



NAVAYUGA ENGINEERING COMPANY LIMITED

CIN: U45203AP1986PLC006925

Regd. Office: D NO # 48-9-17, Dwaraka Nagar, Visakhapatnam, Andhra Pradesh - 530016

Corporate Office: Plot No.379, Road No.10, Jubilee Hills, Hyderabad, Telangana - 500033

Email: cs@necltd.com ; Website: www.necltd.com

Phone: 040-2955 9990 Fax: 040-23337789

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") , Secretarial Standard on General Meetings ("SS- 2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the special business item as set out below, proposed to be passed as Special Resolution by the Members of Navayuga Engineering Company Limited ("NECL" or the "Company") by means of Postal Ballot process only.

The proposed resolution and the Explanatory Statement pursuant to Section 102, 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice ("Notice"), are annexed hereto.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. P. Srinivas, Proprietor of M/s. P Srinivas & Associates, Company Secretaries (Membership Number ACS: 45680; COP: 23988) as the Scrutinizer for conducting the postal ballot in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same in original duly completed in the enclosed self-addressed Business Reply Envelope or by way of an email to the Scrutinizer. Postage charges of such envelope will be borne and paid by the Company. The Postal Ballot Forms may also be deposited personally or sent by courier or speed post at the expense of the Member at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Wednesday, September 24, 2025 (17.00 HRS IST) to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

The scrutiniser will submit his report after completion of the scrutiny of Postal Ballot Forms and the result of the voting by Postal Ballot will be announced on Monday, September 29, 2025 at 17.00 HRS IST at the Registered Office of the Company and the results will also be displayed on the website of the Company at <https://www.necltd.com> and on the Notice Board of the Company at its Registered Office after the declaration of the results.

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 modifications, 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 necessary approval of the Central Government or any other statutory authority(ies), if any required in this behalf, 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 5 after sub clause 4.

5. “To generate, develop, accumulate, produce, manufacture, purchase, process, transform, Storage, distribute, transmit, sale, supply, trading, sub-contract and/or otherwise import, export, deal in any kind of power or electrical energy such as wind energy, solar energy, renewable energy, wave energy, tidal energy, hydro energy, thermal energy or any other form of energy and any products or by-products derived from any such business of energy and to set up power plants, wind turbines, power stations, hydel power station, solar energy systems, renewable energy systems or any other facility to generate power and to produce, manufacture, buy, import, sale, treat, exchange, renovate, alter, modernize, install or otherwise deal in any type of machinery, equipment, implement, material, article, and stores for generating, distributing, transmitting energy, including electricity and to deal with all persons including Companies, Government and semi-government bodies for these purposes and to do all such acts, deeds and things including construction, laying down, establishing, fixing and to carry out all necessary activities for the aforesaid purpose”.

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.”

**By Order of the Board of Directors
For Navayuga Engineering Company Limited**

Date: 18.08.2025
Place: Hyderabad

Sd/-
Ashish Kumar
Company Secretary
FCS 8151

Notes:

1. An explanatory statement setting out the material facts as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, the business set out in the notice above is sought to be passed by postal ballot.
3. The Postal Ballot Notice along with the Postal Ballot Form is being sent under Speed Post/Courier/e-mail to all the members, whose names would appear in the Register of Members / Record of Depositories as on August 15, 2025. Also Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on August 15, 2025.
4. The Board of Directors of the Company has appointed Mr. P. Srinivas, Proprietor of M/s. P Srinivas & Associates, Company Secretaries (Membership Number ACS: 45680; COP: 23988) 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 or in his absence to the Managing Director or Whole Time Director of the Company.
5. The Notice of Postal Ballot is also placed on the website of the Company i.e. <https://www.necltd.com>.
6. A Member cannot exercise his vote by proxy on postal ballot. Further corporate and institutional shareholders shall be entitled to vote through their authorised representatives, with proof of their authorization.
7. The Resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman or 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 Monday, September 29, 2025 at 17.00 HRS IST at the Registered Office of the Company, and the results will also be displayed on the website of the Company at <https://www.necltd.com> and on the Notice Board of the Company at its Registered Office after the declaration of the results.
8. All the documents referred to in the accompanying Explanatory Statement are 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 exercise of voting i.e. September 24, 2025.
9. 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, and return the Form duly completed and signed in the attached self – addressed business reply envelope or scan the same (in PDF or JPG format) and send by email from their registered email address to the Scrutinizer at srinivas9000cs@gmail.com with subject line as **“Navayuga Engineering Company Limited – Postal Ballot”** so as to reach the Scrutinizer not later than 17.00 HRS IST on Wednesday, September 24, 2025. No other form or photocopy of the form is permitted.

10. In case of non-receipt of the Postal Ballot Form or in case a Member is desirous of obtaining a duplicate copy of a Postal Ballot Form or desirous of any guidance pertaining to Postal Ballot Form or for any query with respect to voting, the Members may contact cs@necltd.com.

Explanatory Statement pursuant to Section 102 of The Companies Act, 2013

Alteration of Main Object clause of the Memorandum of Association of the Company

As the members are aware that your Company is engaged in the EPC business and has established its reputation in the Indian Construction Industry in various specialized fields over the last four decades.

With the increasing global emphasis on sustainability and environmental responsibility, there has been a significant shift towards renewable and green energy sources. Governments, industries, and consumers alike are prioritizing energy solutions that are clean, efficient, and environmentally friendly and to play a meaningful role in the global energy transition.

In anticipation of future projects, your Company proposes to diversify and expand its operations into the energy sector with thrust on renewable energy, along with its existing line of business of providing wide spread infrastructure facilities.

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 requires the approval of shareholders by passing a 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 & Corporate office of the Company from Monday, August 25, 2025 to Wednesday, September 24, 2025 during normal business hours.

The Board recommends the resolution as set out above for your approval by way of Special Resolution.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested, financially or otherwise, in the above resolution.

**By Order of the Board of Directors
For Navayuga Engineering Company Limited**

Date: 18.08.2025
Place: Hyderabad

Sd/-
Ashish Kumar
Company Secretary
FCS 8151