpose of business of the Company.
7. To employ or otherwise acquire technical experts, engineers, mechanics, foremen or skilled and unskilled labour for any of the purposes or business of the Company.
8. To make, undertake or encourage, experiment, research or invent in connection with the business of the Company.
9. To apply for, tender, purchase or otherwise acquire, contracts, subcontracts and concessions for all or any of them and to undertake, execute, carryout, dispose of or otherwise turn to account the same and to sublet all or any contracts from time to time and upon such terms and conditions as may be thought expedient.
10. To let on lease any machinery, plant, buildings and equipments of the Company for the time being the property of the Company or property which will be acquired in due course whether as a whole or part by part to any person, firm or Company.
11. To develop, repair, improve, extend, maintain, manage mortgage, charge, exchange, sell, assign, transfer, dispose of turn to account, or otherwise deal with the whole or any part of Company's property and assets.
12. To purchase, take on lease or in exchange, hire or otherwise acquire any estates [property or otherwise] land or lands in India or elsewhere and any rights of way, water rights and other rights, privileges and easements and concession and factories, machinery, implements, tools, live and dead stock, stores, effects and other, property, real or personal, immovable of any kind in so far as they are related or required for the Company's business.
13. To exchange, lease, mortgage, charge, develop, dispose of or otherwise deal with the undertaking of the Company or any part thereof upon such terms and for such consideration as the Company may think fit, and in particular for shares or other securities of any other company having objects altogether or in part similar to those of this Company.
14. To remunerate [by cash or otherwise or by other assets or by allotment of fully or partly paid up shares or in any other manner] any persons, firms associations or companies for services rendered or to be rendered in giving technical aid and advice, granting licenses or permissions for use of patents, trade secrets, trademarks, processes and in acting as trustees for debenture holders of the Company or for subscriptions whether absolutely or conditionally or for services rendered in or about the formation or promotion of the Company, if any, or for guaranteeing payment of such debentures or other securities of this Company and in any Company promoted by this company or in introducing any property or business to this Company or in or about the conduct of the business of this Company or interest thereon.
15. To build, alter, construct, and maintain any mills, factories warehouses, chawls, dwellings, reservoirs, tanks, roads, railway siding and canals and other buildings or work necessary or convenient for the company or which can be conveniently used in connection therewith.

16. To purchase or by any other means acquire and protect, prolong and renew, whether in India or elsewhere, any patents, rights, processes, and secrets, inventions, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture or grant licenses or privileges in respect of the same and to spend money experimenting upon and testing and in improving seeking to improve any patents, inventions, processes, secrets and rights which the Company acquire or propose to acquire.
17. To purchase or otherwise acquire and undertake the whole or any part of business, property rights, or liabilities of any person, firm or company carrying on any business which the company is authorized to carry on or possessed of property or rights suitable for any of the purposes of the Company, and to purchase, acquire, promote, aid, sell and deal in property shares, stocks, debentures or debenture stocks of any such person firm or Company and to conduct, make or carry on and to effect any arrangements in regard for the winding up of the business of any such persons, firm or company.
18. To enter into partnership, joint venture or any other arrangement for sharing of profits, co-operation, amalgamation, union of the interest, joint adventure, reciprocal concession, or otherwise with any Government, authority, person, firm or Company carrying on or engaged in or about to carry on, engage in, any business or transaction which this Company is authorised to carry on or engaged in, or any business or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the Company, and to lend money, to guarantee the contracts of or otherwise assist any such person, firm or company and to take or otherwise acquire shares, and securities of any such company and to sell, hold, reissue with or without guarantee or otherwise deal with the same.
19. To amalgamate with any other Company or Companies having objects altogether or in part similar to those of this Company.
20. To lend money to such persons or companies and on such terms as may seem expedient and in particular to persons having dealings with the company and to guarantee the performance of contracts by any such persons or companies.
21. To invest and deal with the money of the company not immediately required in such manner as may from time to time be determined by the Board of Directors.
22. To enter into agreement or arrangements with any Government or authorities, supreme, local or otherwise which may seem conducive to the Company's objects or any of them; to obtain from any such Government or authority any rights or privileges and concession which Company may think desirable to obtain, and to carryout, exercise and comply with any such agreements, rights privileges and concessions, and to oppose the grant of any such rights, privileges or concessions to others.
23. To insure with any person or company against losses, damages, risks and liabilities of any kind which may affect the Company either wholly or partly.
24. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-

employees of the Company or the dependants or connections of such persons and to grant pensions and allowances and to make payments towards insurance.

25. To assist any company by subscribing for or guaranteeing the subscription of capital, shares, stock, debentures, debenture-stock or other securities and to hold the shares, stocks and securities of any Company notwithstanding there may be liability thereon.
26. To promote and form and to be interested in and take, hold and dispose of shares in other companies having all or any of the objects mentioned in the Memorandum or which may be considered useful to this Company and to transfer to any such company property of this Company; to take or otherwise acquire, hold and dispose of shares, debentures and other securities, in or of any such company and to subsidise or otherwise assist any such company.
27. Generally, in India or elsewhere to carry on or assist or participate in any other business or trade which may seem to the Company capable of being conveniently carried as ancillary to the above main objects or calculated directly or indirectly to promote the interests of the company or to enhance the value of or render profitable any of the Company's property or rights.
28. To pay all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the company and to remunerate or donate to [by cash or by the allotment of fully or partly paid shares, or by call or option on shares, debentures, debenture stock or securities of this or any other company, whether out of the company's capital profits or otherwise] any person for services rendered or to be rendered or introducing any property or business to the Company or for any other reason which company may think proper.
29. To procure the registration or other recognition of the company in any country, state or place and to establish and regulate agencies for the purpose of the company business and to apply to any parliament, local Government, Municipal or other authority or body, in India or elsewhere for any Acts of parliament, laws, decrees; concessions, orders, rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
30. To draw, accept, make and to endorse, discount, or negotiate promissory notes, hundies, bills of exchange, bills of lading, and other negotiable instruments connected with the business or purpose of this company, subject to Banking Regulations Act, 1949.
31. To incur debts and obligations for the conduct of any business of the company and to purchase or hire the goods, materials, or machinery on credit or otherwise for any business or purpose of this company.
32. To borrow or raise money at interest or otherwise from financial institutions, banks, companies, firms and individuals, in such manner as the company may think fit, and/or by the issue of debentures or debenture stock, perpetual or otherwise including debentures or debentures convertible into shares of this or any other company, or perpetual annuities; and in security of any such money so borrowed, raised or received to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the company, present or future, including its uncalled capital by assignment or otherwise, and to transfer or convert the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient, and to purchase,

redeem or pay off any such securities. But the company shall not do any banking business as defined in the Banking Regulations Act, 1949.

33. To lend, invest or otherwise employ money belonging to the company upon securities and shares or without security, upon such terms as may be thought proper, and from time to time to vary such transaction in such manner as the Company thinks fit but not to do the business of banking within the meaning of the Banking Regulations Act, 1949.
34. To open an account or accounts with any banker or banks or bankers or shroffs and to pay into and to withdraw money from such account or accounts, whether they be in credit or otherwise.
35. To make advances of such sum or sums of money upon or respect of or for the rendering of services to Company, purchase of materials, goods, machinery, stores or any other property, articles and things required for purpose of company upon such terms with or without security as Company may deem expedient.
36. To create any Depreciation Fund, Reserve Fund, Sinking Fund, Insurance Fund, or any other special Fund, whether for depreciation or for repairing, improving extending or maintaining any of the property of the Company, or for any other purpose conducive to the interests of the Company.
37. To provide for the welfare of the directors, officers, employees and ex-directors, ex-officers, ex-employees of the Company and the wives, widows, and families, or dependants or connections for such persons by building or contributing to the building of houses, dwellings, or chawls or by grants of money, pension, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident or their associations, institutions, funds or trusts, and by providing or subscribing or contributing towards places of instruction and recreation hospitals and dispensaries, medical & other assistance as the Company shall think fit; to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national public or other institutions, and objects which shall have any moral or other claim to support or aid by Company either by reason of locality of operation or of public & general utility or otherwise, to incur expenditure in developing the education and to grant scholar ships, aids or any other help to students including, incurring and paying expenses on sending them for higher studies either in India or in any foreign country.
38. To adopt such means for making known the products of or the business carried on by the Company as may seem expedient and in particular by advertising in press, by circulars or purchase or exhibition of works of art and interest and by publication of books and periodicals and by granting prizes, awards and donations.
39. To open and keep a Register or Registers in any country or countries where it may be deemed advisable to do so, and to allocate any number of shares in the company to such register or registers.
40. 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 favour of the Company, subject to the provision of Sec.49 of Companies Act, 1956.

41. Subject to the provision of Section 78 of the Companies Act, 1956 to place to reserve or otherwise to apply as the company may from time to time think fit, any money received by way of premium on shares or debentures issued at a premium by the Company and any money received as dividends accrued on the forfeited shares.
42. Subject to the provisions of Companies Act, 1956, to indemnify members, officers, directors and servants of the Company or persons otherwise concerned with the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company or for any damages or losses or misfortune which shall happen in the execution of the duties of their office.
43. To promote freedom of contract and to assist, insure against counteract and discourage interference with freedom of contract and subscribe to any association or fund for any such purpose within constitutional means and to promote or oppose legislative and other measures, affecting the Industry, trade and commerce and manufactures within constitutional means.
44. In the event of winding up of Company, to distribute any of the property of the Company, amongst the members in specie or kind.
45. To train or pay for the training in India or abroad of any of the Company's Officers, employees or any candidate in the interest of or furtherance of the company's objects and business.

**(C) THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:**

1. To act as agents or brokers, sub-brokers and Trustees for any person or company and to undertake and perform sub-contracts and to do all or part of the above things in any part of the world and either as principals, agents, sub-brokers, trustees, contractors or otherwise and either alone or jointly with others.
2. To manufacture, establish, develop, formulate, structure, offer service and/or otherwise deal in all types of information and communication, telephone, telex, fax, radio, television, computers, satellite communications and other types of communications, render consultancy offer training courses, undertake job works/contract to design and develop various information's technologies, software and hardware connected with above fields and to obtain patent rights, copy rights and other intellectual property rights in the above fields.
3. To carryon all kinds of agency business and to take part in the management, supervision or control of the business or operations of any other company, corporation, undertaking, establishment, firm or person and in connection there with to appoint and remunerate any directors, accountants and other experts or agents.
4. To carry on the business of engineers, builders, contractors of civil, mechanical electrical and other kind: decorators and manufactures, importers, exporters, designers, fabricators, buyers, sellers and dealers in all kinds of construction material equipment, machinery and other allied materials.

5. To carry on the business of garage proprietors, taxi cab, Omnibus, motorcar, lorry and other public or private conveyance proprietors, job masters, Omnibus, motor car, lorry motor cycle or other vehicle manufacturers and repairers, garage builders, dealers in Motor accessories of all kinds, motor and mechanical engineers, dealers in oil and petroleum products of all kinds, carriers and hirers of vehicles of all description.
6. To purchase for investment or resale and to traffic in land and house and other property of any tenure and any interest therein and to create, sell and to deal in freehold/leasehold ground rents and to make advances upon the security of land or houses or other property or any interest therein and generally to deal in or traffic by way of sale, lease, exchange or otherwise with land and house property and any other property whether real or personal.
7. To own, purchase, take on lease, hire or exchange or otherwise acquire any estate, land, Tea Garden, orchards, groves, plantations and dairy farms and to carry on business as cultivators, growers, producers, planters, manufactures, buyers, sellers, dealers, importers, “exporters, agents, brokers. Traders or stockiest of tea, coffee, cocoa, cinchona, rubber, bamboo, timber, fruits, vegetables, coconuts, spices; cardamom, jute, hemp, cotton, sugarcane, linseed. Oil-seeds, wheat and other grains and any kind of horticulture, sericulture or agricultural product or products.
8. To carry on the business of import, export, distributors of all merchandise and to act as agents, stockists. Distributors for firms and companies in India and abroad.

IV. The liability of the members of the Company is limited.

- V. The Authorised share capital of the Company is Rs.1500,00,00,000/- (Rupees Fifteen Hundred Crore Only) divided into 150,00,00,000 No.s (One hundred and Fifty Crores only) Equity shares of Rs.10/- (Rupees ten only) each. The company shall have power to increase or reduce the capital and to issue any shares with special rights or privileges as to voting, dividend, and repayment of capital or otherwise or to subject the share to any restriction, limitation and conditions and to vary, modify or abrogate any such rights, privileges restrictions or conditions. The rights of the holders of any class of shares for the time being forming part of the capital of the Company may be modified, affected, varied, extended or surrendered.

\*Note: The Clause V was altered vide Ordinary Resolution passed at the 16<sup>th</sup> Annual General Meeting of Members duly convened on 30<sup>th</sup> September 2022 vide resolution No- 10.



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

Sl. No.	Name, Address, description and occupation and signatures of subscribers	Number of Equity shares taken by each subscriber	Name, address, description, occupation & signature of witness
1.	PAMI PICHI REDDY S/o. P. KRISHNA REDDY PLOT No.46, PAVAN VIHAR COLONY, BOWENPALLY, SECUNDERABAD – 500 011 OCCUPATION: BUSINESS, D.O.B:01.10.1957 Sd/-	22,850 (Twenty Two Thousand Eight Hundred Fifty Only)	Sd/- CHENIMINENI NAGARJUNA RAO S/o. C. SIDDAMA NAIDU B-115, KRISHNA APARTMENTS YELLAREDDYGUDA Hyderabad-500 073. Occ: Chartered Accountant M.No.25835
2.	P.V.KRISHNA REDDY S/o. P. VEERA REDDY PLOT No.46, ROAD No.72, PRASHASHAN NAGAR, JUBILEE HILLS, HYDERABAD. OCCUPATION: BUSINESS, D.O.B:30.06.1969 Sd/-	21,000 (Twenty One Thousand only)	
3.	PAMI REDDY RAMA W/o. P.PICHI REDDY PLOT No.46, PAVAN VIHAR COLONY, BOWENPALLY, SECUNDERABAD – 500 011 OCCUPATION: HOUSE WIFE, D.O.B:28.05.1967 Sd/-	2,500 (Two Thousand Five Hundred Only)	
4.	P. SUDHA W/o. P.V. KRISHNA REDDY PLOT No.46, ROAD No.72, PRASHASHAN NAGAR, JUBILEE HILLS, HYDERABAD. OCCUPATION: HOUSE WIFE, D.O.B:10.12.1978 Sd/-	2,500 (Two Thousand Five Hundred Only)	
5.	PAMI MANJALI REDDY D/o. P.PICHI REDDY PLOT No.46, PAVAN VIHAR COLONY, BOWENPALLY, SECUNDERABAD – 500 011 OCCUPATION: STUDENT, D.O.B:12.01.1986 Sd/-	1000 (One Thousand Only)	
6.	PEKETI RAJESH REDDY S/o. P.NAGESWARA REDDY PLOT NO.26, PAVAN VIHAR COLONY, BOWENPALLY SECUNDERABAD – 500 011 OCCUPATION: SERVICE, D.O.B:12.06.1979 Sd/-	50 (Fifty Only)	
7.	PURITIPATI VENKATA SUBBA REDDY S/o. P. VEERA REDDY PLOT No. 26, VAITHA CO-OP SOCIETY, NEW BOWENPALLY, SECUNDERABAD – 500 011 OCCUPATION: BUSINESS, D.O.B:10.06.1975 Sd/-	50 (Fifty Only)	
8.	PEDDINTI RAJA REDDY S/o. P. BUTCHI REDDY PLOT No.37, I A COLONY (PAVAN VIHAR COLONY), BOWENPALLY, SECUNDERABAD – 500 011. OCCUPATION: SERVICE, D.O.B:01.02.1969 Sd/-	50 (Fifty Only)	
	TOTAL NO. OF EQUITY SHARES TAKEN	50000 (Fifty Thousand only)	

Date: 22.05.2006  
Place: Hyderabad