

NOTICE

SHORTER NOTICE is hereby given that the Extra-Ordinary General Meeting (“**EOGM**”) of the Members of Allied Engineering Works Private Limited (“**the Company**”) will be held on Tuesday, April 22, 2025, at 07:00 p.m. at the registered office of the Company situated at M-11, Badli Industrial Estate, Delhi – 110042, India to transact the following business.

SPECIAL BUSINESS:

Item No. 1: To appoint Mrs. Neelam Sanghi as the Independent Women Director of the Company.

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

“**RESOLVED THAT** In compliance with Sections 149, 150 and 152 read with Schedule IV, Section 161 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, each as amended (the “**Companies Act**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”), and other applicable law and pursuant to the provisions of the provisions of the memorandum of association of the Company, articles of association of the Company, Mrs. Neelam Sanghi (DIN: 00241684), who possesses relevant expertise and experience and has signified her consent to act as an independent director of the Company, and submitted a declaration that she meets the criteria for appointment of an independent director under the Companies Act and the SEBI Listing Regulations and is otherwise eligible for appointment, and whose candidature has been proposed, be and is hereby appointed as an independent director of the Company with immediate effect for a period of five consecutive years from April 22, 2025, in which she shall not be liable to retire by rotation and shall be entitled to receive sitting fees of Rs. 50,000/-, for attending meetings of the Board or any committees thereof, in terms of the appointment letter dated April 22, 2025, or as may be determined by the Board from time to time.”

“**RESOLVED FURTHER THAT** the code for independent directors as stated in Schedule IV of Companies Act be and is hereby placed before the shareholders of the Company for information and for further compliance thereof by Mrs. Neelam Sanghi (DIN: 00241684) as Independent Director.”

“**RESOLVED FURTHER THAT** the Company does note the consent letter in Form DIR-2 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, received from Mrs. Neelam Sanghi (DIN: 00241684) providing her consent to act as an independent director of the Company.”

“**RESOLVED FURTHER THAT** the terms of appointment of Mrs. Neelam Sanghi as Independent Director pursuant to the provisions of the Companies Act, a draft of which was circulated to the shareholders, be and are hereby approved and recorded.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, Mr. Ashutosh Goel, Managing Director and/or Mr. Vipul Gupta, Executive Director of the Company, severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in

their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any the necessary form filings with the RoC, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done-prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.”

“**RESOLVED FURTHER THAT** duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time.”

Item No. 2: To adopt new set of Articles of Association (“AOA”) of the Company

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

NOW. THEREFORE, IT IS

“**RESOLVED THAT**, the consent of the Members of the Company in accordance with Sections 5, 14, 15 and 18 and the other applicable provisions of the Companies Act, 2013 and the applicable rules thereunder, each as amended (“Companies Act”), the applicable provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 each as amended, and the listing requirements of the stock exchange(s) where the Equity Shares of the Company are proposed to be listed and in accordance with the enabling provisions of the memorandum and articles of association of the Company and subject to the applicable provisions of any other applicable law, in order to align the articles of association with the requirements of the relevant stock exchanges on which the equity shares of the Company are proposed to be listed, the Members of the Company hereby approves and adopts a new set of articles of association, as circulated and placed before the Members, in substitution for, and to the complete exclusion of, the articles of association currently in force.”

“**RESOLVED FURTHER THAT**, for the purpose of giving effect to the above resolutions, Mr. Ashutosh Goel, Managing Director and/or Mr. Vipul Gupta, Executive Director of the Company, severally, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive

evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.”

“RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time.”

Item No. 3: To approve conversion of the Company from Private Limited Company to a Public Limited 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 the provisions of Section 18 read with Sections 4, 13, 14 and 15 and any other applicable provisions of the Companies Act, 2013 and the applicable rules thereto, including Rule 33 of the Companies (Incorporation) Rules, 2014, each as amended (the “Companies Act”) and in accordance with any other applicable law or regulation, and receipt of any consents under any agreement entered by the Company, receipt of necessary approvals from any government, statutory or regulatory authority, as may be required, including the Registrar of Companies, Delhi and Haryana at New Delhi, the change in status of the Company by conversion from a private company limited by shares to a public company limited by shares, be and is hereby approved.”

“RESOLVED FURTHER THAT, pursuant to the provision of Section 18 and any other applicable provisions, if any, of the Companies Act, and subject to receipt of any necessary approvals from any government, statutory or regulatory authority, the name of the Company be and is hereby changed from **“Allied Engineering Works Private Limited”** to **“Allied Engineering Works Limited”** by deletion of the word “Private” before the word Limited in the name of the Company.”

“RESOLVED FURTHER THAT, pursuant to the applicable provisions of the Companies Act, the word “Private” wherever appearing in the name of the Company in the memorandum of association and articles of association of the Company, be and is hereby deleted and necessary changes be made in all such other papers, documents, name plates, letterheads, website, etc. to give effect to the changed name.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolutions, Mr. Ashutosh Goel, Managing Director, and/or Mr. Vipul Gupta, Executive Director of the Company, severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any the necessary form filings with RoC, filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.”

“RESOLVED FURTHER THAT, duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time.”

Item No. 4: To approve commission payable to Independent Directors

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

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and 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 consent of the Members of the Company, be and is hereby accorded to the payment and distribution of such sum by way of commission, not exceeding in aggregate, 1% per annum of the net profits of the Company to each Independent Directors of the Company not exceeding INR 12,00,000/- (Indian Rupees Twelve Lakhs only), per annum for the financial year 2024-2025 (with retrospective effect) and financial year 2025-2026.

RESOLVED FURTHER THAT the said amount of INR 12,00,000/- (Indian Rupees Twelve Lakhs only) shall include the sitting fees and any other expenses reimbursed to the Independent Directors, and the balance amount required to make up the total of INR 12,00,000/- (Indian Rupees Twelve Lakhs only) shall be paid by way of commission, in such manner as may be determined by the Board of Directors of the Company (the “Board”) from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT Mr. Ashutosh Goel, Managing Director and/or Mr. Vipul Gupta, Executive Director of the Company be and are hereby severally authorized to certify a copy of this resolution and issue the same to all concerned parties.”

**By the order of the Board of Directors
For Allied Engineering Works Private Limited**

Sd/-

Bhavesh Mehra
Company Secretary

Place: Delhi
Date: April 22, 2025

Registered Office: M-11, Badli Industrial Estate, Delhi - 110042

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING ('THE MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A BLANK PROXY FORM IS ENCLOSED.

PROXIES SHALL BE EXCLUDED FOR DETERMINING THE QUORUM.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution / Corporate Representation Letter authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Extra-Ordinary General Meeting.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. The Map of the venue of the Extra-Ordinary General Meeting is annexed hereto.

**FORM No. MGT 11****PROXY FORM**

(Pursuant to Section 105(6) Companies Act 2013 and rule 19(3) of the Companies (Management and Administration) Rules 2014)

NAME: Allied Engineering Works Private Limited

CIN: U01409MH2017PTC407976

REGISTERED OFFICE: M-11, Badli Industrial Estate, Delhi - 110042

Name of the member (s) :	
Registered Address :	
E-mail ID :	
Folio No. / Client ID :	
DP ID :	
No. of shares held	

I/We, being the member (s) holding _____ shares of the above named company, hereby appoint:

1	Name :	
	Address :	
	E-mail ID :	
	Signature :	

Or failing him

2	Name of the member (s) :	
	Registered Address :	
	E-mail ID :	
	Folio No. / Client ID :	

Or failing him

3	Name of the member (s) :	
	Registered Address :	
	E-mail ID :	
	Folio No. / Client ID :	



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 Members of the Company on Tuesday, April 22, 2025, at 07:00 p.m. at its registered office at M-11, Badli Industrial Estate, Delhi – 110042, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	For	Against
Special Business			
1.	To appoint Mrs. Mrs. Neelam Sanghi as the Independent Women Director of the Company.		
2.	To adopt new set of Articles of Association (“AOA”) of the Company.		
3.	To approve conversion of the Company from Private Limited Company to a Public Limited Company.		
4.	To approve commission payable to Independent Directors.		

Signed this

Signature of the shareholder

Signature of Proxy holder(s)

AFFIX ONE RUPEE
REVENUE
STAMP

Note: 1. 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 4 hours before the commencement of the Meeting.

A person can act as a Proxy on behalf of not exceeding 50 Members and holding, in the aggregate, not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a Proxy and such person shall not act as a Proxy for any other Member.

**ATTENDANCE SLIP**

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

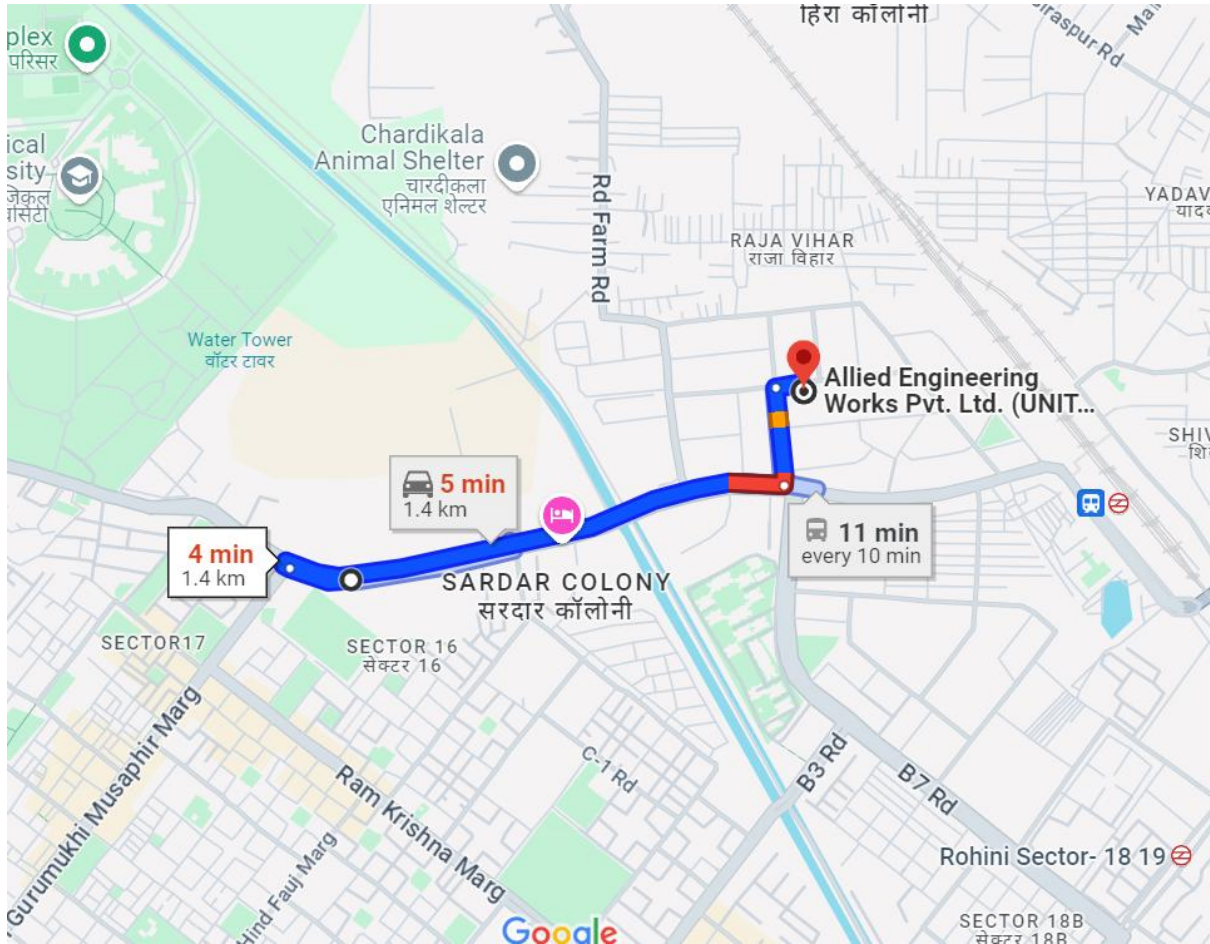
Name & Address of Shareholder / Proxy holder

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Extra-Ordinary General Meeting of the Members of the Company held on Tuesday, April 22, 2025, at 07:00 p.m. at its registered office at M-11, Badli Industrial Estate, Delhi – 110042, India.

Member's / Proxy's Signature

(Shareholder attending the meeting in person or by proxy is requested to complete the attendance slip and handover at the entrance of the Office)

ROUTE MAP TO THE REGISTERED OFFICE OF THE COMPANY



Prominent Landmark: Samaypur Metro Station, Horizon plant, Bawana Rd, Suraj Park, Badli, Rohini, New Delhi, Delhi 110042

EOGM Venue: M-11, Badli Industrial Estate, Delhi 110042, India

EXPLANATORY STATEMENT

(Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the item of special business to be transacted at the Extra-Ordinary General Meeting is detailed hereunder)

Item No. 1: Appointment of Mrs. Neelam Sanghi as an independent director of the Company

The Company intends to undertake an initial public offering of Equity Shares by way of a fresh issue of Equity Shares by the Company (the “Fresh Issue”) and/or an offer for sale of Equity Shares by certain existing shareholders of the Company (the “Offer for Sale”, together with the Fresh Issue, the “Offer”). In connection with the Offer, the Company will be required to comply with the Companies Act, 2013, and the rules thereunder, each as amended (the “Companies Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”). Accordingly, the Board has recommended the appointment of Mrs. Neelam Sanghi as an independent director on the Board of the Company. In this connection, the Board is of the opinion that such person fulfills the criteria for independent directors, as set out in the Companies Act, and the SEBI Listing Regulations and that Mrs. Neelam Sanghi is independent of the management of the Company.

Information of director seeking appointment at the forthcoming [annual] general meeting (pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India).

Sr. No.	Particulars	Details
1.	Name of the Director	Neelam Sanghi
2.	Director Identification Number (“DIN”)	00241684
3.	Date of Birth (Age in years)	October 23, 1962 (63 years)
4.	Nationality	Indian
5.	Qualifications	<ul style="list-style-type: none"> • Bachelor of Arts in Mathematics (Honours) with economics, • Certified Associate of Indian Institute of Banking (CAIIB), • Master’s in Governance and Development, • Master of Philosophy (M.Phil.)
6.	Expertise in specific functional area	Accomplished senior civil servant with 35 years of leadership roles in governance, financial management, and digital transformation across sectors such as social security, postal services, aviation, Indian Railways, infrastructure, transportation and logistics and environment.
7.	Number of shares held in the Company	NIL

8.	List of directorships held in other companies	NIL
9.	Chairman/ Member in the committees of the Boards of companies in which he/she is Director	NIL
10.	Terms of appointment and current remuneration	Mrs. Neelam Sanghi, shall be entitled to receive sitting fees of INR 50,000/- (Indian Rupees Fifty Thousand only) for attending meetings of the Board or any of its Committees, in accordance with the terms of the appointment letter dated April 22, 2025, or as may be determined by the Board from time to time.
10.	Relationship with other Directors or KMPs	Not Applicable
11.	Brief Resume of Director	Mrs. Neelam Sanghi, IRAS (1989), is a distinguished civil servant with over 35 years of leadership experience across finance, governance, and infrastructure in key government sectors including social security, aviation, railways, and postal services. She has served on multiple boards such as Hyderabad International Airport, Postal Life Insurance (PLI), Air India Charters Ltd., and Alliance Air, bringing robust expertise in corporate governance, strategic oversight, financial management, and digital transformation. Known for her integrity and operational excellence, she has successfully led high-impact initiatives like ERP implementation, grievance redressal at scale, and financial reforms. A Certified Independent Director registered with the IICA databank, she offers a wealth of experience and international exposure, making her a valuable asset to any board.

The Company has received the consent letter in the Form DIR- 2 furnished by Mrs. Neelam Sanghi providing her consent to act as an independent director of the Company and the declaration and the undertakings in the Form DIR- 8 furnished by Mrs. Neelam Sanghi confirming that she is not disqualified under Section 164 of the Companies Act from acting as a director of the Company.

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, the approval of the shareholders of the Company is required to appoint an independent director.

The Board recommends the resolutions set out in item no. 1 of the Notice for your approval as an ordinary resolution.

None of the directors or managers or key managerial personnel or senior management of the Company and their relatives are interested, financially or otherwise, in these resolutions.

Item No. 2: Adoption of new set of Articles of Association of the Company

The Company intends to list its equity shares (the “Equity Shares”) on one or more stock exchanges to, among others, enable the shareholders to have a formal marketplace for dealing with such Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of Equity Shares by way of a fresh issue of Equity Shares by the Company (the “Fresh Issue”) and/or an offer for sale of Equity Shares by certain existing shareholders of the Company (the “Offer for Sale”, together with the Fresh Issue, the “Offer”). In order to undertake the Offer, the Company will be required to ensure that the articles of association of the Company conform to the requirements and directions provided by the Securities and Exchange Board of India (the “SEBI”) and relevant stock exchanges prior to filing of the draft red herring prospectus with the SEBI and the relevant stock exchanges, and contain such other articles as required by a listed company under applicable laws (including the applicable provisions of the Companies Act, 2013 and the rules thereunder, each as amended (the “Companies Act”)). Further, in connection with the conversion of the Company to a public company limited by shares under the Companies Act, the articles of association are required to be amended.

A copy of the existing set of articles of association and the new set of articles of association will be made available for inspection at the registered office of the Company during the Company’s working hours on any business day from 10:00 a.m. until 5:00 p.m. up to the date of the extraordinary general meeting.

Pursuant to the provisions of Section 13 and 14 of the Companies Act, any amendment of the articles of association of a company requires the approval of the shareholders of the Company.

The Board recommends the resolutions set out in item no. 2 of the Notice for your approval.

None of the directors or managers or key managerial personnel or senior management of the Company and their relatives are interested, financially or otherwise, in these resolutions.

Item No. 3: Conversion of the Company to a public limited company

The Company intends to list its equity shares (the “Equity Shares”) on one or more stock exchanges to enable the shareholders to have a formal marketplace for dealing with such Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of the Equity Shares which comprises of a fresh issue of Equity Shares by the Company (the “Fresh Issue”) and/or an offer for sale of Equity Shares (the “Offer for Sale”) by certain shareholders of the Company (such Offer for Sale and together with the Fresh Issue, the “Offer”). In order to undertake the Offer, the constitution of the Company will be required to be changed from that of a private company limited by shares to that of a public company limited by shares. Further, in connection with the conversion of the Company to a public company limited by shares under the Companies Act, the memorandum of association is required to be amended in accordance with Section 4, 13, 14, 15 and 18 of the Companies Act.

A copy of the existing memorandum of association and the new memorandum of association will be made available for inspection at the registered office of the Company during the Company's working hours on any business day from 10:00 a.m. until 5:00 p.m. up to the date of the extraordinary general meeting.

The Board recommends the resolutions set out in item no. 3 of the Notice for your approval.

None of the directors, managers or key managerial personnel or senior management of the Company and their relatives is concerned or interested, financially or otherwise, in these resolutions, except to the extent of equity shares held by them in the Company.

Item No. 4: To approve commission payable to Independent Directors

The Independent Directors of the Company bring a high level of expertise and valuable guidance to the Board and its Committees. Their active participation and professional insight have significantly contributed to the governance and strategic oversight of the Company.

In order to recognize their valuable contribution, it is proposed to pay a total remuneration of up to INR 12,00,000/- (Indian Rupees Twelve Lakhs only) per annum to each Independent Director for the financial years 2024–2025 and 2025–2026. This total amount shall include the sitting fees paid for attending meetings of the Board and its Committees, and any other expenses reimbursed to them. The balance amount, after deducting such sitting fees and expenses, shall be paid by way of commission.

The total commission payable to all Independent Directors shall not exceed 1% of the net profits of the Company for any financial year, in accordance with Sections 197 and 198 of the Companies Act, 2013, and other applicable provisions.

The Board of Directors at its meeting held on April 22, 2025, approved this proposal, subject to the approval of the members of the Company. The resolution set out in the accompanying Notice is accordingly recommended for approval of the members.

The Board recommends the resolutions set out in item no. 4 of the Notice for your approval.

None of the directors, managers or key managerial personnel or senior management of the Company and their relatives is concerned or interested, financially or otherwise, in these resolutions, except to the extent of equity shares held by them in the Company.

**By the order of the Board of Directors
For Allied Engineering Works Private Limited**

Sd/-

**Bhavesh Mehra
Company Secretary**


Place: Delhi
Date: April 22, 2025



ALLIED ENGINEERING WORKS PVT LTD

M-11 & 22, Badli Ind, Estate Delhi - 110042 (India) 

marketing@aewinfra.com | goelashutosh@yahoo.com 

www.aewinfra.com 

CIN: U31900dl2011PTC220430

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