

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED AT THE 2/2023-24 EXTRAORDINARY GENERAL MEETING OF AZAD ENGINEERING LIMITED ON TUESDAY, THE 12TH DAY OF SEPTEMBER, 2023 AT 05:00 P.M. DEEMED TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 90/C,90/D, PHASE 1 I.D.A, JEEDIMETLA, HYDERABAD, TELANGANA-500055, INDIA.

TO CONSIDER AND APPROVE APPOINTMENT OF MR. MICHAEL JOSEPH BOOTH AS INDEPENDENT, NON-EXECUTIVE DIRECTOR OF THE COMPANY :

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (collectively referred to as the "Companies Act"), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and other applicable law and pursuant to the provisions of the Articles of Association of the Company, Mr. Michael Joseph Booth (DIN: 10309295), who has provided his consent to act as an Independent, Non-Executive Director of the Company, and submitted a declaration that he meets the criteria for appointment as an independent director under Section 149(6) of the Companies Act and the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a member, signifying her intention to propose his candidature for the office of director of the Company, be and who is eligible for appointment, be and is hereby appointed as an Independent, Non-Executive director of the Company for a period of 5 consecutive years with effect from September 12, 2023, and shall be paid such sitting fees for attending meetings of the Board or any committees and/or commission as stipulated thereof in terms of the appointment letter issued to Mr. Michael Joseph Booth, and as may be determined by the Board from time to time.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies Telangana, at Hyderabad and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.

The resolution was passed with requisite majority.

//Certified true Copy//

For Azad Engineering Limited

**Ful Kumar Gautam
Company Secretary**



CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED AT THE 2/2023-24 EXTRAORDINARY GENERAL MEETING OF AZAD ENGINEERING LIMITED ON TUESDAY, THE 12TH DAY OF SEPTEMBER, 2023 AT 05:00 P.M. DEEMED TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 90/C,90/D, PHASE 1 I.D.A, JEEDIMETLA, HYDERABAD, TELANGANA-500055, INDIA.

TO CONSIDER AND APPROVE APPOINTMENT OF MRS. MADHUSREE VEMURU AS, INDEPENDENT, NON-EXECUTIVE DIRECTOR OF THE COMPANY :

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and read with Schedule IV of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (collectively referred to as the "Companies Act"), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and other applicable law and pursuant to the provisions her consent to act as an Independent, Non-Executive Director of the Company, and submitted a declaration that she meets the criteria for appointment as an Independent director under Section 149(6) of the Companies Act and the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a member, signifying her intention to propose Mrs. Madhusree Vemuru's candidature for the office of director of the Company, be and who is eligible for appointment, be and is hereby appointed as an Independent, Non-Executive director of the Company for a period of 5 consecutive years with effect from September 12, 2023, and shall be paid such sitting fees for attending meetings of the Board or any committees and/or commission stipulated thereof in terms of the appointment letter issued to Mrs. Madhusree Vemuru, and as may be determined by the Board from time to time.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies, Telangana, at Hyderabad and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.

The resolution was passed with requisite majority.

//Certified true Copy//

For Azad Engineering Limited

Ful Kumar Gautam
Company Secretary



CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED AT ANNUAL GENERAL MEETING OF MEMBERS OF AZAD ENGINEERING LIMITED FOR THE FINANCIAL YEAR 2022-23 FOR AZAD ENGINEERING LIMITED HELD ON TUESDAY, 26TH DAY OF SEPTEMBER, 2023 AT 10:30 A.M. DEEMED TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 90/C,90/D, PHASE 1 I.D.A, JEEDIMETLA, HYDERABAD, TELANGANA-500055, INDIA.

TO APPOINT MR. SUBBA RAO AMBATI (DIN:01722940) AS INDEPENDENT DIRECTOR (NON-EXECUTIVE):

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 197, 198 read with Schedule-IV and V thereto and other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment thereof), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Articles of Association of the Company, and on the basis of the recommendation of the Nomination and Remuneration Committee and consent of the Board of Directors at their Meetings held on 24th September 2023, the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Subba Rao Ambati (DIN:01722940), as an Independent Director (Non-Executive) of the Company not liable to retire by rotation and to hold office for a period of 5 consecutive years with effect from 24th September, 2023.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to file the requisite form(s) with the office of the Registrar of Companies, Hyderabad and to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, papers including but not limited to applications, affidavits, declarations, return, to give effect to the above resolution.

The resolution was passed with requisite majority.

//Certified true Copy//

For Azad Engineering Limited

Ful Kumar Gautam
Company Secretary & Compliance Officer

