

**NOTICE**

Notice is hereby given that the Eighteen (18<sup>th</sup>) 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 19th day of August 2025 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, 2025, including Audited Balance Sheet as at March 31, 2025, 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 appoint a director in place of Mr. Sudheer Rayachoti (DIN: 01914434) who retires by rotation and being eligible, offers himself, for re-appointment.**
- 3. Appointment of Statutory Auditors to fill casual vacancy.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. ASKM & Co., Chartered Accountants, (Firm Registration No. 012799S) and Peer Review Certificate No. 017150, Hyderabad be and are hereby appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years to conduct audit from the F.Y. 2025-26 to 2029-30, to hold office from the conclusion of this meeting until the conclusion of the 23rd 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 to fill the casual vacancy caused by the resignation w.e.f. 10<sup>th</sup> July 2025 by M/s. RPSV & Co. Chartered Accountants, Hyderabad.

**RESOLVED FURTHER THAT** the Board of Directors based on the recommendations of the Audit Committee, be and is 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:****4. TO APPROVE THE APPOINTMENT OF SECRETARIAL AUDITORS OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 179 and 204 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment of M/s. RPR & Associates, Practicing Company Secretaries, (Peer Review Certificate No. 1425/2021), as Secretarial Auditors of the Company for a term of five consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws.

**RESOLVED FURTHER THAT** The Board of Directors of the Company, (including its committees thereof) and Company Secretary, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

**5. AUTHORIZATION TO THE BOARD TO ENTER INTO RELATED PARTY TRANSACTIONS AS PER APPLICABLE LAW:**

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

**"RESOLVED THAT** authority is hereby delegated to the Board of Directors of the Company to enter into transactions, including those repetitive in nature and in ordinary course of business at arm's length, with related parties following provisions of Section 188 of the Companies Act, 2013 (the Act) read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, also those in SEBI (LODR) Regulations, 2015 and in connection therewith, the Board may take such steps as may be necessary for and on behalf of the Company."

**6. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS FOR THE YEAR 2025-26 AND 2026-27.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and all other provisions, if any of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, as amended from time to time and pursuant to the Company’s policy on materiality of Related Party Transactions and dealing with Related Party Transactions and based on the approval / recommendation of the Audit Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded to enter into Related Party Transaction(s)(whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as set out in the Explanatory Statement with ‘Related Parties’ within the definition of Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which may exceed 10% of the annual consolidated turnover of the Company for the last year (i.e. 2024-25), on such terms and conditions as may be agreed between the Company and such related parties, in the ordinary course of business of the Company and at an arm’s length basis for financial year 2025-26 and 2026-27.

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to negotiate, finalize, amend and revise the terms and conditions of the aforesaid transactions and execute such agreements, documents and letters thereof as may be necessary, from time to time and to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution.”

**7. TO APPOINT MS. SURABHI VERMA (DIN: 09725877) 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 Ms. Surabhi Verma, having Director Identification Number 09725877, 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, Ms. Surabhi Verma, 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 w.e.f. June 09, 2025.

**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. APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 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 185 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or Group entity of the Company or any other person in which any of the Directors of the Company is interested or deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the "Entities"), provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the Entities shall not at any time exceed the aggregate limit of Rs. 500 Crores (Rupees Five Hundred Crores Only) in its absolute discretion deem beneficial and in the best interest of the Company.

**RESOLVED FURTHER THAT** the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

**9. TO AUTHORIZE THE BOARD OF DIRECTORS OR A COMMITTEE THEREOF OF THE COMPANY, TO SELL OR OTHERWISE DISPOSE OF THE WHOLE OF THE UNDERTAKING OF THE COMPANY SITUATED AT SURVEY NO. 321, TURKALA KHANAPUR VILLAGE, HATHNOORA MANDAL, SANGAREDDY DISTRICT-502296, TELANGANA.**

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 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell & transfer / dispose-off the fixed asset of the Company comprising land admeasuring 2,13,565 Sq. Yds including shield and buildings (combinedly called as "Undertaking") situated at Survey No. 321, Turkala Khanapur Village Hathnoora Mandal, Sangareddy District-502296, Telangana to the third party purchaser at a consideration not less than value arrived by the registered valuer in the interest of the Company and on such terms and conditions as may be deemed fit by the Board and for the consideration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised and empowered to finalize and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sell and transfer of the Undertaking as they may in their absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments."

**10. TO AUTHORIZE THE BOARD OF DIRECTORS OR A COMMITTEE THEREOF OF THE COMPANY, TO SELL OR OTHERWISE DISPOSE OF THE WHOLE OF THE UNDERTAKING OF THE COMPANY SITUATED AT PLOT NO.159 B&C, SURVEY NO.172/A, IDA BOLLARAM, JINNARAM MANDAL, SANGAREDDY DISTRICT-502335, TELANGANA.**

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 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell & transfer / dispose-off the fixed asset of the Company comprising land admeasuring 12,705 Sq. Yds including shield and buildings (combinedly called as "Undertaking") situated at Plot no.159 B&C, Survey No.172/A, IDA Bollaram, Jinnaram Mandal, Sangareddy District-502335, Telangana to the third party purchaser at a consideration not less than value arrived by the registered valuer in the interest of the Company and on such terms and conditions as may be deemed fit by the Board and for the consideration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised and empowered to finalize and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sell and transfer of the Undertaking as they may in their absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments."

**11. TO AUTHORIZE THE BOARD OF DIRECTORS OR A COMMITTEE THEREOF OF THE COMPANY, TO SELL OR OTHERWISE DISPOSE OF THE WHOLE OF THE UNDERTAKING OF THE COMPANY SITUATED AT PLOT NO. 128/A, SURVEY NO. 172/B, IDA BOLLARAM, JINNARAM MANDAL, SANGAREDDY DISTRICT-502335, TELANGANA.**

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 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell & transfer / dispose-off the fixed asset of the Company comprising land 4840 Sq. Yds including shield and buildings (combinedly called as "Undertaking") situated at Plot No. 128/A, Survey No. 172/B, IDA Bollaram, Jinnaram Mandal, Sangareddy District-502335, Telangana to the third party purchaser at a consideration not less than value arrived by the registered valuer in the interest of the Company and on such terms and conditions as may be deemed fit by the Board and for the consideration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised and empowered to finalize and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sell and transfer of the Undertaking as they may in their absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments."

**12. CHANGE OF NAME OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 4, 5, 13, 14 and 15 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules framed (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and all other acts, rules, regulations, circulars as may be applicable and subject to the approval of the Central Government, Stock Exchange(s) or appropriate regulatory and statutory authorities, the consent of the Members of the Company be and is hereby accorded to change the name of the Company from **"NEUEON TOWERS LIMITED"** to **"NEUEON CORPORATION LIMITED"** with effect from the date of issuance of a "Fresh Certificate of Incorporation" in favour of the Company by the Registrar of Companies and consequently change the name of the Company wherever appearing in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to approval of name change of the Company, the name **"NEUEON TOWERS LIMITED"** be substituted for **"NEUEON CORPORATION LIMITED"** wherever it appears in the Memorandum of Association and Articles of Association of the Company and Clause I of the Memorandum of Association of the Company be altered as under:

**I. The name of the Company is NEUEON CORPORATION LIMITED.**

**RESOLVED FURTHER THAT** the name "NEUEON TOWERS LIMITED" wherever appearing in any of the documents/ records of the Company be substituted by the new name "NEUEON CORPORATION LIMITED" in accordance with the provisions of applicable laws.

**RESOLVED FURTHER THAT** the Board of Directors/Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary and to take all such steps as may be required to expedient to give effect to this resolution."

**13. CHANGE IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with applicable rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), pursuant to recommendation of Board of Director in their meeting held on July 15, 2025 and subject to such terms, conditions, amendments or modifications as may be required or



suggested by Statutory Authorities, consent of the members be and is hereby accorded to alter object clause of Memorandum of Association (MOA) of the Company, as under:

**OBJECT CLAUSE:**

**A.** By adding new Sub-Clause 5 to 10 in Main Object Clause III (A) of the Memorandum of Association as follow:

**5.** To carry on the business of Civil Engineers, Contractors, Architects, Real Estate agents, brokers, dealers, Engineering, Procurement, and Construction (EPC) in all its branches and to undertake and execute projects relating to infrastructure, industrial plants, power generation, transmission and distribution, oil and gas facilities, water and wastewater systems, renewable energy installations, buildings, roads, bridges, and other civil, mechanical, and electrical engineering works on a turnkey or non-turnkey basis including infrastructure development in all its branches and to undertake, promote, develop, construct, operate, maintain, manage, and invest in projects relating to roads, highways, expressways, bridges, flyovers, railways, airports, seaports, industrial parks, smart cities, water supply and sanitation systems, solid waste management, metro and mass transit systems, housing and urban development, power and energy infrastructure, logistics parks, and all other forms in India and abroad.

**6.** To carry on the business of providing data center centric mission-critical infrastructure management solutions, network connectivity and IT services, colocation, hosting services, cloud computing infrastructure, regular backup, server load balancing, remote backup, managed IT Services like messaging, shared hosting, network and security, storage, virtualization, managed voice services, telecom services, technology integration services and application Integration services, public, private and hybrid cloud platforms and information as a service, platform as a service and disaster recovery as a service, to carry on the business of design, implementation and maintenance to deliver end- to-end managed IT services across data centers, network and security, service desks, command centers, hosted contact centers and to conduct, sponsor or otherwise participate in training programmes, courses, seminar conferences in respect of any of the objects of the Company and for spreading or imparting the knowledge and use of data centers and IT services including the publication of books, journals, bulletins, study / course materials, circulars and news-letters; and to undertake the business as partners, agents, distributors, franchise holders or otherwise for trading or dealing in data centers, IT product & service packages.

**7.** To carry on the business of interior design and decoration, including but not limited to the planning, design, execution, and furnishing of interior spaces in residential, commercial, retail, hospitality, and institutional properties; to provide consultancy and project management services related to interior architecture, space planning, and aesthetic enhancement; to import, export, manufacture, trade in or otherwise deal in furniture, fixtures, fittings, decorative items, materials, textiles, and related accessories; and to undertake all such activities and services ancillary or incidental to the foregoing.

**8.** To carry on the business of advertising and media services, including but not limited to designing, developing, managing, and operating advertising campaigns and platforms on buses, metro rail systems, transit shelters, public transport infrastructure, billboards, hoardings, digital signage, LED screens, and other outdoor and indoor media spaces, and to provide complete advertising and branding solutions to clients across various sectors.

**9.** To carry on the business of developing, designing, operating, maintaining, marketing, and providing products, solutions, platforms, and services based on blockchain technology, including but not limited to distributed ledger technologies (DLT), smart contracts, digital asset infrastructure, decentralized applications (dApps), tokenization platforms, and enterprise blockchain systems across various sectors such as finance, supply chain, healthcare, logistics, identity management, governance, and cybersecurity.

**10.** To develop, promote, operate, and invest in the Advanced Air Mobility (AAM) ecosystem, including but not limited to the design, manufacture, operation, and integration of electric Vertical Take-Off, Landing (eVTOL) aircraft and associated technologies including conceptualize, design, develop, and operate next-generation aviation technologies and services aimed at transforming the future of mass transportation, with a focus on enhancing speed, reliability, and sustainability in passenger and cargo transit.

**B.** By adding new Sub-Clause 28 to 46 in Clause III (B), objects incidental or ancillary to the attainment of the main objects of Memorandum of Association which are as under:

**28.** To carry on the business of paviors and manufacturers of and dealers in artificial stone, whether for buildings, paying or other purposes and to do business as dealers and manufacturers of all building requisites.

**29.** To carry on and undertake the business of Export, Import, Trading of products, commodities of all types and merchandise of all kinds and act as liaison agents, export house/sole exports house for various manufacturers, traders and producers in the country or abroad and to act as trade representatives, sole distributors and marketing agents for Foreign Companies/Agencies in respect for Export/Import business and act as consultants, advisors, retainers or agents for all those engaged in Export/Import of various commodities including advertisement in trade journals abroad, organising and holding/in participating in trade fairs in India and abroad and to participate directly or indirectly, financially or otherwise in all the above activities.

**30.** To carry on the business of the healthcare, agriculturists, planters, cultivators, farmers, and to plant, cultivate and purchase all kinds of food grains and food stuffs, oil seeds, vegetables, fruits, grass, timber, bamboo, straw, cotton, jute, rubber, sugarcane, tea, flowers, coffee, coconuts, cashew nuts, tobacco and other articles, that are the produce of land or soil and also products resulting out of processing of the above produce of land or soil and to sell, purchase, in India and/or abroad and deal in the same as principals or agents and to carry on business as dealers in and producers of Dairy farms and garden produce of all kinds, and in particular, milk, cream, butter, ghee, cheese, poultry and eggs, fruits and vegetables and also to carry on the business of seri culturists, horticulturists and aqua culturists.

**31.** To carry on in India or elsewhere the business to manufacture, produce, design, develop, modify, build, encourage, refine, repair, process, prepare, fabricate, alter, dismantle, provide, exchange, remove, set, convert, finish, polish, cut, fit, trim, contract, sub-contract, supply, turn to account, let on hire, buy, sell, import, export, wholesale, retail and to act as agent, broker, adatia, jobworker, consignor, contractor, vender, collaborator, stockist, distributor or otherwise to deal in all shapes, sizes, varieties, designs, applications, combinations & uses of apparel, ornaments, gems, jewelleryes, goods, watches, clocks, cutleries, fabrics, utensils, antiques, articles and things, their parts, accessories, fittings, components, ingredients and materials thereof made partly or wholly of gold, silver, platinum or other precious metals and alloys thereof together with

precious, semi-precious, imitation, synthetic, natural or other varieties of stones and materials whatsoever and to buy and sell the primary gold, silver platinum and other precious metals, diamonds and such precious stones and to do all incidental acts and things necessary for the attainment of above objects.

**32.** To design, engineer, procure, construct, install, erect, commission, operate, and maintain industrial and infrastructure projects including but not limited to power plants, substations, pipelines, refineries, factories, ports, and transportation systems.

**33.** To act as general contractors, subcontractors, project managers, and consultants in connection with any EPC-related project.

**34.** To enter into joint ventures, technical collaborations, or strategic alliances with domestic or international firms for the execution of EPC contracts.

**35.** To enter into public-private partnerships (PPP), build-operate-transfer (BOT), design-build-finance-operate-transfer (DBFOT), or other concession-based models with government or private entities.

**36.** To apply for and obtain approvals, licenses, permits, and clearances necessary for undertaking infrastructure projects.

**37.** To undertake feasibility studies, surveys, research, and engineering design for infrastructure projects.

**38.** To acquire, lease, license, or otherwise obtain rights, franchises, or permissions from government bodies, municipal corporations, public transport authorities, or private parties for displaying advertisements on vehicles, transit systems, stations, terminals, and related infrastructure.

**39.** To conceptualize, design, produce, install, and maintain advertising material including printed media, digital screens, audio-visual content, LED displays, transit wraps, posters, and interactive media.

**40.** To provide marketing, branding, event management, and media planning services, including online, offline, and hybrid campaigns.

**41.** Investing, setting up, acquiring, holding and managing securities in the subsidiaries for the purposes of undertaking business as specified above.

**42.** Strategic review and control of the subsidiaries of the Company and providing operational and managerial support to its subsidiaries including providing necessary services as may be required by subsidiaries from time to time, for development and operation of one or more data center facilities.

**43.** To act as agents, consultants, or contractors for clients in connection with media buying, media planning, outdoor advertising, and public relations.

**44.** To enter into partnerships, joint ventures, franchises, or collaborations with other companies, agencies, or public bodies for expanding advertising operations or acquiring media rights.

**45.** To engage in research, data analytics, audience measurement, and technology integration for improving advertising reach and effectiveness.

**46.** To engage in partnerships, joint ventures, or collaborations with domestic and international companies, research institutions, and government bodies for the development and expansion of the AAM and eVTOL ecosystem.

**C.** By deleting existing Clause III (C), Other objects of the Memorandum of Association

**RESOLVED FURTHER THAT** any member of Board of Director and Company Secretary be and is hereby severally authorized to sign and execute such documents / papers, file necessary form(s)/ letter(s) with the Registrar of Companies / Ministry of Corporate Affairs, with the Central Government and other concerned authority(ies) and to do all such acts, deeds, matters and things on behalf of the Company as they may deem fit, proper and necessary to give effect to this resolution."

**14. ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER PROVISIONS OF 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 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company – Clause III (B)-MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJCETS SPECIFIED IN CALUSE III(A)' and consequently changing the object numbering as may be appropriate.

**RESOLVED FURTHER THAT** in accordance with the Table A of the Schedule I of the Act, the Clause III(B) of the Memorandum of Association of the Company, be renamed as under:

**Clause III (B)-MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJCETS SPECIFIED IN CALUSE III(A):**

**RESOLVED FURTHER THAT the existing Clause III (C) – Other objects of the Memorandum of Association of the Company** be and is hereby deleted in its entirety.

**RESOLVED FURTHER THAT** in accordance with the Table A of the Schedule I of the Act, the Clause IV of the Memorandum of Association of the Company, be renamed as "The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

**RESOLVED FURTHER THAT** any member of Board of Director and Company Secretary be and is hereby severally authorized to sign and execute such documents / papers, file necessary form(s)/ letter(s) with the Registrar of Companies / Ministry of Corporate Affairs, with the Central Government and other concerned authority(ies) and to do all such acts, deeds, matters and things on behalf of the Company as they may deem fit, proper and necessary to give effect to this resolution."

**15. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER PROVISIONS OF COMPANIES ACT, 2013 IN PLACE OF THE EXISTING ARTICLE ASSOCIATION OF THE COMPANY:**

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

**“RESOLVED THAT**, in supersession of earlier resolutions passed by the Company, if any, pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the existing Articles of Association of the Company be substituted with the new Articles of Association to make them in line with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT**, the Board of Directors/Company Secretary of the Company be and are hereby severally 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 execute all 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 and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.”

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

Place: Hyderabad  
Date: July 15, 2025

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

**NOTES:**

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended ('Act') setting out the material facts concerning the business with respect to Item No(s). 4 to 15 forms part of this Notice. Further, relevant information pursuant to Regulation(s) 36 and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and disclosure requirements in terms of Secretarial Standard on General Meetings ('SS-2') issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation and seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as Annexure to this Notice.

2. Brief resume of Directors proposed to be appointed/reappointed, in item no. 2 and 7 and 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. The Ministry of Corporate Affairs ('MCA'), inter-alia, vide its General Circular No(s). 14/ 2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars'), has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

Further, the Securities and Exchange Board of India ('SEBI'), vide its Circular(s) dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023, October 7, 2023 and October 3, 2024 ('SEBI Circulars') and other applicable circulars issued in this regard have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations.

In compliance with the applicable provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the 18<sup>th</sup> Annual General Meeting of the Company is being held through VC / OAVM on Tuesday, August 19, 2025 at 11.30 a.m. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at Survey No. 321, Turkala Khanapur Village Hathnoora Mandal, Sangareddy District-502296, Telangana.

4. The Company has appointed M/s. National Securities Depository Limited (NSDL) to provide Video Conferencing facility for the e-AGM.

**5. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON ITS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS READ WITH THE SEBI CIRCULARS, THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

6. The Register of Members and Share Transfer Books of the Company will remain closed from **August 14th, 2025 to August 19th, 2025 (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 18<sup>th</sup> AGM will be **August 13th, 2025.**

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 will upload details of unpaid and unclaimed amounts lying with the Company as on March 31, 2025 (if any) 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 30 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. In accordance with the aforesaid MCA Circulars and the SEBI Circulars, the Notice of the AGM along with the 18th Annual Report & 18th Annual Accounts for FY2024-25 are being sent ONLY through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/ Depositories/Depository Participants and a email will be sent by the Company providing the web-link, to all those shareholder(s) who have registered their e-mail address with the Company/Registrar and Transfer Agent/Depositories/Depository Participants. The Company shall send physical copy of the 18th Annual Report & 18th Annual Accounts for FY2024-25 to those Members who request for the same at [cs@neueon.in](mailto:cs@neueon.in).

**18.** Members are encouraged to submit their questions in advance with respect to the accounts or the business to be transacted at the AGM. These queries may be submitted from their registered e-mail address, mentioning their name, DP ID and Client ID/folio number and mobile number, to the Company's email address at [cs@neueon.in](mailto:cs@neueon.in) **before 5:00 p.m. (IST) on Friday, August 15, 2025.**

19. Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at [cs@neueon.in](mailto:cs@neueon.in) until **Friday, August 15, 2025 (5:00 p.m. IST)**. The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

20. 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. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio



visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include 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. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 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 and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on **August 16, 2025 at 09:00 A.M. and ends on August 18, 2025 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **August 13th, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **August 13th, 2025**.

**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.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial</b></li> </ol>

**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 & voting during the meeting.

3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. 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 (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 & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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 &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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. 1800-21-09911

## **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?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) 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*****.
b) For Members who hold shares in	16 Digit Beneficiary ID

demat account with CDSL.	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) 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:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
  - (i) 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'.
  - (ii) 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:

- a) 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).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) 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.
- d) 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?**

1. 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.
  2. 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 Meeting".
  3. Now you are ready for e-Voting as the Voting page opens.
  4. 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.
  5. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rprassociateshyd@gmail.com](mailto:rprassociateshyd@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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.

3. 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 to [SupratimM@nsdl.com](mailto:SupratimM@nsdl.com) or [SwapneelP@nsdl.com](mailto:SwapneelP@nsdl.com) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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:**

1. 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 [cs@neueon.in](mailto:cs@neueon.in).
2. In case shares are held in demat mode, please provide DPID-CLID (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 [cs@neueon.in](mailto:cs@neueon.in). If you are an Individual shareholders 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.
3. 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.
4. 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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.



4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL 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" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN 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.

**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. 4- TO APPROVE THE APPOINTMENT OF SECRETARIAL AUDITORS OF THE COMPANY**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time, every listed public Company is required to annex with its Board's Report made out in terms of Section 134(3) of the Companies Act, 2013, a Secretarial Audit Report given by a Company Secretary in practice.

M/s. RPR & Associates, a leading Peer Review firm of Practicing Company Secretaries with over 20 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits,

Due Diligence Audits, Compliance Audits etc.

In terms of Regulation 24A of LODR Regulations read with SEBI notification dated December 12, 2024, and other applicable provisions, the Company can appoint a peer reviewed firm as secretarial auditors for not more than two (2) terms of five (5) consecutive years. RPR & Associates is eligible for appointment for a period of five years and on the basis of recommendations of the Audit Committee, the Board of Directors, at its meeting held on July 15, 2025, approved the appointment of M/s. RPR & Associates as secretarial auditors of the Company to hold office for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30. The appointment is subject to approval of the shareholders of the Company.

The proposed remuneration to be paid to M/s. RPR & Associates, for Financial Year 2025-26 is INR 1.1 lakh plus applicable taxes and reimbursement of out-of-pocket expenses with annual increments of INR 10,000/- to meet inflationary costs of providing the audit service. The Audit Committee and the Board is of the view that INR 1.1 lakh is reasonable audit fee considering the size and scale of the company.

RPR & Associates has given their consent to act as secretarial auditors of the company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, RPR & Associates has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. Besides the secretarial audit services, the Company may also obtain certifications from RPR & Associates under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with RPR & Associates. Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility of the firm's qualification, experience, independent assessment & expertise of the partners in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

The Board recommends the resolution set forth in item no. 4 for the approval of members.

**ITEM NO. 5- AUTHORIZATION TO THE BOARD TO ENTER INTO RELATED PARTY TRANSACTIONS AS PER APPLICABLE LAW**

Your Company enters into related parties' transaction in the ordinary course of business and are at arm's length, proposed resolution is for your approval as a matter of abundant precaution in terms of proviso to Section 188(1) of the Companies Act, 2013 read with Rules framed thereunder.

Your directors recommend passing of the proposed resolution in the interest of the Company.

None of the Directors/Key Managerial Personnel or their relatives is interested or concerned, financially or otherwise, in said resolution.

**ITEM NO. 6- MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY FOR THE YEARS 2025-26 AND 2026-27:**

Pursuant to the Provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of Ordinary resolution, in case certain transactions with related parties exceeds the specified threshold limits. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and at an arm's length basis. In this regard, all Related Party Transactions with an aggregate value exceeding `1,000 crore or 10% of annual audited consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall be considered as "material" and requires prior approval of members by means of an Ordinary Resolution.

However, pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, approval of the members is required for all Material Related Party Transactions, even if they are entered into in the ordinary course of business and at an arm's length basis.

Given the nature of the Company, the Company works closely with its subsidiary, group companies and other related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and at an arm's length basis.

**Following shall be considered as "Material Related Party Transactions" of the Company for the year 2025-27, based on the annual audited consolidated turnover of the Company for the previous year (i.e. 2024-25):**

S. No	Name of Related Party	Nature of transaction	Threshold limit*	Estimated Transaction(s) value
1	^Preca Structures Pvt. Ltd.	Sale & Purchase of Goods & Services and rent	INR 54 lacs	INR 25 Crores
2	^Preca Steels Pvt. Ltd.	Sale & Purchase of Goods & Services and rent	INR 54 lacs	INR 25 Crores

^Directors have significant influence

\*10% of consolidated turnover (i.e. INR 5.40 Crs) of the Company for the year 2024-25

**Note –**

- The amended Regulation 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also enhanced the definition of Related Party Transactions which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.
- Audit Committee was provided with the relevant details about the proposed Related Party Transactions including rationale, material terms and justification for proposed Related Party Transactions. Accordingly, the Audit Committee has granted approval for entering into the aforesaid Related Party Transactions to be entered during the year 2025-27.
- The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the Related Party Transactions, the Committee has determined that the promoter(s) will not benefit from the proposed Related Party Transactions at the expense of public shareholders.

**Additional Information pursuant to SEBI master circular dated 11th November, 2024:**

S. No	Description	Details	Details
	<b>Details of summary of information as provided by the Management to the Audit Committee</b>		
a	<b>Name of the related party and its relationship with the Company</b>	Preca Structures Pvt. Ltd. [Presently directors have significant influence, as per approved resolution plan Preca Structures Pvt. Ltd. shall be new promotor company of	Preca Steels Pvt. Ltd. [Directors have significant influence]

		the Neueon Towers Limited]	
b	<b>Name of the Director or key managerial personnel who is related and nature of relationship</b>	Mr. Sudheer Rayachoti, Managing Director and Mr. PVS Santharam, Director of Preca Structures Pvt. Ltd.	Mr. Sudheer Rayachoti is Director and shareholder in Preca Steels Pvt. Ltd.
C	<b>Type, material terms, monetary value and particulars of contracts or arrangement</b>	The transaction involves Sale & Purchase of goods, availing & rendering of Services and renting of property / Business advance. The maximum annual value of the proposed transactions is estimated based on the Company's current transactions and future business projections.	
d	<b>Value of proposed Transaction (aggregate limits is an enabling limit to help the business operate smoothly without interruptions)</b>	Rs. 25 Crores	Rs. 25 Crores
e	<b>Tenure of the proposed transaction</b>	This related party transactions are recurring in nature. However, the approval of the shareholders is being sought for entering into Related Party Transactions for the year 2025-27.	
f	<b>Percentage of annual consolidated turnover considering FY 2024-25 as the immediately preceding financial year</b>	463% each company.	
2	<b>Justification for the transaction</b>	The proposed Related Party Transactions are in the best interest of the Company and are intended to further its core business objectives. These arrangements aim to achieve operational synergies, reduce costs, and enhance long-term sustainability. Specifically, the transactions will ensure the steady availability of key raw materials and intermediates required for manufacturing and production, thereby supporting business expansion and improved profitability. All transactions shall be conducted in the ordinary course of business and on an arm's length basis and in accordance with the Company's Related Party Transactions Policy.	

3	<b>Details of transactions relating to any loans, inter-corporate deposits, advances or investments.</b>	Preca Structures Pvt. Ltd. has paid INR 50,89,00,968/- towards share application pending allotment and unsecured borrowings to company as per approved resolution plan.	NIL
4	<b>A copy of the valuation or other external party report, if any, such report has been relied upon</b>	As and when the Board feels appropriate, valuation report or other external report would be sought in accordance with the Companies Act, 2013 and other relevant laws for undertaking proposed Related Party Transactions.	
5	<b>Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis:</b>	Not available	
6	<b>Any other information that may be relevant</b>	Based on the nature of transaction, advance for part or full amount of the transaction/ arrangement could be paid / received in the ordinary course of business.	

The aforesaid estimated value of the proposed transactions may exceed the material threshold limits as prescribed under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Actual value of the transactions may vary depending upon the business requirements.

The aforesaid transactions shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company and shall at all time remain within the aforesaid limits. It is further clarified that while the sub-limits of individual transactions (i.e. sale or purchase of Goods or services) may be utilized interchangeably based on business requirements, the aggregate value of transactions shall at all times remain within the overall limits as approved by the shareholders.

However, in case of any subsequent material modifications as defined in the Company's policy on materiality of Related Party Transactions and dealing with Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board, based on the recommendation made by the Audit Committee, recommends the resolution set forth in item no. 6 of the notice for approval of the members by passing an **Ordinary Resolution**. All entities falling under the definition of related party of the Company shall abstain from voting irrespective of whether the individual/entity is party to the particular

transaction or not.

Mr. Sudheer Rayachoti and Mr. PVS Santharam are interested in the resolution as set out at Item No. 6 of the Notice with regard to approval of proposed material Related Party Transactions for the year 2025-27. Save and except the above, no other Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

#### **ITEM NO. 7- TO APPOINT MS. SURABHI VERMA (DIN: 09725877) AS INDEPENDENT DIRECTOR**

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Ms. Surabhi Verma (DIN: 09725877) is appointed as Additional Women Director (Independent Director category) w.e.f. 09<sup>th</sup> June 2025.

The Board of Directors in their meeting held on July 15, 2025, have recommended appointment of Ms. Surabhi Verma as Independent Director of the Company for a term of five years as stated in the resolution.

Ms. Surabhi Verma 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 thereunder for her appointment as Independent Women 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, not debarred from holding the office of director by virtue of any SEBI order and has given her consent to act as Director.

Copy of the draft letter for appointment of Ms. Surabhi Verma, 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 Women 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. 7 in relation to appointment of Ms. Surabhi Verma as Independent Director, for the approval by the shareholders of the Company by way of Special Resolution.

Except Ms. Surabhi Verma, 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- APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:**

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a special resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Sub-section (b) of Section 2 of 185 of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of financing the setup of large solar power projects expenditure and/or working capital requirements including but not limited to purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 8 of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item no. 8 of the notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

**ITEM NO. 9- TO AUTHORIZE THE BOARD OF DIRECTORS OR A COMMITTEE THEREOF OF THE COMPANY, TO SELL OR OTHERWISE DISPOSE OF THE WHOLE OF THE UNDERTAKING OF THE COMPANY SITUATED AT SURVEY NO. 321, TURKALA KHANAPUR VILLAGE, HATHNOORA MANDAL, SANGAREDDY DISTRICT-502296, TELANGANA.**



The members of the Company are informed that the fixed asset of the Company comprising of land admeasuring 2,13,565 Sq. Yds including shield and buildings (combinedly called as 'undertaking') situated at Survey No. 321, Turkala Khanapur Village, Hathnoora Mandal, Sangareddy District-502296, Telangana is not being fully utilized as it possesses more space than the actual requirement of the Company due to which the cost of overhead and expenditure is increased. The Board of the Company identified the said fixed asset as non-core asset of the Company.

Hence the Board is of opinion to sell/dispose-off the said fixed asset which will increase the net worth and the cash flows position of the Company, and reduces the overhead expenditure thereof. In this regard the Board has been searching for suitable buyer who intends to acquire the said fixed asset of the Company. The sale of the said fixed asset would not have any adverse impact on the Company.

As per explanation to Section 180(1)(a) of the Companies Act, 2013, the said fixed asset will be deemed to be an 'Undertaking' of the Company and hence the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose-off the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of the members of the Company by way of a special resolution.

Hence, the approval of members is sought for sale/transfer of property/unit of total consideration not exceeding INR 140,00,00,000/- (Indian Rupees One Hundred forty Crore Only) ("Sale Consideration") and shall be paid as per the terms of Deed of Conveyance/ Sale Deed upon completion of certain condition(s). Please note the above Sale Consideration shall be higher than value assigned under the valuation report dated 11<sup>th</sup> July 2025 provided by Mr. Rajkumar Sarda, Registered Valuer for Plant & Machinery and Mr. Vaddepalli Murali, Registered Valuer for land.

The valuation report is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM.

The Board of Directors recommends the Special Resolution as set out at Item No. 9 of this Notice for approval of Members.

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

**ITEM NO. 10- TO AUTHORIZE THE BOARD OF DIRECTORS OR A COMMITTEE THEREOF OF THE COMPANY, TO SELL OR OTHERWISE DISPOSE OF THE WHOLE OF THE UNDERTAKING OF THE COMPANY SITUATED AT PLOT NO.159 B&C, SURVEY NO.172/A, IDA BOLLARAM, JINNARAM MANDAL, SANGAREDDY DISTRICT-502335, TELANGANA.**

The members of the Company are informed that the fixed asset of the Company comprising of land admeasuring 12,705 Sq. Yds including shield and buildings (combinedly called as 'undertaking') situated at Plot No.159 B&C, Survey No.172/A, Ida Bollaram, Jinnaram Mandal, Sangareddy District-502335, Telangana is not being fully utilized as it possesses more space than the actual requirement of the Company due to which the cost of overhead and expenditure is increased. The Board of the Company identified the said fixed asset as non-core asset of the Company.

Hence the Board is of opinion to sell/dispose-off the said fixed asset which will increase the net worth and the cash flows position of the Company, and reduces the overhead expenditure thereof. In this regard the Board has been searching for suitable buyer who intends to acquire the said fixed asset of the Company. The sale of the said fixed asset would not have any adverse impact on the Company.

As per explanation to Section 180(1)(a) of the Companies Act, 2013, the said fixed asset will be deemed to be an 'Undertaking' of the Company and hence the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose-off the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of the members of the Company by way of a special resolution.

Hence, the approval of members is sought for sale/transfer of property/unit of total consideration not exceeding INR 30,00,00,000/- (Indian Rupees Thirty Crore Only) ("Sale Consideration") and shall be paid as per the terms of Deed of Conveyance/ Sale Deed upon completion of certain condition(s). Please note the above Sale Consideration shall be higher than value assigned under the valuation report dated 11<sup>th</sup> July 2025 provided by Mr. Rajkumar Sarda, Registered Valuer for Plant & Machinery and Mr. Vaddepalli Murali, Registered Valuer for land.

The valuation report is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM.

The Board of Directors recommends the Special Resolution as set out at Item No. 10 of this Notice for approval of Members.

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

**ITEM NO. 11- TO AUTHORIZE THE BOARD OF DIRECTORS OR A COMMITTEE THEREOF OF THE COMPANY, TO SELL OR OTHERWISE DISPOSE OF THE WHOLE OF THE UNDERTAKING OF THE COMPANY SITUATED AT PLOT NO. 128/A, SURVEY NO. 172/B, IDA BOLLARAM, JINNARAM MANDAL, SANGAREDDY DISTRICT-502335, TELANGANA.**

The members of the Company are informed that the fixed asset of the Company comprising of land admeasuring 4840 Sq. Yds including shield and buildings (combinedly called as 'undertaking') situated at Plot No. 128/A, Survey No. 172/B, Ida Bollaram, Jinnaram Mandal, Sangareddy District-502335, Telangana is not being fully utilized as it possesses more space than the actual requirement of the Company due to which the cost of overhead and expenditure is increased. The Board of the Company identified the said fixed asset as non-core asset of the Company.

Hence the Board is of opinion to sell/dispose-off the said fixed asset which will increase the net worth and the cash flows position of the Company, and reduces the overhead expenditure thereof. In this regard the Board has been searching for suitable buyer who intends to acquire the said fixed asset of the Company. The sale of the said fixed asset would not have any adverse impact on the Company.

As per explanation to Section 180(1)(a) of the Companies Act, 2013, the said fixed asset will be deemed to be an 'Undertaking' of the Company and hence the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose-off the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of the members of the Company by way of a special resolution.

Hence, the approval of members is sought for sale/transfer of property/unit of total consideration not exceeding INR 30,00,00,000/- (Indian Rupees Thirty Crore Only) ("Sale Consideration") and shall be paid as per the terms of Deed of Conveyance/ Sale Deed upon completion of certain condition(s). Please note the above Sale Consideration shall be higher than value assigned under the valuation report dated 11<sup>th</sup> July 2025 provided by Mr. Rajkumar Sarda, Registered Valuer for Plant & Machinery and Mr. Vaddepalli Murali, Registered Valuer for land.

The valuation report is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM.

The Board of Directors recommends the Special Resolution as set out at Item No. 11 of this Notice for approval of Members.

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

**ITEM NO. 12- CHANGE OF NAME OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY:**

The Board of Directors of the Company had approved the proposed name i.e. "NEUEON CORPORATION LIMITED" vide circular resolution dated 29<sup>th</sup> March, 2025 and authorised to file Form RUN (Reserve Unique Name) for reservation of the said name with the Central Registration Centre, Ministry of Corporate Affairs. Consequently, the form was approved on 29<sup>th</sup> May 2025 and the aforesaid proposed name is reserved for a period of 60 (sixty) days pursuant to Section 4(5) of the Companies Act, 2013.

Your Company is in process of diversification its business plans and proposals for upcoming year. Hence, the proposed name "NEUEON CORPORATION LIMITED" shall reflect the business of the Company in true essence, elevate and reposition the brand recognition and leverage to explore other verticals and geographical locations.

In this regard, the Board of Directors of the Company has approved the name change of the Company from "Neueon Towers Limited" to "Neueon Corporation Limited", subject to the approval of the members and requisite approvals from statutory, regulatory or governmental authorities under applicable laws, along with consequent amendment to the Memorandum of Association and the Articles of Association of the Company.

The proposed change of name will not affect any rights of the Company, shareholders or any stakeholders of the Company. All existing Share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

Details of previous name changes of the Company:

Date	Name
06 <sup>th</sup> April 2006 (Incorporation)	Sujana Towers Limited
04 <sup>th</sup> October 2016	Neueon Towers Limited

Since then, there has been no change in the name of the Company

The Company has complied with the requirements of Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has obtained certificate from M/s. PVRM & Associates, Chartered Accountants (Firm Registration No. 018790S), which is annexed as B and forms part of this notice.

The Board hereby recommends members to approve the name change proposal and alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution pursuant to Section 13 of the Companies Act, 2013 for better growth and alignment of the Company's strategic long-term goals.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.12.

### **ITEM NO. 13- CHANGE IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

Your Board has to consider from time-to-time proposals for business areas which would be profitable for the Company. For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities. The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate embarking upon new projects and activities. This will enable the company to carry on its business economically and efficiently.

Accordingly, it is proposed that the Company's MOA be amended to include a specific main object for the Company i.e., to undertake new business activities. The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The new Memorandum of Association can be assessed in company website <https://www.neueon.in/wp-content/uploads/2025/07/NTL-MOA-Draft-for-Members-Approval.pdf>

The Board of Directors at their meeting held on July 15 2025 has given its approval to adopt amended Memorandum of Association and recommended the Resolution No. 13 of the accompanying Notice for the approval of the members of the Company by way of a Special Resolution.

Pursuant to the Provisions of Section 13 of the Companies Act, 2013 and relevant Rules made thereunder, alteration of the object clause of the MOA requires approval of members by way of

a special resolution. Hence, the approval of members is sought for adoption of new set Memorandum of Association (MOA) with amended object clause by way of a special resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.13.

**ITEM NO. 14- ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER PROVISIONS OF COMPANIES ACT, 2013**

The existing Memorandum of Association (MOA) of the Company was based on the erstwhile Companies Act, 1956. The Alteration of MOA was necessary to bring the existing MOA in line with the new Companies Act, 2013 (the "new Act").

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by deleting Objects under Clause III (C) – 'Other Objects' and rename Clause III (B) – MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)' and numbering appropriately. This will result in the existing clause III (C) – Other objects of the Memorandum of Association of the Company to be deleted in its entirety.

The Board at its meeting held on July 15 2025 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The new Memorandum of Association can be assessed in company website <https://www.neueon.in/wp-content/uploads/2025/07/NTL-MOA-Draft-for-Members-Approval.pdf>

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise except to the extent of their shareholding in the Company, if any, in the Special Resolution as set out at Resolution No. 14 of this Notice

**ITEM NO. 15- ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER PROVISIONS OF COMPANIES ACT, 2013 IN PLACE OF THE EXISTING ARTICLE ASSOCIATION OF THE COMPANY:**

The Board of Directors of the Company at its meeting held on 15th July, 2025 decided that the existing Articles of Association ('AOA') is based on erstwhile Indian Companies Act, 1956, it would be necessary to adopt new set of Articles of Association as per the Companies Act, 2013 and that the existing Articles of Association of the Company is being replaced with new set of Articles of Association so as to make it in line with the new Companies Act, 2013. The new Articles of Association can be assess in company website <https://www.neueon.in/wp-content/uploads/2025/07/NTL-AOA-Draft-for-Members-Approval.pdf> The new set of AOA is based on Table F of the Companies Act, 2013.

A copy of the existing Articles of Association and a copy of the new Articles of Association are available for inspection during normal business hours on all working days up to the date of Annual General Meeting.

Place: Hyderabad  
Date: July 15, 2025

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

**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	Mr. Sudheer Rayachoti
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	06 <sup>th</sup> 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)	PRECA Steels Private Limited 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 ₹ 1/- 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. PVS Santharam 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	No change in terms and conditions.
I	Number of meetings of the Board attended during the financial year 2024-25	4
J	Remuneration last drawn	Up to Rs. 50,00,000 per annum.
K	Remuneration proposed to be drawn	NA



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	Ms. Surabhi Verma
B	Brief Profile	
	i) Age	34 years
	ii) Educational Qualification	Company Secretary from The Institute of Company Secretaries of India
	iii) Experience in specific functional area	Ms. Surabhi Verma is a member of the Institute of Company Secretaries of India. She has vast exposure over legal and secretarial functioning of the organization including compliance related to NBFC and Trust registered as AIF Category II regulated by SEBI.
	iv) Date of appointment on the board of the Company	09 <sup>th</sup> June 2025
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)	7SEAS ENTERTAINMENT LIMITED
E	Chairmanship/ Membership of committees of other Companies (includes only Audit, Stakeholders Relationship and Nomination & Remuneration Committee)	Member of Audit Committee and Nomination and remuneration committee of 7SEAS ENTERTAINMENT LIMITED
F	No. of shares of ₹ 1/- 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 (if any) and commission on profits permitted under the provisions of the Companies Act, 2013.

To,  
The Board of Directors,  
Neueon Towers Limited  
Survey No. 321, Turkala Khanapur Village Hathnoora Mandal,  
Sangareddy District, Telangana-502296

Sub: Certificate pursuant to Regulation 45 of SEBI (LODR) Regulations, 2015.

Dear Sir,

Based on our examination of the records of Neueon Towers Limited ("the Company") and according to the information and explanation given to us, pursuant to the requirements of provisions of Regulation 45 of SEBI (LODR) Regulations, 2015, we do hereby confirm about the compliance of the regulation as under:

1. Time period of 1 (one) year has elapsed from the last name change,
2. 50% (Fifty percent) of the total revenue in the preceding 1 (one) year period has not been accounted for by the new activities suggested by the new name as there is no change in activity of the company.
3. The amount invested in the new activity/project is not 50% (Fifty percent) of the assets of the company as there is no change in activity / project of the Company.

For PVRM & Associates.,  
Chartered Accountants  
FRN: 018790S

Sd/-  
PV Ramana Murthy  
Partner  
M.No. 015453

UDIN: 25015453BBIJHI6028

Place: Hyderabad  
Date: 09th July 2025