



SOUTHERN ONLINE BIO TECHNOLOGIES LIMITED

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of SOUTHERN ONLINE BIO TECHNOLOGIES LIMITED will be held at Anion Conference Hall, Swarna Jayanti Complex, 8th Floor, beside Maitrivanam, Ameerpet, Hyderabad, Telangana 500038 on June 10, 2021 at 11:00 A.M. at a shorter notice, to transact the following businesses:

SPECIAL BUSINESS :

1. TO AVAIL UNSECURED LOAN FROM DR. DEVAIAH PAGIDIPATI, PROMOTER CUM MANAGING DIRECTOR WITH AN OPTION TO CONVERT THE SAID LOAN IN TO EQUITY SHARES.

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 62(3), 180 and other applicable provisions, if any of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, the consent of the shareholders of the company is hereby accorded to avail unsecured loan up to Rs. 25 Crores from Dr. Devaiah Pagidipati, Promoter cum Managing Director of the Company in several tranches including the loan(s) already availed from him on such terms and conditions favorable to the Company provided that the said loan amount including interest accrued on it shall have right to convert into equity shares at the option exercisable by Dr. Devaiah Pagidipati subject to the approvals of various statutory authorities for such conversion of loan in to equity shares.

RESOLVED FURTHER THAT the Equity Shares so issued by conversion of said loan shall rank pari passu with the existing equity shares of the company in all respects that they shall be entitled to pro-rata dividend from the date of allotment.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit.”

By order of the Board
For Southern Online Bio Technologies Limited

Place: Hyderabad
Date: 03/06/2021

Srikanth Reddy Kollu
Company Secretary

CIN: L72900TG1998PLC030463

Registered Office: A3, 3rd Floor, Office Block, Samrat Complex, Saifabad, Hyderabad - 500 004. Telangana, India.

Phones: +91-40-23241999, +91-40-44341999, Fax: +91-40-23241444, email: cs@sol.net.in, website: www.sol.net.in

Unit - I : Survey No. 6 & 7, Samsthan Narayanapur (V&M), Yadadri Bhuvanagiri Dist., Telangana, Ph.: +91 8681 287575 Unit - II : Plot No. 45/A, APIIC-SEZ, Atchutapuram (V&M), Visakhapatnam Dist.-531011, Andhra Pradesh, India.

Corporate Office: Flat No. 602, 6th Floor, Swarna Jayanthi Complex, Beside Maitrivanam, Ameerpet, Hyderabad - 500 038.

NOTES:

1. **A member entitled to attend and vote at this Extra-ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the Company.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the EGM is annexed hereto.
3. Members/proxies/authorized representatives are requested to bring their copies of EGM Notice and produce duly filled in attendance slip at the entrance of the venue. Members holding shares in Demat form shall write their DP ID No. and Client ID and those holding in Physical form shall write their Folio No. in the attendance slip for attending the meeting. Copies of EGM Notice will not be provided at the meeting.
4. The International Securities Identification Number (ISIN) allotted to the Company's equity shares is INE371B01015. Trading in the equity shares of the Company through Stock Exchanges was made compulsory in dematerialized form. Shareholders are advised to open demat accounts with any of the Depository Participants (DPs) of their choice registered with NSDL and CDSL and convert their physical holding into electronic holding.
5. Members holding shares in physical form are requested to notify/send any change in their address and bank account details to the Company / Registrar and Share Transfer Agents, M/s. Aarthi Consultants Private Limited (RTA). Members are encouraged to utilize Electronic Clearing System (ECS) for receiving dividends.
6. Non-Resident Indian Members are requested to inform RTA, immediately of:
 - a. Change in their residential status on return to India for permanent settlement
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number, if not furnished earlier.
7. 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 EGM.

8. All relevant documents referred in the accompanying Notice and explanatory statement are open for inspection to the Members at the Registered Office of the Company during business hours between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and Public Holidays up to the date of the EGM.
9. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to RTA.
10. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depository Participant to enable the Company to send communications electronically.
11. The Notice of the EGM along with the Explanatory Statement is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participant, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
12. Members may also note that the Notice of EGM and Explanatory Statement will be available on the Company's website, *www.sol.net.in*. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members desiring any information as regards accounts are requested to write to the Company to: *cs@sol.net.in*, at least seven days before the date of the meeting to enable the management to keep the information ready at the meeting.

13. **Instruction about Voting:**

The Members are informed that the Company is providing only ballot facility at the venue of EGM since there are only seven shareholders of the Company as per Hon'ble NCLT Order dated November 26, 2019 and the allotment made by the Company in its board meeting held on December 12, 2020. The Company is in the process of getting these shares listed with the BSE.

A) Voting through ballot means:

Since all the current seven shareholders holds shares in physical form and because there are only seven shareholders, the Company doesn't provide e-voting facility and provides only ballot voting at the venue of EGM with the consent of all the seven shareholders.

The shareholders of the Company, holding shares either in physical form or in dematerialized form, as of **June 09, 2021** (i.e., the cut-off date) may cast their vote in the ballot box at the venue of EGM.

The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on June 09, 2021.

Mr Y Ravi Prasada Reddy, Practicing Company Secretary (C.P. No: 5360), has been appointed as the Scrutinizer to scrutinize the voting process at the venue of the EGM in a fair and transparent manner.

B) Other Instructions:

- I. The Scrutinizer will collate the votes from the voting system from the venue of EGM to declare the final result for each of the Resolutions forming part of the Extra-ordinary General Meeting Notice.
- II. The results of the voting 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.sol.net.in and be communicated to the Stock Exchanges where the Company is listed, viz. M/s. BSE Ltd.
- III. Members may address any query to Mr. K. Srikanth Reddy at the Registered Office of the Company, M. No. 8886302027, e-mail address: cs@sol.net.in, Website: www.sol.net.in.

By order of the Board
For Southern Online Bio Technologies Limited

Place: Hyderabad
Date: 03/06/2021

Srikanth Reddy Kolli
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

In order to meet the financial requirements of the Company, it is proposed to avail the unsecured loan up to Rs. 25 Crores from Dr Devaiah Pagidipati, Promoter cum Managing Director of the Company in several tranches including the loan(s) already availed from him with an option to convert into equity shares attached to such loan which require the approval of members of the Company by way of special resolution under section 62 (3) of the Companies Act, 2013.

It is therefore, proposed to authorize the Board of Directors of the Company to avail the unsecured loan up to Rs. 25 Crores from Dr Devaiah Pagidipati, Promoter cum Managing Director of the Company in several tranches on such terms and conditions favorable to the Company.

Pursuant to the provisions of Section 62(3) of the Companies Act, 2013 the above proposal requires the approval of the members of the Company by way of Special Resolution.

The Board commends your approval by way Special Resolution for raising the said unsecured loan with an option to convert to equity shares attached for the said loan as required by section 62(3) of the Companies Act, 2013.

None of the Directors, except Dr Devaiah Pagidipati, Promoter Director of the Company is interested or concerned in the resolution except to the extent of shares held by him. The Promoters and Promoter Group members are interested in the resolution to the extent of shares held by them.

By order of the Board
For Southern Online Bio Technologies Limited

Place: Hyderabad

Date: 03/06/2021

Srikanth Reddy Kolli
Company Secretary

SOUTHERN ONLINE BIO TECHNOLOGIES LIMITED

(CIN: L72900TG1998PLC030463)

Registered Office: Flat No. A3, 3rd Floor, Office Block, Samrat Complex, Saifabad, Hyderabad - 500004

Email: cs@sol.net.in, website: www.sol.net.in

Form 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]

Regd. Folio No :	DPID :
No of Shares Held :	Client ID :

I, _____ being the member of Southern Online Bio Technologies Limited holding _____ equity shares of the above named company, hereby appoint

Name& Address:

Email ID:

Signature: _____

and whose signatures are appended below as my proxy to attend and vote, in case of a poll, for me and on my behalf at the Extra Ordinary General Meeting of the Company, to be held on June 10, 2021 at 11.00 AM at Anion Conference Hall, Swarna Jayanti Complex, 8th Floor, beside Maitrivanam, Ameerpet, Hyderabad, Telangana 500038 and at any adjournment thereof in respect of resolutions are indicated below:

Sl. No	Special Resolution (s)	Vote	
		For	Against
1	To avail unsecured loan of up to Rs. 25 Crores in several tranches from Dr. Devaiah Pagidipati, Promoter cum Managing Director with an option to convert the said loan in to equity shares.		

*Applicable for investors holding shares in Electronic form.

Signed this day

Affix Revenue Stamp

Signature of shareholder: _____

Signature of Proxy holder: _____

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. The proxy need not be a member of the company.

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(CIN: L72900TG1998PLC030463)

Registered Office: Flat No. A3, 3rd Floor, Office Block, Samrat Complex, Saifabad, Hyderabad - 500004

Email: cs@sol.net.in, website: www.sol.net.in

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Full name of the member attending _____

Member's Folio No/ ~~Client ID~~: _____

No. of shares held: _____

Name of Proxy _____ (To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the Extra Ordinary General Meeting of the Southern Online Bio Technologies Ltd., to be held on June 10, 2021 at 11.00 AM at Anion Conference Hall, Swarna Jayanti Complex, 8th Floor, beside Maitrivanam, Ameerpet, Hyderabad, Telangana 500038.

..... Member's / ~~Proxy's~~ Signature

Note:

1. Members are requested to bring their copies of the EGM Notice to the meeting, since further copies will not be available.
2. The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
3. A Proxy need not be a member of the Company.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

In terms of the Requirements of the Secretarial Standard on General Meetings (SS-2) issued by the Institute of the Company Secretaries of India; route map for the location of the venue of the Extra Ordinary General Meeting is given below :

ROUTE MAP FOR EGM VENUE



**Form No.MGT-12
POLLING PAPER**

(Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration Rules, 2014)

CIN	L72900TG1998PLC030463		
Name of the Company	SOUTHERN ONLINE BIO TECHNOLOGIES LIMITED		
Registered Office	Flat No. A3, 3rd Floor, Office Block, Samrat Complex, Saifabad, Hyderabad - 500004		
Name of the member(s)			
Registered Address			
E-mail Id			
Folio No./Client ID		DP ID	
Number of Equity shares held			

I hereby exercise my vote in respect of Special Resolution enumerated below by recording my assent or dissent to the said Resolution in the following manner:

Sl. No	Special Resolution (s)	Vote	
		For	Against
1	To avail unsecured loan of up to Rs. 25 Crores in several tranches from Dr. Devaiah Pagidipati, Promoter cum Managing Director with an option to convert the said loan with interest accrued on it, in to equity shares of the Company		

Place:

Date:

(Signature of the Shareholder/Proxy)