

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the Members of Sundew Properties Limited will be held on Tuesday, March 08, 2022 at 11.30 a.m. at the Registered Office of the Company situated at Mindspace, Cyberabad, S. No. 64(Part), Next to VSNL Building, Hitech City, Madhapur, Hyderabad – 500081, to transact the following business:

Special Business:

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

“RESOLVED THAT pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the rules, regulations made, and the circulars, notifications and guidelines issued thereunder, the consent of the members of the Company be and is hereby accorded to alter inter-alia the existing Articles of Association (‘AOA’) of the Company by:

- a) Substitution of references of Andhra Pradesh Industrial Infrastructure Corporation Limited (APIIC) to Telangana State Industrial Infrastructure Corporation Limited (TSIIC) in the existing set of Articles of Association and consequential / incidental changes to the Articles of Association required pursuant to these changes
- b) Insertion of Article 5 containing the provisions of the Andhra Pradesh reorganization act, 2014 and the renumbering of the subsequent articles.
- c) Insertion of Articles 13 to Articles 17 containing the provisions on Nominee Director and the renumbering of the subsequent articles.
- d) Insertion of Article 20 containing the provisions on sitting fees and the renumbering of subsequent articles.

and the altered AOA as placed before the members at the meeting, be and is hereby approved and adopted.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection

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Sundew Properties Limited



with or incidental to giving effect to this resolution, including, but not limited, to filing of necessary forms with the Registrar of Companies and complying with all other requirements in this regard.”

**By Order of the Board of Directors,
For Sundew Properties Limited,**

Sd/-
Preeti Chheda
Director
DIN: 08066703

Date: February 14, 2022

Copy to:

1. Directors of the Company
2. Deloitte Haskins & Sells LLP, Statutory Auditor
3. Manish Ghia & Associates, Secretarial Auditor
4. PricewaterhouseCoopers Services LLP, Internal Auditor

Notes:

1. A MEMBER ENTITLED TO ATTEND, VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND, AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. AN INSTRUMENT APPOINTING A PROXY IS ENCLOSED HERewith AND IT SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, RELATING TO THE SPECIAL BUSINESS IS ENCLOSED HERewith.
4. ATTENDANCE SLIP IS ENCLOSED HERewith. MEMBERS/PROXIES ARE REQUIRED TO CARRY ATTENDANCE SLIP AT THE MEETING.

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5. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVE TO ATTEND AND VOTE AT THE MEETING ARE REQUESTED TO ENSURE THAT THE AUTHORIZED REPRESENTATIVE CARRIES A DULY CERTIFIED TRUE COPY OF THE BOARD RESOLUTION, POWER OF ATTORNEY OR SUCH OTHER VALID AUTHORIZATIONS UNDER THE {INDIAN} COMPANIES ACT, 2013, AUTHORIZING THEM TO ATTEND AND VOTE AT THE MEETING. IN TERMS OF THE PROVISIONS OF THE COMPANIES ACT, 2013, THE REPRESENTATIVES OF CORPORATE MEMBERS WITHOUT PROPER AUTHORIZATION, SUCH AS BOARD RESOLUTION OR POWER OF ATTORNEY OR SUCH OTHER VALID AUTHORIZATION, MAY NOT BE ABLE TO ATTEND THE MEETING.
6. DUE TO CURRENT SCENARIO OF COVID OUTBREAK, IN CASE IT IS REQUIRED TO HOLD THE EXTRA ORDINARY GENERAL MEETING THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS, THE DRAFT NOTICE OF THE EXTRA ORDINARY GENERAL MEETING SHALL UNDERGO CHANGE IN ACCORDANCE WITH THE LATEST CIRCULARS ISSUED BY MCA IN THIS REGARD.

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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 1

Pursuant to transmission of shares held by the Andhra Pradesh Industrial Infrastructure Corporation Limited ('APIIC') in favour of the Telangana State Industrial Infrastructure Corporation Limited ('TSIIC'), as approved by the Board of Directors of the Company at their meeting held on December 30, 2021, TSIIC is the holder of 11% of the Company's paid-up share capital.

Consequent to the above, it is proposed to alter the existing the Articles of Association of the Company ('AOA') by substitution of references to APIIC with TSIIC wherever required, and by affecting such other consequential and incidental changes, as mentioned herein below:

- a) Substitution of references of Andhra Pradesh Industrial Infrastructure Corporation Limited (APIIC) to Telangana State Industrial Infrastructure Corporation Limited (TSIIC) in the existing set of Articles of Association and consequential / incidental changes to the Articles of Association required pursuant to these changes
- b) Insertion of Article 5 containing the provisions of the Andhra Pradesh reorganization act, 2014 and the renumbering of the subsequent articles.
- c) Insertion of Articles 13 to Articles 17 containing the provisions on Nominee Director and the renumbering of the subsequent articles.
- d) Insertion of Article 20 containing the provisions on sitting fees and the renumbering of subsequent articles.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, the alteration of AOA requires the approval of members by way of Special Resolution. Hence, the Board recommends that the aforesaid resolution, be approved as a Special Resolution.

The altered AOA, containing the proposed changes, shall be available for inspection between 10.00 a.m. to 6.00 p.m. on all weekdays, at the Registered Office of the Company, from the date of this notice till the conclusion of the extra-ordinary general meeting, and also be available at the meeting. The statutory registers as required, shall also be available at the meeting for the inspection of the Members.

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Sundew Properties Limited



None of the Directors, Other Key Managerial Personnel and their relatives are, in any way concerned or interested in this resolution.

**By Order of the Board of Directors,
For Sundew Properties Limited,**

**Sd/-
Preeti Chheda
Director
DIN: 08066703**

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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 of the member (s)	
Registered address	
E-mail Id	
Folio No/ Client Id:	
DP ID	

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

1. Name: _____

Address: _____

Email ID: _____

Or failing him

2. Name: _____

Address: _____

Email ID: _____

or failing him

3. Name: _____

Address: _____

Email ID: _____

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Sundew Properties Limited



and whose signature(s) is/are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Members of Sundew Properties Limited to be held on Tuesday, March 08, 2022 at 11:30 a.m. at the Registered Office of the Company and at any adjournment thereof in respect of such resolution as is indicated below:

Special Business:

Agenda	
Sr. No.	Resolution
1.	To approve the Amendment of Articles of Associations of the Company to substitute references of Andhra Pradesh Industrial Infrastructure Corporation Limited (APIIC) with Telangana State Industrial Infrastructure Corporation Limited (TSIIC)

Signed this _____ day of _____, 2022.

Affix
Revenue
Stamp of
Re. 1

Signature of Shareholder(s):

Signature of Proxy holder(s):

Signature of Proxy holder(s):

Signature of Proxy holder(s):

Notes to Proxy Form:

This form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company not less than 48 (forty-eight) hours before the commencement of _____ the _____ meeting.

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ADMISSION CARD

Folio No./Client Id. _____

DP Id: _____

PLEASE COMPLETE THIS ADMISSION CARD AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Members of Sundew Properties Limited held on Tuesday, March 08, 2022 at 11:30 a.m. at the Registered Office of the Company.

MEMBER'S NAME (in block capital) _____

PROXY'S NAME (in block capital) _____

MEMBER'S/PROXY'S SIGNATURE:

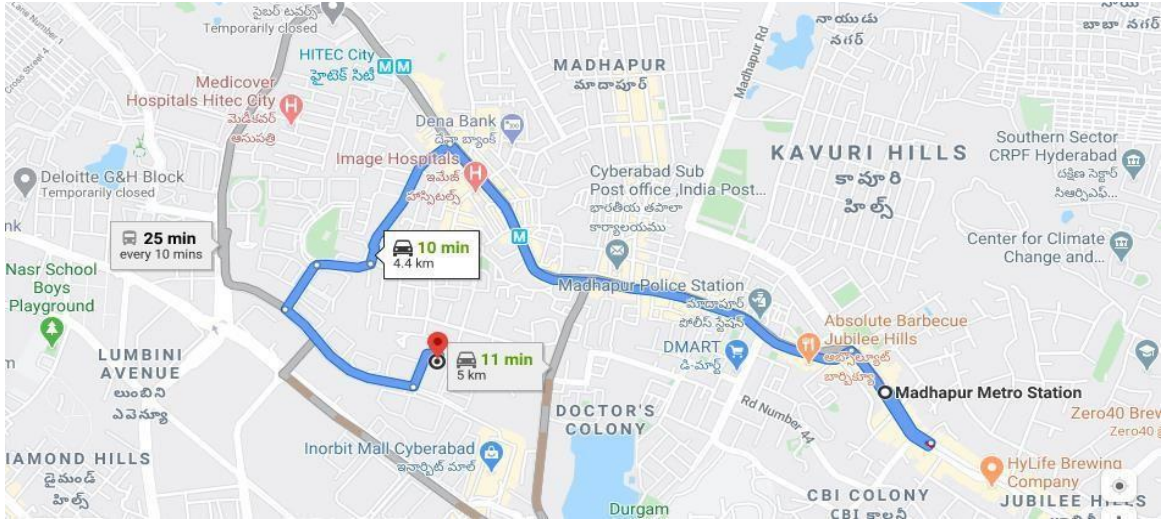
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THE ROUTE MAP FOR EGM VENUE

Mindspace, Cyberabad, S. No. 64(Part), Hitech City, Madhapur, Hyderabad – 500081

LANDMARK: Next to VSNL Building



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