

## NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the Shareholders of M/s AISHWARYA TECHNOLOGIES AND TELECOM LIMITED will be held on Friday, the 23<sup>rd</sup> day of October, 2015 at 11.00 A.M. at the registered office of the Company situated at 1-3-1026 & 1027, Singadikunta, Kawadiguda, Hyderabad - 500080, Telangana to transact the following business:

### **SPECIAL BUSINESS:**

#### **1. Increase in authorized Share Capital of the Company:**

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

"RESOLVED THAT pursuant to Section 13 and Section 61 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 and the Rules made there under, the authorized share capital of the company be and is hereby increased from Rs 12,00,00,000 (Rupees Twelve crores only) divided into 2,40,00,000 (Two Crores and Forty lakhs only) equity shares of Rs.5/- (Rupees Five only) each to Rs 15,00,00,000 (Rupees Fifteen crores only) divided into 3,00,00,000 (Three Crores only) equity shares of Rs 5/- (Rupees Five only) each."

"FURTHER RESOLVED THAT the Board of Directors or its committee thereof be and is hereby authorized to take all such necessary steps / actions as may be deemed expedient to give effect to this resolution including signing of all such necessary documents as may be required in this regard."

#### **2. Alteration in Memorandum of Association:**

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

"RESOLVED THAT in accordance with the provisions of Sections 13 and 61 and all other applicable provisions, if any, of the Companies Act, 2013, as amended up to date (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to the approvals, consents, permission and sanctioned as may be necessary from the appropriate authorities or bodies, the existing clause (V) of the Memorandum of Association of the Company be and here by substituted as follows:

Memorandum of Association:

- (V) "The Authorised share capital of the company is Rs.15,00,00,000 (Rupees Fifteen crores only) divided into 3,00,00,000 (Three Crores only) equity shares of Rs 5/- (Rupees Five only) each with power of the company to increase or reduce the capital and the shares in the capital for the time being into several classes and to attach thereto respectively such preferential differed qualified or special rights, privileges or conditions and to vary or modify or abrogate any such rights, privileges or conditions as may for the time being be provided by the regulations of the company and to issue any part of its capital original or increased with or without any preference priority or special privileges or subject to any postponement of to any conditions or restrictions and that unless the conditions of issue shall otherwise expressly declare every issue of

share whether declared to preference or otherwise shall be subject to the power herein before contained."

"FURTHER RESOLVED THAT the Board of Directors or its committee thereof be and is hereby authorized to take all such necessary steps / actions as may be deemed expedient to give effect to this resolution including signing of all such necessary documents as may be required in this regard."

**For and on behalf of the Board  
For Aishwarya Technologies and Telecom Limited**

**Place: Hyderabad  
Date: 28.09.2015**

**Sd/-  
G. Rama Manohar Reddy  
Managing Director  
DIN: 00135900**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.
2. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
3. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
4. Corporate Members are requested to send to the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Pvt Ltd, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the EGM.
5. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
6. 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 the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
7. As a measure of austerity, copies of the notice of extra ordinary general meeting will not be distributed at the Meeting. Members are therefore, requested to bring their copies notice of extra ordinary general meeting to the Meeting.

8. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. Bigshare Services Pvt Ltd, Registrar & Share Transfer Agents of the Company for their doing the needful.
9. Electronic copy of the notice of extra ordinary general meeting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the notice of extra ordinary general meeting is being sent in the permitted mode. Members may also note that the Notice will also be available on the Company's website **www.aishwaryatechtele.com** for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id [accounting@aishwaryatechtele.com](mailto:accounting@aishwaryatechtele.com).
10. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat/Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
11. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 16.10.2015.
13. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.

#### **14. Voting through electronic means**

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 16.10.2015, are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 9.00 a.m. on 20<sup>th</sup> October, 2015 and will end at 5.00 p.m. on 22<sup>nd</sup> October, 2015. The Company has appointed Mr. Vivek Surana, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

The instructions for e-voting are as under:

**(A) In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” tab to cast your votes.
- (iii) Now, select the Electronic Voting Sequence Number - “EVSN” for “Aishwarya Technologies and Telecom Limited” from the drop down menu and click on “SUBMIT”
- (iv) Enter your User ID- For CDSL: 16 digits beneficiary ID followed by 8 Digits Client ID, Members holding shares in Physical form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and click on login.
- (v) If you are holding shares in Demat form and have already voted earlier on [www.evotingindia.co.in](http://www.evotingindia.co.in) for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

	<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
User ID	For CDSL: 16 digits beneficiary ID For NSDL: 8 Character DP ID followed by 8 Digits Client ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

\* Members who have not updated their **PAN** with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number (available in the Address Label pasted in the cover and/or in the e-mail sent to Members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Mohan with sequence number 1 then enter MO00000001 in the PAN Field.

# please enter any one of the details in order to login. In case both the details are not recorded with the depository or Company, please enter the Member id/folio number in the Dividend Bank details field.

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %& \*). Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- (iii) Click on the relevant EVSN on which you choose to vote.
- (iv) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (v) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (vi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (vii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (viii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (ix) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(II) In case of members receiving the Physical copy of Notice of EGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:**

- (A) Please follow all steps from sl. no. (ii) to sl. no. (xv) above, to cast vote.
- (B) Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorized to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.

- (C) The voting period begins on 20.10.2015 at 9.00 A.M. and ends on 22.10.2015 at 5.00.P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 16.10.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xvi). Mr. Vivek Surana, Practicing Company Secretary, bearing C.P. Number 12901 has been appointed as the Scrutinizer to scrutinize the e-voting process.
- (xvii). The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xviii). The Results shall be declared on or after the EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.aishwaryatechtele.com](http://www.aishwaryatechtele.com) and on the website of CDSL within two(2) days of passing of the resolutions at the EGM of the Company and communicated to the BSE Limited.

**For and on behalf of the Board  
For Aishwarya Technologies and Telecom Limited**

**Place: Hyderabad  
Date: 28.09.2015**

**Sd/-  
G. Rama Manohar Reddy  
Managing Director  
DIN: 00135900**

## **EXPLANATORY STATEMENT**

(Pursuant to Section 102(2) of the Companies Act, 2013)

### **Items 1 and 2:**

The present authorized share capital of the company is Rs. 12,00,00,000 divided into 2,40,00,000 equity shares of Rs 5/- each. The company is proposing further issue of shares. Considering the preferential allotment, the Board has approved, subject to the shareholders' approval, an increase in the authorized share capital to Rs 15,00,00,000 divided into 3,00,00,000 equity shares of Rs 5/- each.

Pursuant to the provisions of Sections 13 and 61 of the Companies Act, 2013, an increase in the authorized share capital of the company and consequent amendments in the capital clause of the Memorandum of Association of the company, requires approval of the members. Approval of the members is, therefore, sought in terms of the said sections.

Your Directors recommend the above Special Resolutions for your approval.

None of the directors, key managerial personnel and their relatives are concerned or interested (financial or otherwise) in the above said resolution.

**For and on behalf of the Board  
For Aishwarya Technologies and Telecom Limited**

**Place: Hyderabad  
Date: 28.09.2015**

**Sd/-  
G. Rama Manohar Reddy  
Managing Director  
DIN: 00135900**

**Form No. MGT-11  
Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN : L72200TG1995PLC020569  
Name of the company: Aishwarya Technologies and Telecom Limited  
Registered office: 1-3-1026 & 1027, Singadikunta, Kavadiguda,  
Hyderabad- 500080, Telangana

<b>Name of the member(s):</b>
<b>Registered Address:</b>
<b>E-mail Id:</b>
<b>Folio No./Client Id:</b>
<b>DP ID:</b>

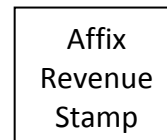
1. Name : .....  
Address  
E-mail Id :  
Signature: ....., or failing him  
2. Name : .....  
Address:  
E-mail Id :  
Signature: ....., or failing him  
3. Name : .....  
Address:  
E-mail Id:  
Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on the 23<sup>rd</sup> day of October at 11.00 a.m. at 1-3-1026 & 1027, Singadikunta, Kavadiguda Hyderabad- 500080, Telangana, and at any adjournment thereof in respect of such resolutions as are indicated below:

- Resolution No.
1. Increase in authorized Share Capital of the Company
  2. Alteration in Memorandum of Association

Signed this ..... day of..... 2015

Signature of shareholder



Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

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**AISHWARYA TECHNOLOGIES AND TELECOM LIMITED**  
(CIN: L72200TG1995PLC020569)

**1-3-1026 & 1027, Singadikunta, Kavadiguda, Hyderabad- 500080, Telangana**

**ATTENDANCE SLIP**

(Please present this slip at the Meeting venue)

**I hereby record my presence at the Extra Ordinary General Meeting of the members of the company to be held on Friday 23.10.2015 at 11:00 at 1-3-1026 & 1027, Singadikunta, Kavadiguda, Hyderabad- 500080, Telangana**

Shareholders/Proxy's Signature\_\_\_\_\_

Shareholders/Proxy's full name\_\_\_\_\_

(In block letters)

Folio No. / Client ID\_\_\_\_\_

No. of shares held\_\_\_\_\_

**Note:**

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.