



Yarrow Infrastructure Private Limited
CN: U70200DL2010PTC206346

Registered Office:
M-18, Diwan House,
Ajay Enclave,
New Delhi-110018
Email: corp.secretarial@sembcorp.com
Website: www.sembcorpindia.com/yarrow.html

NOTICE

NOTICE IS HEREBY GIVEN THAT 01/2023-24 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF YARROW INFRASTRUCTURE PRIVATE LIMITED WILL BE HELD ON THURSDAY, JUNE 15, 2023 AT CORPORATE OFFICE AT 11.30 A.M AT 5TH FLOOR, TOWER C, BUILDING NO.- 8, DLF CYBERCITY, GURUGRAM – 122002, HARYANA, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

To approve Shifting of Registered Office of the Company from NCT of Delhi to State of Haryana

1. 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 12, 13 of the Companies Act, 2013 and Rule 30 of the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, and subject to the confirmation/ approval of the Central Government through the office of the Regional Director, Ministry of Corporate Affairs and other competent authorities, if any, Registered Office of the Company be shifted from M-18, Diwan House Ajay Enclave, New Delhi-110018 in the NCT of Delhi to 5th Floor, Tower C, Building No.- 8, DLF Cybercity, Gurugram – 122002, Haryana in the State of Haryana.

RESOLVED FURTHER THAT Clause II of the Memorandum of Association of the Company be substituted with the following Clause:

II. The Registered Office of the Company will be situated in the State of Haryana.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to make necessary application and/or petition with the Central Government through the office of the Regional Director, Ministry of Corporate Affairs and other competent authorities, if any, for the aforesaid shifting of registered office, to agree to such conditions or modifications that may be imposed, required or suggested by the Central Government through the office of the Regional Director, Ministry of Corporate Affairs and other competent authorities, if any, or that may otherwise be deemed fit or proper by the Board, to settle all questions or difficulties that may arise with regard to the aforesaid in such manner as it may determine in its absolute discretion and to take such steps and to do all such acts, deeds, matters and things as may be required, necessary, proper or expedient, to give effect to this Resolution.



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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the previously mentioned powers/authorities to any committee of Directors and/or officers or to any one or more directors, officers, advisors or consultants of the Company.”

**By Order of the Board of Directors
For Yarrow Infrastructure Private Limited**

Mahendra Gottipati

Mahendra Gottipati
Whole Time Director
DIN: 09824710

Address: Flat No. 906, Block Amber,
My Home Jewel Apts, Madinaguda,
Miyapur, Hedrabad, Telangana-500050



Date : May 22, 2023

Place : Gurugram

Notes:

- A.** A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.
- B.** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extra Ordinary General Meeting.
- C.** Members/Proxies attending the meeting are requested to bring their copy of the EGM Notice to the Meeting.
- D.** Queries proposed to be raised at the EGM may be sent to the Company at its registered office at least seven days prior to the date of meeting to enable the management to compile the relevant information to reply the same in the meeting.



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- E.** Members are requested to notify any change in their address immediately to the Company's at its Registered Office.
- F.** Documents referred to in the Notice and the Explanatory Statement, etc., are open for inspection at the registered office of the Company at all working days except Saturdays, between 11 A.M. and 2 P.M. up to the date of the EGM.
- G.** Explanatory Statement as required under section 102 of the Companies Act, 2013 in respect of Special Business under item no. 1 is annexed.



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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1:

The registered office of the Company is situated at Shop No. M-18, Diwan House Ajay Enclave New Delhi -110018.

Keeping in view of the administrative convenience and to maintain the records from centralized location it is proposed to shift the registered office of the company from NCT of Delhi to State of Haryana (Gurugram)

Hence, it is proposed to shift the registered office of the Company from NCT of Delhi to State of Haryana by amending Clause II of the Memorandum of Association of the Company.

Your Directors are of the opinion that the proposed shifting will result in efficient management control and further growth of the Company.

Consent of the members is required by way of special resolution for the proposed shifting of Registered Office from NCT of Delhi to State of Haryana. Subsequent approval/confirmation of the Central Government through the office of the Regional Director is also required for the proposed shifting.

None of the Directors, Manager, other Key Managerial Personnel of the Company and / or their relatives, are in anyway, directly or indirectly, concerned or interested in this resolution.

**By Order of the Board of Directors
For Yarrow Infrastructure Private Limited**

Mahendra Gottipati
Whole Time Director
DIN: 09824710

Address: Flat No. 906, Block Amber,
My Home Jewel Apts, Madinaguda,
Miyapur, Hyderabad, Telangana-500050



Date : May 22, 2023

Place : Gurugram



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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]*

YARROW INFRASTRUCTURE PRIVATE LIMITED

Registered Office: M-18, Diwan House Ajay Enclave, New Delhi-110018
CIN : U70200DL2010PTC206346

Name of the Member:

Registered Address:

Email ID:

Folio No:/Client ID:

DP ID:

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

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:, or failing him

as my /our proxy to attend and vote (on a poll) for me/us on my / our behalf at the 1st Extra-Ordinary
General Meeting 01/2023-24 of Yarrow Infrastructure Private Limited to be held at Corporate Office



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at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram, Haryana- 122002 on Thursday, June 15, 2023 and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business

1. Approval for Shifting of Registered Office of the Company from NCT of Delhi to State of Haryana

Signed this 2023

| |
|--|
| Affix One Rupee Revenue Stamp |
|--|

Signature of the Shareholder _____

Signature of the Proxy holder(s) _____

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 48 hours before the commencement of the Meeting.
 2. A Proxy need not be a member of the Company.
 3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
 4. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
 5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
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ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Reg. Folio/DP & Client No:

No .of Shares Held:

I certify that I am a Member/Proxy for the registered shareholder of the Company. I hereby record my presence at the 01/2023-24 Extra-Ordinary General Meeting/2023-24 of Yarrow Infrastructure Private Limited to be held at Corporate Office at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram, Haryana- 122002, on Thursday, June 15, 2023.

Full name of the Member (in BLOCK LETTERS) _____

Full name of the Proxy (in BLOCK LETTERS) _____

Member's /Proxy's Signature _____



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ROUTE MAP TO THE VENUE

