

**AZAD ENGINEERING LIMITED**  
**(PREVIOUSLY KNOWN AS AZAD ENGINEERING PRIVATE LIMITED)**  
CIN: U74210TG1983PLC004132  
R/o - 90/C,90/D, Phase 1 I.D.A, Jeedimetla Hyderabad Telangana- 500055 India  
Email: cs@azad.in | Website:https://www.azad.in/  
Telephone No: +91-40-2309 7007



**EXTRACTS OF THE RESOLUTION PASSED AT THE 05<sup>TH</sup>/ 2023-24 MEETING OF THE BOARD OF DIRECTORS OF AZAD ENGINEERING LIMITED ON WEDNESDAY, THE 13<sup>TH</sup> DAY OF SEPTEMBER, 2023 AT 3:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 90/C,90/D, PHASE 1 I.D.A, JEEDIMETLA, HYDERABAD, TELANGANA-500055, INDIA.**

**ITEM NO. 11:- TO CONSIDER AND RECOMMEND RE-APPOINTMENT OF MRS. JYOTI CHOPDAR AS WHOLE-TIME DIRECTOR OF THE COMPANY AND TO FIXING HER REMUNERATION:**

"RESOLVED THAT pursuant to the provisions of Sections 2(51), 2(54), 179, 196, 197, 198 and 203 read with the Schedule V of the Companies Act, 2013, Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including the rules, notifications, circulars, guidelines etc. issued thereunder) ("Companies Act") read with applicable guidelines issued by the Central Government, from time to time, and all other applicable statutes, laws, rules, regulations, guidelines, circulars etc. issued by other appropriate authority(ies), if any (including any statutory amendment or modification or re-enactment thereof, for the time being in force) and in line with the memorandum and articles of association, and/or such other approvals as may be required under the provisions of the applicable laws and pursuant to the recommendation of the nomination and remuneration committee and subject to the approval of Members in the ensuing General Meeting, Mrs Jyoti Chopdar, presently serving as a Director (DIN: 03132157) of the Company, be and is hereby re-designated and appointed as only the "Wholetime Director" of the Company, for the period and on the following terms as to remuneration, over and above the statutory limit of 10% of the Net Profits of the Company calculated as per Section 198 of Companies Act, 2013 and otherwise as set out hereunder and with liberty to the Board (which term shall be deemed to include any committee constituted / to be constituted by the Board) to alter the said terms and conditions in such manner as may be agreed to between the Board and Mrs Jyoti Chopdar in the best interests of the Company but subject to the restrictions, if any, contained in the Companies Act or otherwise as may be permissible at law

1. Period: Three years with effect from 13th September, 2023 till 12th September, 2026.
2. Salary : INR. 1.20 Crores per annum which is inclusive of all allowances/benefits/perquisites and exclusive of any form of reimbursement of expenses incurred on behalf of the Company..

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mrs. Jyoti Chopdar the payment of salary, perquisites and other

**// Certified True Copy //**  
**For Azad Engineering Limited**

  
CS. Ful Kumar Gautam  
Company Secretary  
M.No: 49550

Date: 13/09/2023  
Place: Hyderabad

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allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013;"

**"RESOLVED FURTHER THAT** Mr. Rakesh Chopdar, Chairman & CEO of the Company and/or any other Director of the Company and/or Mr. Ful Kumar Gautam, Company Secretary of the Company be and is hereby authorized to file necessary e-form with the Registrar of Companies, Telangana and to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution."

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**Date:** 13/09/2023  
**Place:** Hyderabad

**// Certified True Copy //**  
**For Azad Engineering Limited**

  
**CS Ful Kumar Gautam**  
**Company Secretary**  
**M.No: 49550**