NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an **Extra Ordinary General Meeting** ("**EOGM**") of the Members of Bondada Engineering Limited (the **"Company**"/**"BEL"**) will be held on Saturday, November 21, 2026, at 3.00 p.m. through Video Conferencing **("VC")** facility / Other Audio Visual Means **("OAVM")** to consider and transact the following business:

Special Business:

ITEM 1: TO APPROVE TRANSACTIONS UNDER SECTION 185 OF THE COMPANIES ACT, 2013 AND TO MAKE INVESTMENT, GIVE LOANS, GUARANTEES AND PROVIDE SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) read with rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and the Articles of Association of the Company and other applicable laws, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any financial assistance/loan taken/to be taken/availed/to be availed by any entity which is a subsidiary/ associate/joint venture or such other entity/person as specified under Section 185 of the Companies Act, 2013 and more specifically to such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company including the Companies mentioned here in **TABLE A** (hereinafter collectively referred to as the "**Entities**"), being entities in which any of the Directors of the Company is interested or deemed to be interested within the meaning of Section 185(2) of the Companies Act, 2013; all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested; 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 of **Rs. 2000 Crore Only (Rupees Two Thousand Crore Only)** in aggregate; provided further that any loan so advanced shall be utilized by the borrowing Entity for its principal business activities."

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and the Articles of Association of the Company and other applicable laws, and subject to all such consents, sanctions, permissions and approvals as may be necessary in that regard (including the prior approval of any public financial institution, where required under Section 186(5) of the Companies Act, 2013), the Board of Directors of the Company, be and is hereby authorised to invest in one or more tranches by way of subscription, purchase, conversion or otherwise in the equity shares, preference shares, convertible debentures, perpetual convertible debt or other securities of any other body corporate (including securities acquired on conversion of any loan or instrument) at par or at premium; and / or give any loan to any person or other body corporate from time to time; and / or give any guarantee (including by way of promoter undertaking or similar undertakings) or provide security (including by way of pledge of shares or hypothecation of subordinate loans or any other quasi equity instruments) in connection with a loan to any other body corporate or person from time to time, up to an aggregate amount not exceeding **Rs. 2000 Crore Only (Rupees Two Thousand Crore Only)** outstanding at any time (inclusive of all investments, loans, guarantees and securities already made, given or provided), notwithstanding that aggregate amount of all investments so far made and /or loans so far given and / or guarantees so far given and / or securities so far provided together with the proposed investments, loans, guarantees and securities will exceed sixty percent of the aggregate of paid-up share capital, free

reserves and securities premium account of the Company or one hundred percent of free reserves and securities premium account of the Company, whichever is higher, including the investments, loans, guarantees and securities to be made, given or provided by the Company in connection with the credit facilities to Companies Mentioned in TABLE A and/or to the Wholly Owned Subsidiary Companies, Subsidiary Companies and Associate Companies to be acquired/incorporated in the future provided that any loan shall carry interest at a rate not lower than that prescribed under Section 186(7) of the Companies Act, 2013.

TABLE A

Sl. No.	Name of the Related Party	Nature of Relationship
1	Bondada Ecobuild Private Limited	Subsidiary Companies
2	Bondada Abodes Private Limited	Subsidiary Companies
3	Bondada E&E Private Limited	Subsidiary Companies
4	Bondada Renewable Energy Private Limited	Subsidiary Companies
5	Atpole Technologies Private Limited	Subsidiary Companies
6	Bondada Green Engineering Private Limited	Subsidiary Companies
7	Bondada Managed Services Private Limited	Subsidiary Companies
8	Speck Systems Private Limited	Subsidiary Companies
9	Greenbond Re Park Private Limited	Subsidiary Companies
10	Bondada Dynamics Private Limited	Subsidiary Companies
11	Bondada Hindupur BESS Projects Private Limited	Subsidiary Companies
12	Bondada Dinesh SPV Private Limited	Subsidiary Companies
13	B Ingenium Private Limited	Associate Company
14	Stellar Homes Private Limited	Associate Company
15	Bondada Technologies Private Limited	Associate Company
16	PhotonicGrid Networks Private Limited	Subsidiary Companies
17	Onix IPP private Limited	Subsidiary Companies

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to determine the manner and amount of making investments, giving loans, issuing guarantees (including undertakings) and/or providing securities within the abovementioned limits.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company constituted for this purpose be and is hereby authorised negotiate, finalise and agree to the terms and conditions of the aforesaid guarantee/security, and to take all necessary steps, to execute all such deeds, 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 further to do all such acts, deeds, matters and things incidental or expedient thereto as the Board may think fit and suitable."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company and/ or Committee of Directors constituted for this purpose be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable including power to sub-delegate (save for matters required under Section 186(5) of the Companies Act, 2013 to be approved by the Board by a unanimous resolution at its meeting) and also settle any question or difficulty that may arise in regard to the proposed investments, loans, guarantees and securities and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

"RESOLVED FURTHER THAT except Mr. Bondada Raghavendra Rao, Chairman and Managing Director and Mr. Satyanarayana Baratam, Whole-Time Director and CFO and Mrs. Neelima Bondada,

Non-Executive Director of the Company, who are interested in the aforesaid resolution, none of the other Directors, Key Managerial Personnel or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company."

ITEM NO. 2: TO CONSIDER AND APPROVE CREATION OF SECURITIES UNDER SECTION 180 (1)(A) OF THE COMPANIES ACT, 2013

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the memorandum and articles of association of the Company and other applicable laws, **and in supersession of all the earlier resolutions**, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board") to sell, lease, or otherwise dispose of, and/or create pledges, charges, hypothecations and other security interests over the whole or substantially the whole of any undertaking of the Company, including the equity shares of, and the subordinated loans and/or quasi-equity instruments advanced to and/or subscribed in the companies mentioned in Table B and/or the Wholly Owned Subsidiary Companies, Subsidiary Companies and Associate Companies to be acquired/incorporated in the future to secure financial assistance availed or to be availed by the Company and/or any of the companies mentioned in Table B, together with interest, costs, charges and all other amounts payable in respect thereof, up to a maximum limit of **Rs. 10,000 Crore Only (Rupees Ten Thousand Crore Only)**"

TABLE B

Sl. No.	Name of the Related Party	Nature of Relationship
1	Bondada Ecobuild Private Limited	Subsidiary Companies
2	Bondada Abodes Private Limited	Subsidiary Companies
3	Bondada E&E Private Limited	Subsidiary Companies
4	Bondada Renewable Energy Private Limited	Subsidiary Companies
5	Atpole Technologies Private Limited	Subsidiary Companies
6	Bondada Green Engineering Private Limited	Subsidiary Companies
7	Bondada Managed Services Private Limited	Subsidiary Companies
8	Speck Systems Private Limited	Subsidiary Companies
9	Greenbond Re Park Private Limited	Subsidiary Companies
10	Bondada Dynamics Private Limited	Subsidiary Companies
11	Bondada Hindupur BESS Projects Private Limited	Subsidiary Companies
12	Bondada Dinesh SPV Private Limited	Subsidiary Companies
13	B Ingenium Private Limited	Associate Company
14	Stellar Homes Private Limited	Associate Company
15	Bondada Technologies Private Limited	Associate Company
16	PhotonicGrid Networks Private Limited	Subsidiary Companies
17	Onix IPP private Limited	Subsidiary Companies

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary and take all steps which are incidental and ancillary in this connection."

"RESOLVED FURTHER THAT except Mr. Bondada Raghavendra Rao, Chairman and Managing Director and Mr. Satyanarayana Baratam, Whole-Time Director and CFO and Ms. Neelima Bondada, Non-Executive Director of the Company, who are interested in the aforesaid resolution, none of the other Directors, Key Managerial Personnel or their respective relatives is, in any way, concerned or

interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company."

ITEM NO. 3: TO CONSIDER AND APPROVE BORROWINGS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company and other applicable laws, **and in supersession of all the earlier resolutions**, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board") to borrow, from time to time, any sum or sums of money, whether in Indian Rupees or foreign currency, from banks, financial institutions, NBFCs, bodies corporate, or any other lenders, by way of loans, credit facilities or other financial arrangements, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), **including its subsidiaries and associate Companies provided in table C below**, and to the Wholly Owned Subsidiary Companies, Subsidiary Companies and Associate Companies to be acquired/incorporated in the future, may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed and outstanding at any time shall not exceed **Rs. 10,000 Crore Only (Rupees Ten Thousand Crore Only).**

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary and take all steps which are incidental and ancillary in this connection."

TABLE C

Sl. No.	Name of the Related Party	Nature of Relationship
1	Bondada Ecobuild Private Limited	Subsidiary Companies
2	Bondada Abodes Private Limited	Subsidiary Companies
3	Bondada E&E Private Limited	Subsidiary Companies
4	Bondada Renewable Energy Private Limited	Subsidiary Companies
5	Atpole Technologies Private Limited	Subsidiary Companies
6	Bondada Green Engineering Private Limited	Subsidiary Companies
7	Bondada Managed Services Private Limited	Subsidiary Companies
8	Speck Systems Private Limited	Subsidiary Companies
9	Greenbond Re Park Private Limited	Subsidiary Companies
10	Bondada Dynamics Private Limited	Subsidiary Companies
11	Bondada Hindupur BESS Projects Private Limited	Subsidiary Companies
12	Bondada Dinesh SPV Private Limited	Subsidiary Companies
13	B Ingenium Private Limited	Associate Company
14	Stellar Homes Private Limited	Associate Company
15	Bondada Technologies Private Limited	Associate Company
16	PhotonicGrid Networks Private Limited	Subsidiary Companies
17	Onix IPP private Limited	Subsidiary Companies

"RESOLVED FURTHER THAT except Mr. Bondada Raghavendra Rao, Chairman and Managing Director and Mr. Satyanarayana Baratam, Whole-Time Director and CFO and Mrs. Neelima Bondada, Non-Executive Director of the Company, who are interested in the aforesaid resolution, none of the other Directors, Key Managerial Personnel or their respective relatives is, in any way, concerned or

interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company."

ITEM NO. 4: RATIFICATION AND APPROVAL OF RELATED PARTY TRANSACTION WITH ONIX IPP PRIVATE LIMITED FOR EXECUTION OF A 270 MWp SOLAR PV PROJECT IN MAHARASHTRA

"RESOLVED THAT pursuant to the provisions of Sections 188, 102 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the applicable rules made thereunder, including Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and subject to such approvals and permissions as may be necessary, the consent of the members of BONDADA ENGINEERING LIMITED ('the Company') be and is hereby accorded to ratify and approve the related party transaction already entered into by the Company with Onix IPP Private Limited **and the same has been ratified by the Audit Committee in the meeting held on 16th October, 2026**, a related party of the Company, in connection with the execution of an Engineering, Procurement and Construction (EPC) contract for the development of a 270 MWp ground-mounted Solar Photovoltaic (PV) Project at various locations in Maharashtra, for a total contract value of up to Rs. 1,153.93 Crores (Rupees One Thousand One Hundred Fifty-Three Crores and Ninety-Three Lakhs only), inclusive of applicable taxes, on the terms and conditions agreed between the parties.

RESOLVED FURTHER THAT the members hereby take note of the commercial rationale for entering into the aforesaid transaction, the nature of the relationship between the Company Onix IPP Private Limited, and the material terms and conditions of the transaction, as set out in the explanatory statement annexed to the notice convening this Extraordinary General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all necessary steps to give effect to this resolution, including executing and implementing the relevant contract, making applicable statutory disclosures and filings, maintaining the requisite records, and doing all such acts, deeds and things as may be necessary or expedient in this regard, in accordance with applicable law."

"RESOLVED FURTHER THAT except Mr. Bondada Raghavendra Rao, Chairman and Managing Director and Mrs. Neelima Bondada, Non-Executive Director of the Company, who are interested in the aforesaid resolution, none of the other Directors, Key Managerial Personnel or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company."

FOR BONDADA ENGINEERING LIMITED

Sd/-
Dr. SONIA BIDLAN
COMPANY SECRETARY & COMPLIANCE OFFICER
M. No- A37766

Reg. 1-1-27/37, Ashok Manoj Nagar,
Kapra, Hyderabad, Telangana – 500 062, India.
Phone: +918099366546,
Email: cs@bondada.net
CIN: L28910TG2012PLC080018**, Website:** www.bondada.net

Place: Hyderabad
Date: October 31, 2026

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Businesses in the Notice is annexed hereto.

2. Pursuant to General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular no. 10/2021 dated June 23, 2021, General Circular no. 20/2021 dated December 08, 2021, General Circular no. 03/2022 dated May 05, 2022, General Circular no. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA C and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (collectively referred to as "**SEBI Circulars**") and in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 this EOGM is being convened to be held through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**"), without the physical presence of the members at a common venue. The proceedings of the EOGM will be deemed to be conducted at the Corporate Office of the Company which shall be the deemed Venue of the EOGM.

3. Since this EOGM is being held through VC/OAVM, pursuant to MCA Circulars, physical attendance of the members has been dispensed with. Hence, members shall attend and participate in the ensuing EOGM through VC/OAVM. Accordingly, the facility for appointment of proxies by the members will not be available for the EOGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EOGM through VC/OAVM and participate there at and cast their votes through e-voting.

4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EOGM through VC/OAVM. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on their email Id cs@bondada.net, a certified copy of the Board Resolution/authorization letter authorising their representative to attend and vote on their behalf at the Meeting and through E-voting.

5. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the EOGM is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company's website www.bondada.net, website of BSE Limited at www.bseindia.com, and KFin Technologies Limited, www.evoting.kfintech.com.

6. Members attending the EOGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

8. Any persons, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., 23rd October, 2026, may obtain the login ID and password by sending a request at Issuer/ RTA.

9. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., 13th November, 2026, only shall be entitled to avail the facility of remote e-voting as well as voting during the EOGM.

10. The Board of Directors through Circular Resolution passed on 30th October, 2026, have appointed M/s. Rajora & Co., Practicing Company Secretary as the Scrutinizer for the voting and remote e-voting process in a fair and transparent manner.

11. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes casted at the meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the EOGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

12. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company www.bondada.net and on the website of KFin Technologies Limited, www.evoting.kfintech.com. and the results shall simultaneously be communicated to BSE.

Instructions for e-voting and joining the EOGM are as follows:

1. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, the Members are provided with the facility to cast their vote electronically, through the e-Voting services ("remote e-Voting") provided by KFintech on all the resolutions set forth in this Notice.
2. The remote e-voting period commences on 18th November, 2026, at 9.00 IST and will end on 20th November, 2026, at 17.00 IST. During this period Members of the Company holding shares either in physical form or in dematerialised form as on the cut-off date, 13th November, 2026, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by KFintech after 20th November, 2026, at 17.00 IST. Those Members, who will be present in the EOGM through VC/OAVM facility and have not cast 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 (Insta poll) during the EOGM. A Member will not be allowed to vote again on any Resolution on which vote has already been cast.
3. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if a person is already registered with KFintech for remote e-Voting then the existing User-ID and password can be used for casting the vote.

4. Login method for remote e-Voting for Individual shareholders holding securities in demat form

   (i) Pursuant to SEBI circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login

credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility

(ii)

Individual Shareholders holding securities in demat form with NSDL	Individual Shareholders holding securities in demat form with CDSL
1. User already registered for IDeAS facility	1. Existing user who have opted for Easi/Easiest
i. URL: https://eservices.nsdl.com ii. Click on the "Beneficial Owner" icon under 'IDeAS' section iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" iv. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period	i. URL:https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com ii. Click on New System Myeasi iii. Login with user id and password iv. Option will be made available to reach e-Voting page without any further authentication v. Click on e-Voting service provider name to cast your vote
2. User not registered for IDeAS e-Services	2. User not registered for Easi/Easiest
i. To register click on link: https://eservices.nsdl.com ii. Select "Register Online iii. Proceed with completing the required fields	i. Option to register is available at https://web.cdslindia. com/myeasi/Registration/ Easi Registration i. Proceed with completing the required fields. ii

iv. 3. User not registered for IDeAS e-Services	v. 3. By visiting the e-Voting website of CDSL
vi. To register click on link: https://eservices.nsdl.com/ SecureWeb/IdeasDirectReg.jsp vii. Proceed with completing the required fields	viii. URL: www.cdslindia.com ix. Provide demat Account Number and PAN No x. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account
xii. 4. By visiting the e-Voting website of NSDL	xi. iv After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress
xiii. URL: https://www.evoting.nsdl.com/ xiv. Click on the icon "Login" which is available under 'Shareholder/Member' section xv. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen xvi. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page xvii. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period for IDeAS"	

(ii) Individual Shareholders (holding securities in demat form) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important Note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

(iii) Login method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat form and shareholders holding securities in physical form

a) Open your web browser during the remote e-Voting period and navigate to "https://evoting.kfintech.com".

b) Enter the login credentials (i.e., User-id and Password) mentioned in the email. Your Folio No./DP ID No./Client ID No. will be your User-ID.

User-ID For Members holding shares in Demat Form:-

For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID User-ID For Members holding shares in Physical Form:-

EVEN (E-Voting Event Number) followed by Folio No. registered with the Company Password will be your unique password which is sent via e-mail along with the Notice of EOGM.

c) After entering these details appropriately, click on "LOGIN".

Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change 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 (@, #,$,etc.). Kindly note that this password can be used by the Demat holders for voting in any other Company on which they are eligible to vote, provided that the other company opts for e-Voting through KFintech e-Voting platform. System will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

d) You need to login again with the new credentials.
e) On successful login, system will prompt you to select the 'EVENT' and click on 'Bondada Engineering Limited'.
f) If you are holding shares in Demat form and had logged on to "https://evoting.kfintech.com" and have cast your vote earlier for any company, then your existing login ID and password are to be used.
g) On the voting page, enter the number of shares (which represents the number of votes as on cut-off date, November 13, 2026) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the Member does not indicate either "FOR" or "AGAINST", it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
h) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
i) You may then cast your vote by selecting an appropriate option and click on "Submit".
j) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted all the resolution(s).
k) Once you 'CONFIRM' your vote on the Resolution whether partially or otherwise, you will not be allowed to modify your vote.
l) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to access the link https://evoting.kfintech.com and upload a 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 and attend EOGM. Also send these relevant documents to the Scrutinizer by e-mail to Priyanka Rajora Priyanka@rajoraandco.com.

m) The voting rights of the Members shall be in proportion to the number of shares held by them in the equity share capital of the Company as on the cut-off date being 13th November, 2026.
n) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EOGM.
o) 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 https://evoting.kfintech.com to reset the password.
p) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions ("FAQs") and e-Voting user manual available at the download section of https://evoting.kfintech.com ("KFintech Website") or contact Mr. Mohammed Shanoor, Deputy Manager of KFin Technologies Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakamguda, Hyderabad-500 032 or at einward.ris@kfintech.com and evoting@ kfintech.com or call KFin's toll free no. 1800 309 4001 for any further clarifications.

Instructions for attending EOGM:

1. Members may access the platform to attend the EOGM through VC/OAVM at https://emeetings.kfintech.com by using their remote e-Voting credentials. The link for the EOGM will be available in the Shareholder/Members login where the "EVENT" and the "Name of the Company" can be selected. Please note that the Members who have not registered their e-mail address or 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 this Notice. Further, Members can also use the OTP based login for logging into the e-Voting system.

   If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of https://evoting.kfintech.com the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

2. Members who may want to express their views or ask questions at the EOGM may visit https://emeetings.kfintech.com and click on the tab "Posting your Queries", to post your queries in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall remain active during the remote e-Voting period.
3. Members who may want to express their views or ask questions at the EOGM may visit https://emeetings.kfintech.com and click on tab "Speaker Registration" during the remote e-Voting period. Members shall be provided a 'queue number' before the EOGM.
4. The Company reserves the right to restrict the speakers at the EOGM to only those Members who have registered themselves, depending on the availability of time for the EOGM. The window shall remain active during the remote e-Voting period.
5. Facility for joining the EOGM through VC/OAVM shall open 15 minutes before the time scheduled for the EOGM. Facility for joining EOGM will be closed on expiry of 15 minutes from the scheduled time of the EOGM.

6. Facility for joining the EOGM through VC/OAVM shall be available for 1,000 Members on first-come-first-served basis. However, the participation of Members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first-come-first-served basis.
7. Members who may require any technical assistance or support before or during the EOGM are requested to contact KFin Technologies Private Limited at toll free number 1800 309 4001 or write to them at evoting@kfintech.com**.**

General Instructions for best VC experience:

a. Members can participate in the EOGM through their desktops/smartphones/laptops etc. However, for a better experience and smooth participation, it is advisable to join the meeting through desktops/laptops with Google Chrome/Safari/ Firefox and high-speed internet connectivity.

b. Please note that participants connecting from mobile devices or tablets, or through laptops via mobile hotspot may experience audio/video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the aforementioned glitches.

8. The Board of Directors through their Circular Resolution Dated 30th October, 2026 have appointed M/s. Rajora & Co, Practicing Company Secretary as the Scrutinizer, to scrutinize the voting during EOGM and remote e-Voting process in a fair and transparent manner.

9. The Scrutinizer shall, immediately after the conclusion of voting at the EOGM, unblock the votes cast through remote e-Voting (votes cast during the EOGM and votes cast through remote e-voting) and make, not later than two working days of the conclusion of the EOGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

10. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company, www.bondada.net, and on the website of the KFintech at https://evoting.kfintech.com. The results shall also be immediately forwarded to the Stock Exchange, where the equity shares of the Company are listed.

By Order of the Board of Directors,
For Bondada Engineering Limited
Sd/-
Dr. Sonia Bidlan
Company Secretary & Compliance Officer
Membership No- A37766

Reg. 1-1-27/37, Ashok Manoj Nagar,
Kapra, Hyderabad, Telangana – 500 062, India.
Phone: +918099366546,
Email: cs@bondada.net
CIN: L28910TG2012PLC080018**,**
Website: www.bondada.net

Place: Hyderabad
Date: October 31, 2026

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT REGULATION 163(1) OF THE SEBI ICDR REGULATIONS

Accordingly, the following Explanatory Statement sets out the relevant information as required by Section 102(1) of the Companies Act, 2013 read with rules framed thereunder and Regulation 163(1) of the SEBI ICDR Regulations, in respect of item given in the Notice that requires approval of the Members.

ITEM NO. 1: APPROVAL UNDER SECTIONS 185 AND 186 OF THE COMPANIES ACT, 2013

The Company may be required to make investments, grant loans, provide guarantees and create securities in favour of its subsidiaries, associates, joint ventures and other eligible entities, including Onix IPP Private Limited, to meet their business and financing requirements.

Accordingly, approval of the members is sought to authorise the Board to undertake such transactions up to an aggregate limit of **Rs. 2000 Crore (Rupees Two Thousand Crore Only)** outstanding at any time, subject to applicable provisions of the Companies Act, 2013, and the rules made thereunder.

The Board considers the proposed authorisation to be in the interest of the Company and recommends the resolution for approval by way of a special resolution.

Pursuant to Section 102(1) of the Companies Act, 2013, the nature and extent of concern or interest, financial or otherwise, of the Directors and Key Managerial Personnel of the Company in the proposed resolution are as follows:

The following Directors of the Company are interested in the proposed resolution by virtue of their association/interest in the entity in which the Company proposes to make the investment/provide financial assistance:

1. **Mr. Bondada Raghavendra Rao** is also associated with the proposed companies mentioned in Table A in the resolution above in the capacity of Directors and shareholders. Accordingly, they he is concerned or interested, financially or otherwise, in the proposed resolutions.
2. **Mrs. Neelima Bondada** is also associated with the proposed companies mentioned in Table A in the resolution above in the capacity of Directors and relative of Chairman and Managing Director. Accordingly, they she is concerned or interested, financially or otherwise, in the proposed resolutions.
3. **Mr. Satyanarayana Baratam** is also associated with the proposed companies mentioned in Table A in the resolution above in the capacity of Directors and shareholders. Accordingly, they he is concerned or interested, financially or otherwise, in the proposed resolutions.

Except for the above-mentioned Directors, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the resolution set out in the accompanying Notice for approval of the Members of the Company.

ITEM NO. 2: APPROVAL FOR CREATION OF SECURITY UNDER SECTION 180(1)(A)

The Company proposes to create security over specified assets, including its shares and financial instruments in Onix IPP Private Limited, in favour of SBICAP Trustee Company Limited, acting as security trustee, to secure credit facilities aggregating up to Rs. 911.25 crore sanctioned by State Bank of India to Onix IPP Private Limited.

Accordingly, approval of the members is sought under Section 180(1)(a) of the Companies Act, 2013, for creation of the proposed security up to a maximum limit of **Rs. 10,000 (Rupees Ten Thousand Crore Only)**.

The Board considers the proposed security to be commercially beneficial and recommends the resolution for approval by way of a special resolution.

Pursuant to Section 102(1) of the Companies Act, 2013, the nature and extent of concern or interest, financial or otherwise, of the Directors and Key Managerial Personnel of the Company in the proposed resolution are as follows:

The following Directors of the Company are interested in the proposed resolution by virtue of their association/interest in the entity in which the Company proposes to make the investment/provide financial assistance:

1. **Mr. Bondada Raghavendra Rao** is also associated with the proposed companies mentioned in Table B in the resolution above in the capacity of Directors and shareholders. Accordingly, they he is concerned or interested, financially or otherwise, in the proposed resolutions.
2. **Mrs. Neelima Bondada** is also associated with the proposed companies mentioned in Table B in the resolution above in the capacity of Directors and relative of Chairman and Managing Director. Accordingly, they she is concerned or interested, financially or otherwise, in the proposed resolutions.
3. **Mr. Satyanarayana Baratam** is also associated with the proposed companies mentioned in Table B in the resolution above in the capacity of Directors and shareholders. Accordingly, they he is concerned or interested, financially or otherwise, in the proposed resolutions.

Except for the above-mentioned Directors, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the resolution set out in the accompanying Notice for approval of the Members of the Company.

ITEM NO. 3: TO CONSIDER AND APPROVE BORROWINGS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

To meet the Company's business requirements, future expansion plans, working capital requirements, investments and other general corporate purposes, the Company may be required to borrow funds from banks, financial institutions, NBFCs, bodies corporate or other lenders from time to time.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, approval of the members by way of a Special Resolution is required where the aggregate borrowings of the Company exceed the aggregate of its paid-up share capital, free reserves and securities premium.

Accordingly, the approval of the members is sought to authorise the Board of Directors to borrow funds, notwithstanding that the aggregate borrowings may exceed the aforesaid limits, provided that the total outstanding borrowings shall not exceed **Rs. 10,000 Crore (Rupees Ten Thousand Crore Only).**

Pursuant to Section 102(1) of the Companies Act, 2013, the nature and extent of concern or interest, financial or otherwise, of the Directors and Key Managerial Personnel of the Company in the proposed resolution are as follows:

The following Directors of the Company are interested in the proposed resolution by virtue of their association/interest in the entity in which the Company proposes to make the investment/provide financial assistance:

1. **Mr. Bondada Raghavendra Rao** is also associated with the proposed companies mentioned in Table C in the resolution above in the capacity of Directors and shareholders. Accordingly, they he is concerned or interested, financially or otherwise, in the proposed resolutions.
2. **Mrs. Neelima Bondada** is also associated with the proposed companies mentioned in Table C in the resolution above in the capacity of Directors and relative of Chairman and Managing Director. Accordingly, they she is concerned or interested, financially or otherwise, in the proposed resolutions.
3. **Mr. Satyanarayana Baratam** is also associated with the proposed companies mentioned in Table C in the resolution above in the capacity of Directors and shareholders. Accordingly, they he is concerned or interested, financially or otherwise, in the proposed resolutions.

Except for the above-mentioned Directors, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the resolution set out in the accompanying Notice for approval of the Members of the Company.

ITEM NO. 4: APPROVAL OF RELATED PARTY TRANSACTION WITH ONIX IPP PRIVATE LIMITED

The Company has entered into, or proposes to implement, an EPC contract with Onix IPP Private Limited, a related party, for the development of a 270 MWp ground-mounted solar PV project at various locations in Maharashtra, for a contract value of up to ₹1,153.93 crore, inclusive of applicable taxes.

The transaction is intended to facilitate timely project execution and support the Company's renewable energy business objectives. Accordingly, approval of the members is sought to ratify and approve the transaction, to the extent permissible under applicable law.

The Board considers the transaction to be in the Company's commercial interests and recommends the resolution for approval by the members by way of Special Resolution.

The nature of the related-party relationship and the interest, if any, of the Directors and Key Managerial Personnel shall be disclosed in accordance with applicable law.

Pursuant to Section 102(1) of the Companies Act, 2013, the nature and extent of concern or interest, financial or otherwise, of the Directors and Key Managerial Personnel of the Company in the proposed resolution are as follows:

The following Directors of the Company are interested in the proposed resolution by virtue of their association/interest in the entity in which the Company proposes to make the investment/provide financial assistance:

1. **Mr. Bondada Raghavendra Rao** is also associated with the said company in the capacity of shareholder. Accordingly, they he is concerned or interested, financially or otherwise, in the proposed resolutions.
2. **Mrs. Neelima Bondada** is also associated with the said company in the capacity of relative of Chairman and Managing Director. Accordingly, they she is concerned or interested, financially or otherwise, in the proposed resolutions.

Except for the above-mentioned Directors, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the resolution set out in the accompanying Notice for approval of the Members of the Company.

By Order of the Board of Directors,
For, Bondada Engineering Limited

Sd/-
Sonia Bidlan
Company Secretary & Compliance Officer
M. No- A37766

Reg. 1-1-27/37, Ashok Manoj Nagar,
Kapra, Hyderabad, Telangana – 500 062, India.
Phone: +918099366546,
Email: cs@bondada.net
CIN: L28910TG2012PLC080018**, Website:** www.bondada.net
Place: Hyderabad
Date: October 31, 2026