



**POSTAL BALLOT NOTICE**

**(Pursuant to Section 110 of the Companies Act, 2013)**

To

The Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (including any statutory modification or re - enactment thereof for the time being in force), that the following Special Business are proposed to be passed as Special resolution by means of postal ballot, by the shareholders of Navayuga Engineering Company Limited

Accordingly, your consent is sought for the proposal as contained in the resolutions attached along with an explanatory statement pertaining to the resolutions setting out all material facts and the reasons thereof. Postal Ballot Form is also enclosed.

The Board of Directors has appointed Mr. P V N Sastry, Chartered Accountant to act as the scrutiniser for conducting the postal ballot process in a fair and transparent manner.

The members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope, so as to reach the scrutinizer at the corporate office of the Company on or before the close of working hours on 29<sup>th</sup> July, 2017. Please note that no other documents except duly completed Postal Ballot Form should be sent in the self-addressed envelope, otherwise it will be liable to be invalid / rejected.

The scrutiniser will submit his report after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on 31<sup>st</sup> July, 2017 at the Corporate Office of the Company.

Corp. Off: Plot No. 379, Road No.10, Jubilee Hills, Hyderabad - 500 033. India.

Tel: +91-40-2333 9991 /92 Fax: +91-40-2333 7789 E-mail: nec@navayuga.com www.nec ltd.com

Regd. Off: 48-9-17, Dwarakanagar, Visakhapatnam - 530 016. India

Tel: +91-891-2754602, 2747335 Fax: +91-891-2747362 E-mail: necvizag@navayuga.com

CIN: U45203AP1986PLC006925





Mr. C.Visweswara Rao, Chairman, Mr. C.Sridhar, Managing Director, Mr. Y Ramesh, Whole Time Director and Mr. K Sateesh Gupta, Company Secretary of the company are hereby authorized jointly and severally to do all necessary steps, acts, deeds and things as may be required to complete the procedural and other formalities for in respect of resolutions passed through postal ballot.

For Navayuga Engineering Company Limited

  
C Visweswara Rao  
Chairman  
DIN: 00009262

Date: 27.05.2017  
Place: Hyderabad

**Special Business:**

**Alteration of the Main object clause of the Memorandum of Association of the Company**

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

RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provision(s), if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and rules framed thereunder and subject to the approval of the Registrar of Companies, the consent of the members of the Company be and is hereby accorded to alter clause III (A) of Objects clause of the Memorandum of Association by inserting the following sub clause 4 after sub clause 3.

4. To carry on the business of construction, builders, contractors, engineers, colonizers, town planners, manufacturers of prefabricated and pre-casted houses, commercial complexes / multistoried buildings, bridges and dams, etc., including but not limited to designers, developers, dealers, manufacturers, procurers, traders, exporters, consultants, system integrators, or in any capacity in the field of information technology including development of computer software, information systems, networking systems, and computer hardware and to carry on the business as importer, exporter, buyers, lessors, and sellers of and dealers in all types of electronic components and equipment's necessary for the said purpose.

**NAVAYUGA**



RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to file the relevant documents with the Registrar of Companies, and to do all such acts and deeds as may be deemed expedient and necessary to give effect to this resolution.

**For Navayuga Engineering Company Limited**

A handwritten signature in black ink, appearing to read 'C. Visweswara Rao', written in a cursive style.

**C Visweswara Rao**  
**Chairman**  
**DIN: 00009262**

**Date: 27.05.2017**  
**Place: Hyderabad**

**Notes:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and reasons for the proposed Special resolutions are appended herein.
2. The Notice is being sent under Registered Post/Courier/e-mail to all the members, whose names would appear in the Register of Members / Record of Depositories as on 27<sup>th</sup> May, 2015.
3. The Board of Directors of the Company has appointed Mr. P.V.N.Sastry, Chartered Accountant as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman and in his absence to the Managing Director or Whole Time Director of the Company.
4. The Resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman and in his absence by the Managing Director/Whole Time Director of the Company, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the Resolutions. The result of the Postal Ballot will be declared on before the close of the business hours on 29<sup>th</sup> July, 2017 at the Corporate Office of the Company. After declaration, the result of the Postal Ballot shall also be posted on the Company's website <http://www.nec ltd.com>
5. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office/Corporate Office of the Company between 10.00 a.m. to 12.00 noon on any working day excluding Saturday and Sunday till the last date for receiving Postal Ballot Forms by scrutinizer i.e. 29<sup>th</sup> July, 2017.
6. The Postal Ballot form and the self-addressed business reply envelope are enclosed for use of members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote and to exercise their voting rights by using the attached postal ballot form. No other form or photocopy of the form is permitted.

**Explanatory Statement pursuant to Section 102 of The Companies Act, 2013****Alteration of Main Object clause of the Memorandum of Association of the Company**

Your company is into providing infrastructure facilities and it has established its reputation in the Indian Construction Industry in various specialized fields. In anticipation of future projects, your company proposes to venture into providing hardware and software support, including but not limited to system integration and other activities as mentioned in the resolution, along with its existing line of business of providing infrastructure facility.



The proposed alteration to the main objects of the memorandum of association shall enable the company to expand its present line of activities which shall result in increase of profit of the company.

In view of the above, your company intends to alter its Memorandum of Association so as to include the clause of its proposed new activity. The aforesaid alteration of main objects clause in the Memorandum of Association of the company require the approval of shareholders by passing Special Resolution.

Copy of Memorandum of Association of the company and other documents referred in the notice shall remain open for inspection by the members at the registered office of the Company during normal business hours on any working day.

Your Directors recommend the resolutions as set out above for your approval by Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution.

**For Navayuga Engineering Company Limited**

**C Visweswara Rao**  
**Chairman**  
**DIN: 00009262**

**Date:** 27.05.2017  
**Place:** Hyderabad

UNDER THE COMPANIES ACT, 1956(1 OF 1956)

(COMPANY LIMITED BY SHARES)

MEMORANDUM O.F ASSOCIATION

OF

**NAVAYUGA ENGINEERING COMPANY LIMITED**

- I. The name of the company is **NAVAYUGA ENGINEERING COMPANY LIMITED**
- II. The registered Office of the Company will be situated in the State of Andhra Pradesh.
- 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 acquire the business carried on by M/s. Navayuga Construction Co. having its office at Vizag with all its assets and liabilities as a going concern and carry on the business of M/s. Navayuga Construction Co. and to carry on the business of under taking of all types of Civil, Electrical and Mechanical Works, Civil Construction of Projects, Dams, undertaking of Supply Works, Railway Works, Military and other Engineering Works with State and Central Governments, Corporations, Municipalities, Parishads and with such other local Self Government bodies or authorities or individuals or bodies and in manufacturing of Engineering and other implements and in such other commodities that may be used in Construction works.
2. To enter into any Contracts and Agreements with Central or State Governments Public or Non-public undertakings, organizations and Boards or Authorities Municipal, Revenue, Local or otherwise, for undertaking of Civil, Mechanical, Electrical including Fabrication Works and manufacturing of all types of Machinery that may be installed and used in the construction of all types of Projects, Dams, Civil Works, Roads including, all types of Earth Works.
3. To Construct, execute, undertake, carryout, run, establish, acquire, maintain, remodel, alter, develop, work, control, manage, take on lease, purchase or acquire under any other terms and conditions, any hotels, clubs, tanks, schools, hospitals, restaurants, bars, places of worship, amusement, cremation and burial grounds; parks, gardens, libraries, reading rooms, orchestra stands, pavilions, pony and rickshaw or other vehicle stands, shops, garages, dairy farms or otherwise assist or work in association with any other person in any of the above or other undertaking and do any other act for the purpose of construction erection, demolition, removal, maintenance, improvement, administration, assessment, development, working, controlling or management thereof.

4. \*To carry on the business of construction, builders, contractors, engineers, colonizers, town planners, manufacturers of prefabricated and pre-casted houses, commercial complexes / multistoried buildings, bridges and dams, etc., including but not limited to designers, developers, dealers, manufacturers, procurers, traders, exporters, consultants, system integrators, or in any capacity in the field of information technology including development of computer software, information systems, networking systems, and computer hardware and to carry on the business as importer, exporter, buyers, lessors, and sellers of and dealers in all types of electronic components and equipment's necessary for the said purpose.

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

1. To build, take on lease, purchase or acquire in any manner whatsoever, any lands, apartments, houses, flats, rooms, shops, offices, hospitals, hotels, refreshment rooms, bars, stores or other accommodation and to let, or dispose of, the same on installment basis, rent purchase basis, or by outright sale whether by private treaty, or by auction, or in any other mode of disposition, all or any integral part thereof.
2. To develop and turn to account any land acquired by the Company or in which it is interested in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and by planting, paving, draining, farming and letting buildings on lease or building arrangements and by advancing money to and entering into contracts and arrangements of all kinds with builders, architects and others.
3. To acquire and undertake the whole or any part of the business, properties and liabilities of any person, Firm or Company carrying on any business which this Company is authorised to carry on possessed of property suitable for purposes of this Company.
4. To enter into partnership; or into, any arrangement for sharing profits, amalgamation, Union interest, co-operation, joint venture, reciprocal concession or other wise with any person firm or company carrying on or engaged in or about to carry on or engage in any business undertaking or transaction capable of being conducted so directly or indirectly to benefit this company or to amalgamate with any other Company having objects altogether or in part similar to those of this Company.
5. To lend money to or guarantee the contracts of or otherwise assist any such person, firm or Company and to place, take or otherwise acquire or be interested in hold, sell, deal in and dispose of shares, stocks, debentures and other securities of any such Company.

6. To acquire the whole or any part of the Undertaking and assets of any business within the objects of the company and any lands, privileges, rights, contracts, property or effects held or used in connection there with and upon any such purchase to undertake the liabilities of any Company, association, partnership or person.
7. To negotiate, enter into agreements and Contracts with any Foreign or Indian Companies, firms and individuals for technical assistance, know-how and collaboration in the manufacturing, marketing, importing and exporting and any or all of the products which this Company is authorised to manufacture, market, import and export.
8. To apply for and obtain assistance from Government and other organizations, companies, firms or individuals, or international, for developing all or any of the business of the Company.
9. To promote any Company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
10. To enter into any agreement with any Government or State or Authority, Municipal, Local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government, State or Authority and rights, privileges and concessions which the Company may think it desirable to obtain and to carry out and comply with any such arrangement and to exercise, dispose of or turn to account any such rights, privileges and concessions.
11. To apply for purchase, otherwise acquire and protect and renew in any part of the world any patent right, brevets 'd' inventions, licenses, concessions and the like conferring any exclusive or non exclusive or limited rights to their use or any secret or other information's to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant license in respect of or other wise turn to account the property, rights or information so required and to expend money in experimenting upon testing or improving such patents, inventions or rights.
12. To expend money in experimenting upon and testing and improving or seeking to improve any patents, rights, inventions, discoveries, process or information of Company or which the Company may acquire or propose to acquire.
13. To acquire from any person, firm or body corporate or incorporate, whether India or elsewhere, technical information, know how, processes, engineering, manufacturing and operating data, plants, layouts and blue prints useful for the design, erection and operation of the plants, required for any of the business of the going matters and things.
14. To establish, provide, maintain and conduct or other wise subsidies research laboratories, pilot plant and experimental workshop for scientific and technical research and experiments, to undertake and carry on scientific and technical researches, experiments and tests of all kinds,

to promote studies and researches both scientific and technical investigations and inventions by providing, subsidizing and owning or assisting laboratories, workshops, libraries lectures, meetings and by providing or contributing to the award of scholarships, prizes, grants to students or otherwise and to generally encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.

15. To erect, purchase, take on lease, assemble, construct, run and maintain all kinds of workshops, laboratories, mills work and factories for making, repairing, assembling metallic and nonmetallic containers, engineering materials, testing machinery, surgical instruments, vehicles, equipments and chemicals to analyse and Carryout quality control.
16. To receive money or deposits and to lend money and to give such help whether monetary or otherwise and on such terms and conditions with or without interest to such persons or companies and on such terms as may seem expedient to the Company, and in particular to members of the staff, Customers and others having dealings with the Company and in particular to the performance of contract by any such persons or companies but not to do the business of banking within the meaning of the Banking Regulations Act, 1949.
17. To draw, make issue, accept and to endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading, Warrants, debentures, warehouse keepers certificates and other negotiable, transferable, commercial or mercantile instruments connected with the business of the Company (The Company shall not carry on business of banking within the meaning of Banking Regulation Act. 1 949).
18. To borrow or raise or secure the Payment of money and receive money in deposit at interest, subject to the provisions of section 58 A of the Companies Act and rules made there under and the directives of Reserve Bank of India from time to time, for any of the purpose of the Company and at such time or times as may be thought fit by promissory notes, by taking credits or opening current accounts with any person, firm, Bank or Company and whether with or without any security or by such other means as the Directors may in their absolute discretion deem expedient and in particular by the issue of debenture stock, perpetual or otherwise and as security for any such money so borrowed, issued, received and for such debentures, debenture stock, so issued to mortgage, pledge or change the whole or any part of the property and assets of the Company, both present and future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and such other powers as may seem expedient and to purchase, redeem or pay off any such securities.
19. To invest and deal with moneys and funds belonging to or entrusted to the Company not immediately required in lands, buildings, Commodities, articles, goods or business or jewellery, Government, Municipal and other bonds and securities and such other investments and to vary such investments and transactions.
20. To purchase, take on lease, hire or otherwise, acquire any real or personal property and rights or privileges Which the Company may think necessary or convenient for the purpose of its

business and in particular land, including lands for agricultural or non-agricultural purposes, urban lands and buildings, factory sites, easements, machinery plant and stocking trade.

21. To pay for any properties, rights or privileges acquired by the Company in shares, debentures and partly in 'cash or otherwise and to give shares or debentures of any other Company.
22. To remunerate by cash or other assets or by the allotment of fully or partly paid shares or by a call or option on shares, debentures, debenture stock or securities of this or any other Company or in any other manner to any person or persons for other benefit to the Company.
23. To apply or join in applying to obtain from any parliament or legislative authority, Government, Local, Municipal or other Authorities of Bodies, Indian or Foreign, or with any land holders or Other persons, any act of Parliament or other Act of legislature, Laws, decrees, concessions, orders, rights, privileges or authority as may seem expedient or obtain any provisional order or Act of Parliament or Legislature for enabling the Company to carry any of its objects into effects.
24. To make advance upon or for the purchase of materials, business, goods, machinery, stores and other articles required for the business of the Company.
25. To sell or in any other manner deal with, dispose of the undertaking or properties of the Company or any part thereof upon such consideration as the Company thinks fit and in particular for shares, stocks, debentures and other securities of any other Company having objects altogether or in part similar to those of this Company.
26. To apply, purchase, tender or otherwise acquire contracts, sub-contracts, licenses and concession for all or any of them and to underlake, execute and carryout, dispose of or otherwise turn into account the same and subject all or any contracts from time to time and upon such terms and conditions as may be thought expedient.
27. To institute, defend, compound or abandon any legal proceedings by or against this company or it's officers or otherwise concerning the affairs of the company or its officers and also to compound, allow time for payment or satisfaction of any debts to the company, demands by or against the company.
28. To refer any claims or demands by or against the company to arbitration and to observe and carry out the terms of the award.
29. To pay all costs, charges and expenses incidental to the promotion and formation and registration, establishment of the company.
30. To improve, alter, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of properties of the company, movable assets and rights and generally the resources and undertaking of the company in such manner and on such terms as the Directors may think fit.

31. To create any depreciation fund, reserve fund, sinking fund, insurance funds or any special or other funds, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the company or for redemption of debentures or redeemable preference shares or any other purpose whatsoever conducive to the interest of the Company.
32. To support, subscribe or contribute or otherwise to assist or guarantee money for any charitable, benevolent, religious, scientific, national or public institutions or any other institutions or subjects or any exhibitions or any public, general or useful subject.
33. To provide for the welfare of the Directors, Trustees and employees or ex-directors, ex-trustees and ex-employees of the company and the wives, widows and families or the dependents or the connections of such persons by building of houses or other dwellings or chawls by grants of money, pensions, allowances, bonuses or other payments or by creating and from time to time subscribing or by contribution to provident fund and other associations, institutions, funds or trusts and by providing, subscribing, contributing towards places of instruction or recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.
34. To advertise, publicise or promote the business of the Company in any manner as may be deemed expedient including advertising in the press, posting of bills, issue or publication of circulars, pamphlets, leaflets, catalogues, brochures or by circulation of mementos, gifts and other articles.
35. To provide for, furnish or secure to any member of the Company in any chattels, conveniences, advantages, benefits of special privileges which may seem expedient gratuitously or otherwise.
36. To aid pecuniarily or otherwise any association, body or movement having for its objects the solution, settlement of, surmounting of Industrial or labour problems or the promotion of industry or trade.
37. To purchase, construct, take on lease, exchange or otherwise acquire, foreclose, purchase in auction hire, lease, sell or on hire purchase system, exchange, mortgage, pledge, charge, hypothecate, dispose off, or otherwise deal with any property or rights in property or advance or lend money on or arrange loan on mortgage of any building, houses, bungalows, factories, trade premises, plant, machinery, public building, lands; farms, works, patents, inventions of any kind of asset or property or form whatsoever.
38. To undertake and execute any trust the undertaking of which may seem to the company desirable either gratuitously or otherwise.
39. To undertake financial and commercial obligations, transactions and operation of all kinds and of all nature.
- 39A. To do the business in India and abroad for attaining the main objects of the Company

40. To do all or any of the above things and all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them and as principals, agents or otherwise and either alone or in conjunction with others.

**(C) THE OTHER OBJECTS:**

1. To construct and establish clubs, cinema theatres, canteens, hotels, restaurants and other religious, educational, social and recreational institutions and to carry on their activities either on its own account or jointly with any other individuals or institutions, for the benefits of the public in general, particularly, for the benefit of weaker sections of the society and the working class.
2. To construct, assemble, erect, maintain, run and establish factories for making prefabricated houses or apartments or structures and all other requisites thereof including glassware, plasterware, furniture, furnishing and other materials of all kinds and to export or import the same.
3. To carry on the business of manufacturers or dealers of all kinds of apparatus, appliances, materials, plants or any plants or any other objects whatsoever employed by the building and construction industry.
4. To acquire, take on charter Mechanized Fishing Trawlers of any length, foreign or indigenous or from any other source or any other types of fishing boats, foreign or indigenous, from within or outside India, to catch prawn, fish and other sea foods by operation of mechanised trawlers, boats, country boats or any other craft suitable for catching any variety of fish, prawn or sea foods and to purchase, sell in home markets or to export to foreign countries with or without processing.
5. To store and preserve prawn, fish, sea foods or any other food products by deep freezing or ordinary storage.
6. To construct or to take on lease marine food or any other food processing plant or plants with or without collaboration of any Indian or foreign agencies and to process, manufacture sea foods or any other food products and to sell such products in home markets or to export to foreign countries.
7. To establish, erect, build, manage and run general Engineering Units, Boat Building yard, to manufacture boats, trawlers and body building of other Transport Vehicles.
8. To carry on the business of exporters, importers, commission agents and distributors.
9. To provide transport facilities for the carriage of goods and carry on the business of transport contractors.

**10. Deleted**

11. To carry on and undertake the business of finance, investment and trading, hire-purchase, leasing and to finance lease operation of all kinds, purchasing, selling, hiring or letting on hire all kinds of plant and machinery, equipment that the Company may think fit.
12. To manufacture, buy, sell, supply, import, export and deal in all kind and types and qualities of fitting tools, measuring tools, precision tools, wood working tools, oxygen cutting machine tools, oxy-acetylene generating tools, garage tools, furnace machine tools, sewing machines, cutting off tools, tipped with tungsten carbide sorted and unsorted type fuse cutouts, joint box electrical cutouts, grinding wheels.
13. To apply and obtain granite quarrying leases in India, to undertake quarrying of Granite in India, to purchase, sell or lease any land which may be required for Granite quarrying, to enter into agreement with various Government and Private agencies for achieving the objective of quarrying granite, to purchase or sell any equipment required for quarrying granite, to enter into marketing arrangement with any agency or individual for Marketing Granite in India & abroad and to appoint commission agents for achieving the desired marketing results in India & abroad.

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

- V. The Authorized Share Capital of the company shall be Rs. 40,50,00,000/- (Rupees Forty Crores fifty Lakh only) divided into 4,05,00,000 (Four Crores Five Lakhs Only) Equity Shares of Rs. 10/- each with rights, privileges and conditions attaching thereto as are provided by the terms of issue or the powers to increase and reduce the share capital of the company and to divide the shares in the capital for the time being, whether original or increased, into qualified or special rights, privileges or conditions whether in regard to dividend, voting return of capital or otherwise, as may be determined. The company shall also have powers to vary, modify or abrogate any such rights, privileges or conditions attached to any shares in any such manner as may for the time being be provided by the regulations of the company or by law.

Formed into a Company in pursuance of this Memorandum of Association and well respectively agree to take the number of shares in the capital of the Company set opposite our respective names

Sl. No.	Names, address, descriptions and Occupations of subscribers	No. of Shares taken	Signature of subscriber	Signature ,name description and address of witness
1	CHINTA VISWESWARA RAO S/o Mahdava Rao 50-40-13, T.RT. Colony Seethammadhara Visakhapatnam Occupation : Business	10 (Ten)	Sd/-	J Venkata Rajaiah Rajamallian 42-B, Skylark Apartments Basheerbagh, Hyderabad - 29.
2	CHINTA RANGADHAMA RAO S/o. Madhava Rao Srinagar Colony Gannavaram Krishna Dist. (A.P) Profession - Doctor	10 (Ten)	Sd/-	

Hyderabad.  
15-9-86