

# NEUEON TOWERS LIMITED

## NOTICE

Notice is hereby given that the Seventeenth (17th) Annual General Meeting of the Members of M/s. Neueon Towers Limited (the "Company") will be held through Audio-Visual Electronic Communication Means ("AVEC") / Video Conferencing ("VC") on Tuesday, the 31st day of December 2024 at 11.30 a.m. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2024, including Audited Balance Sheet as at March 31, 2024, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. **To re-appoint M/s. R P S V & Co., Chartered Accountants as Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Twenty Second Annual General Meeting and to fix their remuneration:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, as applicable including any amendments, modifications, variations, or re-enactments thereof, the Company hereby re-appoint M/s. R P S V & Co.; Chartered Accountants, (Firm Registration No. 013151S), as a Statutory Auditors of the Company for a term of 5 (five) consecutive years to conduct audit from the F.Y. 2024-25 to 2028-29, to hold office from the conclusion of this meeting until the conclusion of the 22nd Annual General Meeting of the Company, at a remuneration (in addition to reimbursement of out-of-pocket expenses incurred by them) fixed by the Board in consultation with the Auditors from time to time during their tenure.

**RESOLVED FURTHER THAT** the Board of Directors or Audit Committee thereof, be and are hereby severally authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Statutory Auditors and to file necessary forms with the Registrar of Companies, Hyderabad."

### SPECIAL BUSINESS:

3. **To approve the appointment of Mr. Sudheer Rayachoti (DIN: 01914434) as a Chairman & Managing Director:**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendations of the Board and Nomination and Remuneration Committee vide their meetings held on December 02, 2024, approval of members be and is hereby accorded to appoint Mr. Sudheer Rayachoti (DIN: 01914434) as a Chairman & Managing Director, who is liable to retire by rotation, for a period of 3 (Three) years with effect from November 06, 2024 on terms and conditions including remuneration of upto Rs. 50 lacs per annum as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors and Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and / or remuneration as they may deem fit and as may be acceptable to Mr. Sudheer Rayachoti, subject to the same not exceeding the limits approved by the members under this resolution read with explanatory statement.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year, the Company shall pay remuneration by way of salary, allowances, perquisites and other benefits to Mr. Sudheer Rayachoti,

in respect of such financial year, as the Board of Directors may deem fit, subject to the limits approved by the members under this resolution read with explanatory statement.

**FURTHER RESOLVED THAT** the Board of Directors or the Company Secretary of the Company be and is hereby authorized to take such steps and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**4. To approve the appointment of Mr. Pasumarthi Vijayendra Santharam Seranyan as a Wholetime Director:**

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

“**RESOLVED THAT** in terms of Section 161 and other applicable provisions of the Companies Act, 2013 together with applicable rules and provisions made thereunder and in terms of Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Pasumarthi Vijayendra Santharam Seranyan, having Director Identification Number 07536846, as Director of the Company whose period of office is liable to determination by retirement of directors by rotation u/s. 152 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendations of the Board and Nomination and Remuneration Committee vide their meetings held on December 02, 2024, approval of members be and is hereby accorded to appoint Mr. Pasumarthi Vijayendra Santharam Seranyan (DIN: 07536846) as a Wholetime Director, who is liable to retire by rotation, for a period of 3 (Three) years with effect from December 02, 2024 on terms and conditions including remuneration of upto Rs. 12 lacs per annum as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors and Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and / or remuneration as they may deem fit and as may be acceptable to Mr. Pasumarthi Vijayendra Santharam Seranyan, subject to the same not exceeding the limits approved by the members under this resolution read with explanatory statement.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year, the Company shall pay remuneration by way of salary, allowances, perquisites and other benefits to Mr. Pasumarthi Vijayendra Santharam Seranya, in respect of such financial year, as the Board of Directors may deem fit, subject to the limits approved by the members under this resolution read with explanatory statement.

**FURTHER RESOLVED THAT** the Board of Directors or the Company Secretary of the Company be and is hereby authorized to take such steps and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**5. To appoint Mrs. Anupama Govardhanagiri (DIN: 02328744) as Independent Director:**

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

“**RESOLVED THAT** in terms of Section 161 and other applicable provisions of the Companies Act, 2013 together with applicable rules and provisions made thereunder and in terms of Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for appointment of Mrs. Anupama Govardhanagiri, having Director Identification Number 02328744, as Director of the Company whose period of office is not liable to determination by retirement of directors by rotation u/s. 152 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and

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Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI LODR Regulations, 2015, Mrs. Anupama Govardhanagiri (DIN: 02328744), who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company for a period of five years with effect from Nov 11, 2024.

**FURTHER RESOLVED THAT** the Board of Directors or the Company Secretary of the Company be and is hereby authorized to take such steps and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

### **6. To appoint Mr. Neelapala Muneyya (DIN: 00034504) as Independent Director:**

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

“**RESOLVED THAT** in terms of Section 161 and other applicable provisions of the Companies Act, 2013 together with applicable rules and provisions made thereunder and in terms of Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Neelapala Muneyya, having Director Identification Number 00034504, as Director of the Company whose period of office is not liable to determination by retirement of directors by rotation u/s. 152 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI LODR Regulations, 2015, Mr. Neelapala Muneyya (DIN: 00034504), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company for a period of five years with effect from Nov 11, 2024.

**FURTHER RESOLVED THAT** the Board of Directors or the Company Secretary of the Company be and is hereby authorized to take such steps and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

### **7. To appoint Mr. Purusothama Reddy Marrikunta (DIN: 08466889) as Independent Director:**

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

“**RESOLVED THAT** in terms of Section 161 and other applicable provisions of the Companies Act, 2013 together with applicable rules and provisions made thereunder and in terms of Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Purusothama Reddy Marrikunta, having Director Identification Number 08466889, as Director of the Company whose period of office is not liable to determination by retirement of directors by rotation u/s. 152 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI LODR Regulations, 2015, Mr. Purusothama Reddy Marrikunta (DIN: 08466889), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company for a period of five years with effect from Dec 02, 2024.

**FURTHER RESOLVED THAT** the Board of Directors or the Company Secretary of the Company be and is hereby authorized to take such steps and generally to do all such acts, deeds, matters and things as may be

necessary, proper, expedient or incidental for giving effect to this resolution.”

**8. To increase the limits for borrowings:**

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

“**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, including without limitation, from any Bank and/or other Financial Institution and/or foreign lender and/or any Body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 500 Crores (Rupees Five Hundred Crores only) for the Company, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital and its free reserves of the Company.

**RESOLVED FURTHER THAT** in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 500 Crores (Rupees Five Hundred Crores only) for the Company at any time.

**FURTHER RESOLVED THAT** the Board of Directors or the Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**9. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013:**

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 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 including any amendment thereto or re-enactment thereof for the time being in force, if any, the approval of the members of the Company be and is hereby accorded to the Board to (a) give any loan to any Body corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to any Body corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any Body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 500 Crores (Rupees Five Hundred Crores only) outstanding

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at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in case of divestment of the investment, the Directors of the Company be and are hereby authorized to decide, sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.

**FURTHER RESOLVED THAT** for the purpose of giving effect to the above, Board of Directors or Company Secretary of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

By Order of the Board  
**For Neueon Towers Limited**

Place: Hyderabad  
Date: December 02, 2024

**Subrat Sahoo**  
Company Secretary & GM-Legal

### NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out above is annexed hereto and forms part of the Notice.
2. Brief resume of Directors proposed to be appointed/reappointed, (in item nos. 3, 4, 5, 6 & 7) nature of their expertise in specific functional areas, name of companies in which they hold directorships and membership/ chairmanships of Board Committees and shareholding in the Company as stipulated under SEBI (LODR) Regulations, 2015 are provided as an “Annexure A” to this notice and also in the Report on Corporate Governance forming part of the Annual Report.
3. In compliance with the MCA and SEBI Circulars to conduct their Annual General Meetings on or before September 30, 2025 through video conferencing (VC) or other Audio Visual Means (OAVMs), the 17th Annual General Meeting of the Company shall be conducted through Audio-Visual Electronic Communication Means (“AVEC”) / Video Conferencing (“VC”) to be referred to as “e-AGM”.
4. The Company has appointed M/s. National Securities Depository Limited (NSDL) to provide Video Conferencing facility for the e-AGM.
5. In the e-AGM:
  - a. Members can attend the meeting through log in credentials provided to them to connect to Video Conference. Physical attendance of the Members at the Meeting venue is not required.
  - b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
  - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC and participate thereat and cast their votes through e-voting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from December 25, 2024 to December 31, 2024 (both days inclusive) for the purpose of Annual General Meeting and the cut-off date for ascertaining the members entitled for remote evoting for the 17th AGM will be December 24, 2024.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts.
8. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF authority within a period of thirty days of such equity shares becoming due to be transferred to the IEPF. In the event of transfer of equity shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF rules.
9. Pursuant to Rule 5(8) of Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on March 31, 2023 on its website at [www.neueon.in](http://www.neueon.in) and also on the website of the Ministry of Corporate Affairs.
10. The Notice calling the e-AGM has been uploaded on the website of the Company at [www.neueon.in](http://www.neueon.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
11. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
12. Up to 1000 members will be able to join on a First Come First Serve basis to the e-AGM.
13. No restrictions on account of First Come First Serve basis entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
14. The attendance of the Members (members' logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
15. Remote e-Voting: Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members through e-Voting agency M/s. National Securities Depository Limited (NSDL).
16. Voting at the e-AGM: Members who could not vote through remote e-voting may avail the e-voting system provided in the e-AGM by M/s. National Securities Depository Limited (NSDL).
17. The Statutory Registers and the documents pertaining to the items of business to be transacted at the AGM are available for inspection in electronic mode. The shareholders may write an e-mail to [cs@neueon.in](mailto:cs@neueon.in) and the Company shall respond suitably.

**Instructions for the Members for attending the e-AGM through Video Conference:**

1. Member will be provided with a facility to attend the EGM/ AGM through VC/OAVM through the NSDL

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e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the **EVEN 132352** of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at cs@neueon.in.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@neueon.in. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

### Instructions for members for remote e-Voting

8. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per the requirements of the SEBI (LODR) Regulations 2015, your Company is pleased to provide members facility to exercise their right to vote at the 17th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by M/s. National Securities Depository Limited.
9. The remote e-voting period begins on December 28, 2024 at 09:00 A.M. and ends on December 30, 2024 at 05:00 P.M. and the remote e-voting module shall be disabled by NSDL for voting thereafter.
10. The Instructions for remote voting are as under:

#### **How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>i) Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>ii) If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>iv) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p> </div> <div style="text-align: center;">  <p><b>Google Play</b></p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

- B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - ◆ If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ◆ If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

## NEUEON TOWERS LIMITED

- ii. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
- iii. Now you are ready for e-Voting as the Voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- v. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vi.. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General guidelines for shareholders

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to [yraivfcs@gmail.com](mailto:yraivfcs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request by email to [evoting@nsdl.com](mailto:evoting@nsdl.com)

### 11. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [secretarial@lauruslabs.com](mailto:secretarial@lauruslabs.com) and [evoting@nsdl.com](mailto:evoting@nsdl.com).
- ii. In case shares are held in demat mode, please provide DPIDCLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [secretarial@lauruslabs.com](mailto:secretarial@lauruslabs.com) and [evoting@nsdl.com](mailto:evoting@nsdl.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- iii. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
- iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Instructions for members for e-Voting during the e-AGM session:**

12. The procedure for e-Voting on the day of the e-AGM is same as the instructions mentioned above for remote e-voting.
13. Only those Members/ shareholders, who will be present in the e-AGM through Video Conference facility and have not casted their vote through remote e-Voting are eligible to vote through e-Voting in the e-AGM and they can exercise their vote while they are connected in the Video Conference by following the guidelines provided therein.
14. However, members who have voted through Remote e-Voting will be eligible to attend the e-AGM.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND PURSUANT TO REGULATION 36 OF SEBI (LODR) REGULATIONS, 2015 TO THE ACCOMPANYING NOTICE DATED DECEMBER 02, 2024.****Item No. 3****Appointment of Mr. Sudheer Rayachoti (DIN: 01914434) as Chairman & Managing Director of the Company**

The Monitoring Agent in the meeting held on Nov 06, 2024 appointed Mr. Sudheer Rayachoti as Managing Director of the Company. Further the Board in its Meeting held on Dec 02, 2024 considered the recommendations of the Nomination and Remuneration Committee and appointed him as the Chairman of the Company and recommended for the approval of shareholders by way of special resolution at the ensuing AGM, the appointment of Mr. Sudheer Rayachoti as Chairman & Managing Director of the Company for a period of three years from Nov 06, 2024.

The Company has received from Mr. Sudheer Rayachoti (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and (iii) Notice of interest in Form MBP-1 in terms of section 184 (1), and other applicable provisions of the Companies Act, 2013.

**The terms and conditions of his appointment are as follows:**

- a. Period of Appointment: Three years from Nov 06, 2024 to Nov 05, 2027.
- b. Remuneration Details: Up to Rs. 50,00,000/- per annum including Bonus, cash allowances and incentives with the authority granted to the Board of Directors to determine the salary and grant such increases from time to time within the aforesaid limit. Other facilities, if any, includes Company's Contribution to Provident Fund, Provision for Gratuity, Encashment of Leave Salary, as per the rules of the Company.

These shall not be included in computation of above limits of remuneration. Minimum Remuneration Notwithstanding anything herein above stated, wherein any financial year, the Company incurs loss or its profits are inadequate, the Company shall pay to Mr. Sudheer Rayachoti, the remuneration by way of Salary, Bonus and Other Allowances not exceeding Rs. 50,00,000/- per annum

- c. Termination: Mr. Sudheer Rayachoti can be terminated by either party giving 2 months' notice in writing of such termination.
- d. Duties and Responsibilities: Mr. Sudheer Rayachoti shall be responsible for entire commercial assignments as applicable under various statutes and shall perform such duties which may be entrusted to him, subject to superintendence, control and guidance of Board of Directors.

# NEUEON TOWERS LIMITED

Information in accordance with Schedule V of Companies Act, 2013:

## I. General Information:

1	Nature of Industry: Manufacturing of Heavy Electrical Equipment			
2	Date or expected date of commencement of commercial: commercial operations started in the year 2006.			
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: NA			
4	Financial performance based on given indications (in INR)			
	Particulars	2023-24	2022-23	2021-22
	Turnover	NIL	697000	NIL
	Net profit/ loss after Tax	-93,69,77,000	-93,25,14,000	-94,77,30,000
5	Foreign investments or collaborations, if any: Digitech Business Systems Limited (Foreign Subsidiary)			

## II. Information about the Appointee:

1	Background Details: Mr. Sudheer Rayachoti is a Graduate with over a decade of experience in Industry. He has completed his bachelor's in Business Management from M.S. Ramaiah Institute of Management, Bangalore in the year 2001. Thereafter, he has obtained PGDBM from Toronto, Canada in 2004. Mr. Sudheer has been an advisor to various Sugar and Co-Generation plants in Karnataka and southern Maharashtra consulting on various subjects such as expansions or procurement of machinery and raw materials. Mr. Sudheer Rayachoti having passed the Insolvency examination, he has hands on experience in the conduct of IBC Code and its proceedings. He continues to advise several Resolution Professionals and Corporate Debtors on the IBC proceedings.
2	Past Remuneration: NA
3	Recognition or awards: He received academic awards during his studies.
4	Job Profile and his suitability: He is a Director of M/s. Preca Structures Private Limited, the Resolution Applicant of M/s. Neueon Towers Limited whose Resolution Plan was approved by the Hon'ble NCLT and want to run the Company successfully in the coming years with an aim of providing huge employment and to take the Company in to the list of top five in respective segment.
5	Remuneration proposed: Up to Rs. 50,00,000/- per annum
6	Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): The Nomination and Remuneration Committee constituted by the Board perused remuneration of managerial personnel in the other Companies in the similar Industry and also other companies comparable with the size of the Company, industry benchmark in general, and accorded due cognizance to all these factors before approving the remuneration as proposed hereinabove. Considering professional qualifications, background, experience and competence of Mr. Sudheer Rayachoti and the responsibility shouldered by him, the terms of remuneration are considered to be fair, just and reasonable.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: He is a director of M/s. Preca Structures Private Limited, new promoter of the Company.

**III. Other Information**

1	Reasons for inadequate profits: Reasons for inadequate profits are that the Company was admitted for Insolvency Resolution Process in the year 2019 and thereafter the Company activities in all respects were deteriorated until the new management took over the Company very recently as per the Resolution Plan approved by the Hon'ble NCLT.
2	Steps taken or proposed to be taken for improvement: In order to mitigate the hardships caused by the reasons mentioned above, the new management is putting all its best efforts to revive the operations in the plants of the Company and also to revive the business to profit making.
3	Expected increase in productivity and profit in measurable terms: 500% increase in production and 15% increase in profit is expected in the next three years.

Relationship with other directors – Nil.

Shareholding in the Company – Nil.

Directorship in other companies:

1. PRECA Steels Private Limited
2. PRECA Metals Private Limited
3. PRECA Structures Private Limited

Mr. Sudheer Rayachoti is also acting as Managing Director of Preca Structures Private Limited in addition to the Company and the remuneration payable to him will be in compliance with the provisions of the Companies Act, 2013.

As the Managing Director, Mr. Sudheer Rayachoti shall perform such functions as may from time to time be entrusted to him by the Board, he shall be subject to the supervision and control of the Board of Directors. He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

The special resolution as set out against item no. 3 was approved by the Nomination & Remuneration Committee and the Board at their respective meetings held on Dec 02, 2024.

The Board is of the opinion that the appointment of Mr. Sudheer Rayachoti as Managing Director would be in the interest of the Company and it is desirable to avail services of Mr. Sudheer Rayachoti as Managing Director due to his experience.

A brief profile of Director to be appointed, including nature of his expertise and other disclosure as required under SEBI LODR Regulations, Secretarial Standards, is provided at Annexure to this Notice.

Accordingly, the Board recommends the resolution no. 3 in relation to appointment of Mr. Sudheer Rayachoti as Chairman & Managing Director, for the approval by the shareholders of the Company by way of Special Resolution.

Except Mr. Sudheer Rayachoti, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise in the resolution set out at item no.3.

**Item No. 4****Appointment of Mr. Pasumarthi Vijayendra Santharam Seranyan (DIN: 07536846) as Wholetime Director of the Company**

The Board Meeting held on Dec 02, 2024 considered the recommendations of the Nomination and Remuneration Committee and appointed Mr. Pasumarthi Vijayendra Santharam Seranyan as Wholetime Director of the Company and further recommend for the approval of shareholders at the ensuing AGM, the appointment of Mr. Pasumarthi Vijayendra Santharam Seranyan as Wholetime Director of the Company for a period of three years from Dec 02, 2024.

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The Company has received from Mr. Pasumarthi Vijayendra Santharam Seranyan (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and (iii) Notice of interest in Form MBP-1 in terms of section 184 (1), and other applicable provisions of the Companies Act, 2013.

### The terms and conditions of his appointment are as follows:

- a. Period of Appointment: Three years from Dec 02, 2024 to Dec 01, 2027.
- b. Remuneration Details: Upto Rs. 12,00,000/- per annum including Bonus, cash allowances and incentives with the authority granted to the Board of Directors to determine the salary and grant such increases from time to time within the aforesaid limit. Other facilities, if any, includes Company's Contribution to Provident Fund, Provision for Gratuity, Encashment of Leave Salary, as per the rules of the Company.

These shall not be included in computation of above limits of remuneration. Minimum Remuneration Notwithstanding anything herein above stated, wherein any financial year, the Company incurs loss or its profits are inadequate, the Company shall pay to Mr. Pasumarthi Vijayendra Santharam Seranyan, the remuneration by way of Salary, Bonus and Other Allowances not exceeding Rs. 12,00,000/- per annum.

- c. Termination: Mr. Pasumarthi Vijayendra Santharam Seranyan can be terminated by either party giving 2 months' notice in writing of such termination.
- d. Duties and Responsibilities: Mr. Pasumarthi Vijayendra Santharam Seranyan shall be responsible for entire commercial assignments as applicable under various statutes and shall perform such duties which may be entrusted to him, subject to superintendence, control and guidance of Board of Directors.

### Information in accordance with Schedule V of Companies Act, 2013:

#### I. General Information:

1	Nature of Industry: Manufacturing of Heavy Electrical Equipment			
2	Date or expected date of commencement of commercial: commercial operations started in the year 2006.			
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: NA			
4	Financial performance based on given indications (in INR)			
	Particulars	2023-24	2022-23	2021-22
	Turnover	NIL	697000	NIL
	Net profit/ loss after Tax	-93,69,77,000	-93,25,14,000	-94,77,30,000
5	Foreign investments or collaborations, if any: Digitech Business Systems Limited (Foreign Subsidiary)			

#### II. Information about the Appointee:

1	Background Details: Mr. Vijayendra Santharam Seranyan Pasumarthi is a BE (Production Engineering) with 31 Years of Industrial Experience including Fabrication of Transmission Line Tower/ Telecom Tower Infrastructure Manufacturing Unit and Cross Country Pipe Line including Civil Constructions
2	Past Remuneration: NA
3	Recognition or awards: He received academic awards during his studies.

4	Job Profile and his suitability: Industrial Experience including Fabrication of Transmission Line Tower/ Telecom Tower Infrastructure Manufacturing Unit and Cross Country Pipe Line including Civil Constructions.
5	Remuneration proposed: Rs. Upto 12,00,000/- per annum
6	Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): The Nomination and Remuneration Committee constituted by the Board perused remuneration of managerial personnel in the other Companies in the similar Industry and also other companies comparable with the size of the Company, industry benchmark in general, and accorded due cognizance to all these factors before approving the remuneration as proposed hereinabove. Considering professional qualifications, background, experience and competence of Mr. Vijayendra Santharam Seranyan Pasumarthi and the responsibility shouldered by him, the terms of remuneration are considered to be fair, just and reasonable.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: No

### III. Other Information

1	Reasons for inadequate profits: Reasons for inadequate profits are that the Company was admitted for Insolvency Resolution Process in the year 2019 and thereafter the Company activities in all respects were deteriorated until the new management took over the Company very recently as per the Resolution Plan approved by the Hon'ble NCLT.
2	Steps taken or proposed to be taken for improvement: In order to mitigate the hardships caused by the reasons mentioned above, the new management is putting all its best efforts to revive the operations in the plants of the Company and also to revive the business to profit making.
3	Expected increase in productivity and profit in measurable terms: 500% increase in production and 15% increase in profit is expected in the next three years.

Relationship with other directors – Nil.

Shareholding in the Company – Nil.

Directorship in other companies: Preca Structures Private Limited (Non-executive Director)

As the Wholetime Director, Mr. Vijayendra Santharam Seranyan Pasumarthi shall perform such functions as may from time to time be entrusted to him by the Board, he shall be subject to the supervision and control of the Board of Directors. He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

The special resolution as set out against item no. 4 was approved by the Nomination & Remuneration Committee and the Board at their respective meetings held on Dec 02, 2024.

The Board is of the opinion that the appointment of Mr. Vijayendra Santharam Seranyan Pasumarthi as Wholetime Director would be in the interest of the Company and it is desirable to avail services of Mr. Vijayendra Santharam Seranyan Pasumarthi as Wholetime Director due to his experience.

A brief profile of Director to be appointed, including nature of his expertise and other disclosure as required under SEBI LODR Regulations, Secretarial Standards, is provided at Annexure to this Notice.

Accordingly, the Board recommends the resolution no. 4 in relation to appointment of Mr. Vijayendra Santharam Seranyan Pasumarthi as Wholetime Director, for the approval by the shareholders of the Company by way of Special Resolution.

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Except Mr. Vijayendra Santharam Seranyan Pasumarthi, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise in the resolution set out at item no. 4.

### Item No. 5

#### **To appoint Mrs. Anupama Govardhanagiri (DIN: 02328744) as Independent Director**

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mrs. Anupama Govardhanagiri (DIN: 02328744) is appointed as Additional Director (Independent Director category).

The Board of Directors in their meeting held on Dec 02, 2024, have recommended appointment of Mrs. Anupama Govardhanagiri as Independent Director of the Company for a term of five years as stated in the resolution.

Mrs. Anupama Govardhanagiri has submitted a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, she fulfils the conditions specified in the Companies Act, 2013 and Rules made there-under for her appointment as Independent Director of the Company and she is independent of the management. She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

Copy of the draft letter for appointment of Mrs. Anupama Govardhanagiri, Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

A brief profile of Independent Director to be appointed, including nature of her expertise and other disclosure as required under SEBI LODR Regulations, Secretarial Standards, is provided at Annexure to this Notice.

Accordingly, the Board recommends the resolution no. 5 in relation to appointment of Mrs. Anupama Govardhanagiri as Independent Director, for the approval by the shareholders of the Company by way of Special Resolution.

Except Mrs. Anupama Govardhanagiri, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in resolution set out at item no 5.

### Item No. 6

#### **To appoint Mr. Neelapala Muneyya (DIN: 00034504) as Independent Director**

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Neelapala Muneyya (DIN: 00034504) is appointed as Additional Director (Independent Director Category).

The Board of Directors in their meeting held on Dec 02, 2024, have recommended appointment of Mr. Neelapala Muneyya as Independent Director of the Company for a term of five years as stated in the resolution.

Mr. Neelapala Muneyya has submitted a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and Rules made there-under for his appointment as Independent Director of the Company and he is independent of the management. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

Copy of the draft letter for appointment of Mr. Neelapala Muneyya, Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

A brief profile of Independent Director to be appointed, including nature of his expertise and other disclosure

as required under SEBI LODR Regulations, Secretarial Standards, is provided at Annexure to this Notice.

Accordingly, the Board recommends the resolution no. 6 in relation to appointment of Mr. Neelapala Muneyya as Independent Director, for the approval by the shareholders of the Company by way of Special Resolution.

Except Mr. Neelapala Muneyya, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in resolution set out at item no 6.

#### **Item No. 7**

##### **To appoint Mr. Purusothama Reddy Marrikunta (DIN: 08466889) as Independent Director**

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Purusothama Reddy Marrikunta (DIN: 08466889) is appointed as Additional Director (Independent Director Category).

The Board of Directors in their meeting held on Dec 02, 2024, have recommended appointment of Mr. Purusothama Reddy Marrikunta as Independent Director of the Company for a term of five years as stated in the resolution.

Mr. Purusothama Reddy Marrikunta has submitted a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and Rules made there-under for his appointment as Independent Director of the Company and he is independent of the management. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

Copy of the draft letter for appointment of Mr. Purusothama Reddy Marrikunta, Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

A brief profile of Independent Director to be appointed, including nature of his expertise and other disclosure as required under SEBI LODR Regulations, Secretarial Standards, is provided at Annexure to this Notice.

Accordingly, the Board recommends the resolution no. 7 in relation to appointment of Mr. Purusothama Reddy Marrikunta as Independent Director, for the approval by the shareholders of the Company by way of Special Resolution.

Except Mr. Purusothama Reddy Marrikunta, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in resolution set out at item no 7.

#### **Item No. 8**

##### **To increase the limits for borrowings**

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company.

Hence it is proposed to increase the maximum borrowing limits to Rs. 500 Crores for the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

## NEUEON TOWERS LIMITED

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company for which authorisation for creation of charge on assets of the Company for securing the borrowings made by the Company is also proposed to be increased to Rs. 500 Crores.

Hence, the Special Resolution at Item No. 8 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1)(a) & 180(1)(c) of the Act, the Directors recommend the Special Resolution as set out at Item no. 9 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

### **Item No.9**

#### **To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013**

In order to make optimum use of surplus funds as may be available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid-up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding INR 500 crores (Rupees Five Hundred Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013. The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution as set out at item no. except to the extent of their shareholding in the Company.

By Order of the Board  
**For Neueon Towers Limited**

Place: Hyderabad  
Date: December 02, 2024

**Subrat Sahoo**  
Company Secretary & GM-Legal

**ANNEXURE A**

Details of Director(s) seeking appointment/ re-appointment/ regularization at the Annual General Meeting (Pursuant to Reg.36 (3) of SEBI (LODR) Regulations, 2015 is given below:

A	Name	<b>Mr. Sudheer Rayachoti</b>
B	Brief Profile	
	i) Age	44 years
	ii) Educational Qualification	Bachelor's in Business Management from M.S. Ramaiah Institute of Management, Bangalore in the year 2001. Thereafter, he has obtained PGDBM from Toronto, Canada in 2004.
	iii) Experience in specific functional area	Mr. Sudheer Rayachoti is a Graduate with over a decade of experience in Industry. He has completed his bachelor's in Business Management from M.S. Ramaiah Institute of Management, Bangalore in the year 2001. Thereafter, he has obtained PGDBM from Toronto, Canada in 2004. Mr. Sudheer has been an advisor to various Sugar and Co-Generation plants in Karnataka and southern Maharashtra consulting on various subjects such as expansions or procurement of machinery and raw materials. Mr. Sudheer Rayachoti having passed the Insolvency examination, he has hands on experience in the conduct of IBC Code and its proceedings. He continues to advise several Resolution Professionals and Corporate Debtors on the IBC proceedings.
	iv) Date of appointment on the board of the Company	06th Nov 2024
C	Nature of expertise in functional area	Mentioned in clause B (iii) above.
D	Directorship held in other Companies (excluding foreign and Section 8 Companies)	1. PRECA Steels Private Limited 2. PRECA Metals Private Limited 3. PRECA Structures Private Limited
E	Chairmanship/ Membership of committees of other Companies (includes only Audit, Stakeholders Relationship and Nomination & Remuneration Committee)	Nil
F	No. of shares of ₹ 10/- each held by the Director	NIL
G	Relationship between Directors inter se (As per section 2(77) of the Companies Act, 2013 and Companies (Specification of definitions details) Rules, 2014)	Mr. Sudheer Rayachoti and Mr.Pasumarthi Vijayendra Santharam Seranyan are serving as Directors of Preca Structures Private Limited which is being the new promoter group of the Company.
H	Terms and Condition of appointment	As per the resolution and explanatory statement set out for item no. 3 of this notice.
I	Number of meetings of the Board attended during the financial year 2023-24	NIL
J	Remuneration last drawn	NA
K	Remuneration proposed to be drawn	Up to Rs. 50,00,000 per annum.

## NEUEON TOWERS LIMITED

A	Name	<b>Mr. Pasumarthi Vijayendra Santharam Seranyan</b>
B	Brief Profile	
	i) Age	58 years
	ii) Educational Qualification	BE (Production Engineering)
	iii) Experience in specific functional area	Mr. Vijayendra Santharam Seranyan Pasumarthi is a BE (Production Engineering) with 31 Years of Industrial Experience including Fabrication of Transmission Line Tower/ Telecom Tower Infrastructure Manufacturing Unit and Cross Country Pipe Line including Civil Constructions.
	iv) Date of appointment on the board of the Company	02nd Dec 2024
C	Nature of expertise in functional area	Mentioned in clause B (iii) above.
D	Directorship held in other Companies (excluding foreign and Section 8 Companies)	PRECA Structures Private Limited
E	Chairmanship/ Membership of committees of other Companies (includes only Audit, Stakeholders Relationship and Nomination & Remuneration Committee)	Nil
F	No. of shares of ₹ 10/- each held by the Director	NIL
G	Relationship between Directors inter se (As per section 2(77) of the Companies Act, 2013 and Companies (Specification of definitions details) Rules, 2014)	Mr. Sudheer Rayachoti and Mr.Pasumarthi Vijayendra Santharam Seranyan are serving as Directors of Preca Structures Private Limited which is being the new promoter group of the Company.
H	Terms and Condition of appointment	As per the resolution and explanatory statement set out for item no. 4 of this notice.
I	Number of meetings of the Board attended during the financial year 2023-24	NIL
J	Remuneration last drawn	NA
K	Remuneration proposed to be drawn	Up to Rs. 12,00,000 per annum.

A	Name	<b>Mrs. Anupama Govardhanagiri</b>
B	Brief Profile	
	i) Age	47 years
	ii) Educational Qualification	Bachelor of Commerce, Masters of Law and Company Secretary from Institute of Company Secretaries of India
	iii) Experience in specific functional area	Mrs. Anupama Govardhanagiri is Fellow Company Secretary from Institute of Company Secretaries of India and LL.M from Osmania University have industrial experience over legal, secretarial and business operations of the company.
	iv) Date of appointment on the board of the Company	11th Nov 2024
C	Nature of expertise in functional area	Mentioned in clause B (iii) above.

D	Directorship held in other Companies (excluding foreign and Section 8 Companies)	1. 7seas Entertainment Limited 2. Sol Energy Systems Private Limited
E	Chairmanship/ Membership of committees of other Companies (includes only Audit, Stakeholders Relationship and Nomination & Remuneration Committee)	Nil
F	No. of shares of ₹ 10/- each held by the Director	NIL
G	Relationship between Directors inter se (As per section 2(77) of the Companies Act, 2013 and Companies (Specification of definitions details) Rules, 2014)	Nil
H	Terms and Condition of appointment	As per the appointment letter placed on the website of the Company.
I	Number of meetings of the Board attended during the financial year 2023-24	NIL
J	Remuneration last drawn	NA
K	Remuneration proposed to be drawn	She is entitled to sitting fee for attending board and committee meeting and commission on profits permitted under the provisions of the Companies Act, 2013.

A	Name	<b>Mr. Neelapala Muneyya</b>
B	Brief Profile	
	i) Age	54 years
	ii) Educational Qualification	Bachelor of Commerce, Masters of Law and Practising Company Secretary from Institute of Company Secretaries of India.
	iii) Experience in specific functional area	Mr. Neelapala Muneyya is Fellow Practising Company Secretary from Institute of Company Secretaries of India and LL.M from Osmania University have industrial experience over legal, secretarial and business operations of the company.
	iv) Date of appointment on the board of the Company	11th Nov 2024
C	Nature of expertise in functional area	Mentioned in clause B (iii) above.
D	Directorship held in other Companies (excluding foreign and Section 8 Companies)	NIL
E	Chairmanship/ Membership of committees of other Companies (includes only Audit, Stakeholders Relationship and Nomination & Remuneration Committee)	Nil
F	No. of shares of ₹ 10/- each held by the Director	NIL
G	Relationship between Directors inter se (As per section 2(77) of the Companies Act, 2013 and Companies (Specification of definitions details) Rules, 2014)	Nil
H	Terms and Condition of appointment	As per the appointment letter placed on the website of the Company.

## NEUEON TOWERS LIMITED

I	Number of meetings of the Board attended during the financial year 2023-24	NIL
J	Remuneration last drawn	NA
K	Remuneration proposed to be drawn	He is entitled to sitting fee for attending board and committee meeting and commission on profits permitted under the provisions of the Companies Act, 2013.

A	Name	<b>Mr. Purusothama Reddy Marrikunta</b>
B	Brief Profile	
	i) Age	44 years
	ii) Educational Qualification	Bachelor of Arts and Bachelor of Law from Osmania University.
	iii) Experience in specific functional area	Practicing as an Advocate from December 2006 and a transformational and result oriented Legal professional with around 21 years of extensive experience in Civil, Taxation, Corporate Laws, Commercial Laws, Secretarial, Corporate Compliance and Legal matters. Exemplary experience in various laws Compliances. Colossal experience in Registration works, A persevering and skillful professional with an insatiable drive for success.
	iv) Date of appointment on the board of the Company	02nd Dec 2024
C	Nature of expertise in functional area	Mentioned in clause B (iii) above.
D	Directorship held in other Companies (excluding foreign and Section 8 Companies)	1. Mpr Infra Projects Private Limited 2. Techquest It Solutions Private Limited 3. Tm It Services Private Limited 4. Studio Orb Entertainment Private Limited 5. Mpr Advisory & Solutions Private Limited 6. Edamakanti Chit Found Private Limited
E	Chairmanship/ Membership of committees of other Companies (includes only Audit, Stakeholders Relationship and Nomination & Remuneration Committee)	Nil
F	No. of shares of ₹ 10/- each held by the Director	NIL
G	Relationship between Directors inter se (As per section 2(77) of the Companies Act, 2013 and Companies (Specification of definitions details) Rules, 2014)	Nil
H	Terms and Condition of appointment	As per the appointment letter placed on the website of the Company.
I	Number of meetings of the Board attended during the financial year 2023-24	NIL
J	Remuneration last drawn	NA
K	Remuneration proposed to be drawn	He is entitled to sitting fee for attending board and committee meeting and commission on profits permitted under the provisions of the Companies Act, 2013.